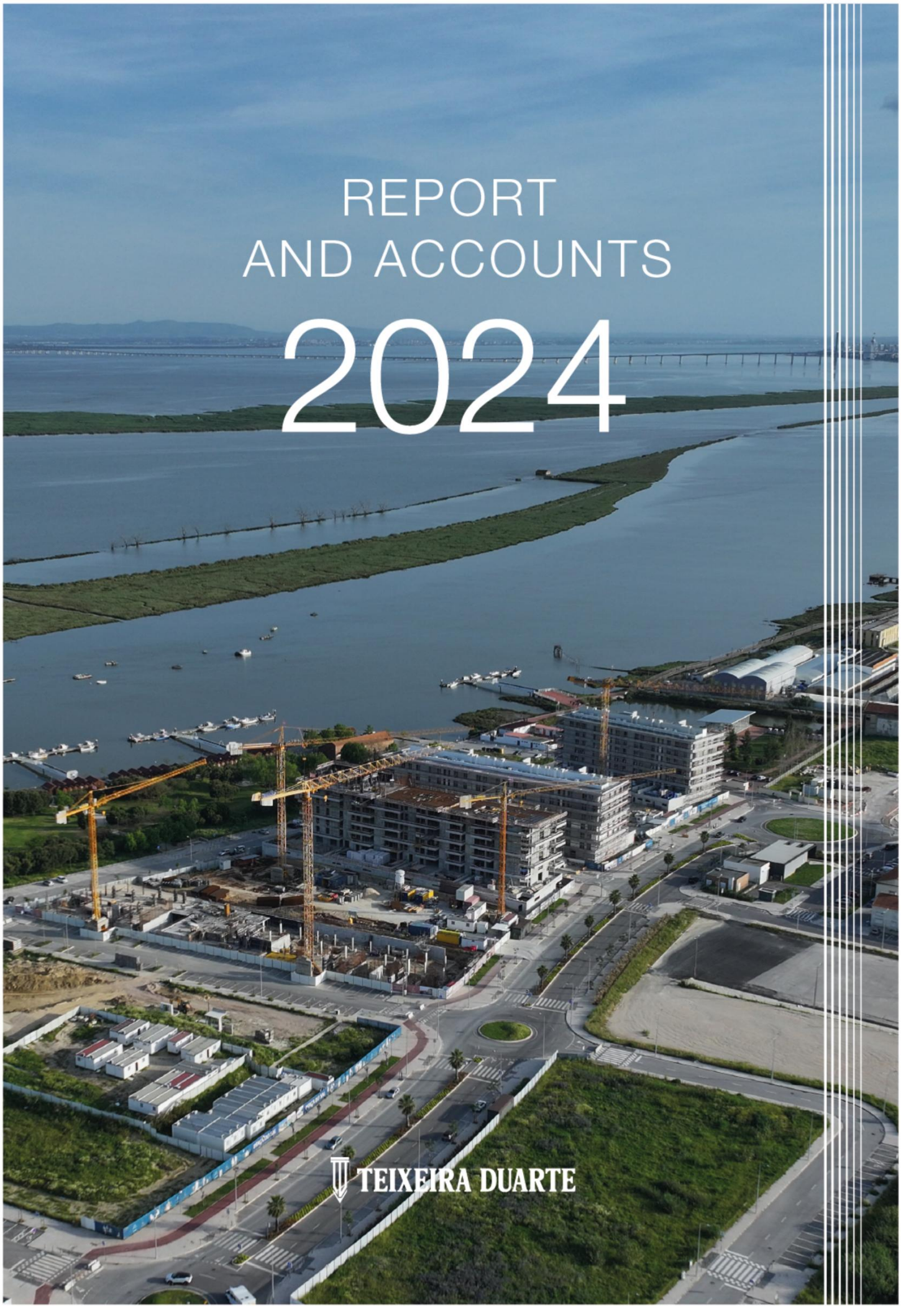
# REPORT AND ACCOUNTS 2024



TEIXEIRA DUARTE

Cover Photo



**“VILA RIO” REAL ESTATE DEVELOPMENT**

Residential real estate development promoted and built by Teixeira Duarte Group, in Póvoa de Santa Iria, municipality of Vila Franca de Xira – Portugal.

# REPORT AND ACCOUNTS
# **2024**

*(Free translation from a report originally issued in Portuguese language. In case of doubt, the Portuguese version will always prevail.)*

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Duarte Pacheco Viaduct, Lisboa - Portugal

# Board of Directors Management Report 2024

# IDENTIFICATION OF THE COMPANY

**Teixeira Duarte, S.A.**

Head Office: Lagoas Park, Edifício 2- 2740-265 Porto Salvo
Share Capital 210.000.000 €
Single legal person number: 509 234 526

# INTRODUCTION

### CONSOLIDATED MANAGEMENT REPORT

The Board of Directors of "Teixeira Duarte, S.A." (TD,SA), in compliance with the legal and regulatory provisions governing publicly traded companies open to public investment, presents its Management Report for the year 2024.

This Report will analyse in a consolidated manner the activities carried out by TD,SA's subsidiaries and will also address some aspects of the Company individually, particularly regarding the proposal for the allocation of profits, thus assuming the option provided for in Article 508 - C, paragraph 6 of the Commercial Companies Code, to present a single report.

In this presentation, it will be taken into account that each of these subsidiaries has its own management bodies, which also provide the relevant information, so only some references will be made here with the purpose of configuring an overview.

Attached to this document, in accordance with applicable legislation, are tables with various information regarding the equity interests in TD,SA (namely in accordance with the provisions of Article 447.º of the Commercial Companies Code and CMVM (*Comissão de Mercado de Valores Mobiliários*) Regulation No. 1/2023).

### SUSTAINABILITY DECLARATION

The report of Teixeira Duarte, S.A. performance throughout 2024, regarding matters of sustainability, is drawn according to the standards of the Directive (EU) 2022/2464 (*Corporate Sustainability Reporting Directive* - CSRD) and the Regulation (EU) 2020/852 of the European Parliament and Council, of June 18th 2020 (Taxonomy Regulation).

### CORPORATE GOVERNANCE REPORT

It is also presented in this set of documents a detailed report on the corporate governance structure and practices in 2024 (drawn up in accordance with Article 29-H of the Securities Market Code and with *CMVM* Regulation no. 4/2013), underpinned by the 2018 Corporate Governance Code of the Portuguese Corporate Governance Institute (*Instituto Português de* Corporate Governance), in force since January 1st 2018, in its current 2024 version, which includes the Remunerations Report in accordance with Article 20 of the Securities Market Code.

### INDIVIDUAL AND CONSOLIDATED FINANCIAL STATEMENTS

Moreover, this report also includes the individual and consolidated financial statements with the respective appendixes, where the former were prepared in accordance with the Accounting Standardisation System (SNC) and the latter pursuant to the International Financial Reporting Standards as adopted in the European Union, as well as the respective Reports and Opinions of the Supervisory Bodies, the Legal Certification of Accounts and the Audit Report produced by an auditor registered at the Portuguese Securities Market Commission (*CMVM*).

### COMPLIANCE STATEMENT

Under the terms and for the purposes of Article 29-G(1)(c) of the Securities Market Code, the undersigned state that, to the best of their knowledge, the Management Report, the annual accounts, and all other documents presenting the accounts were prepared in accordance with the applicable accounting standards, conveying a true and fair view of the assets and liabilities, the financial position and results of TD,SA and of the companies included in its consolidation perimeter, and also faithfully reflect the business development, performance and position of each company, containing a description of the main risks and uncertainties they are up against.

In this context, it should be noted that the signatories assiduously monitor the development of the political and economic situation of the markets in which the Group operates and their impact, especially on access to foreign currency, as well as the impact of the international geopolitical situation on Teixeira Duarte's activity, with particular emphasis on the acquisition of services, commodities and raw materials.

## EUROPEAN SINGLE ELECTRONIC FORMAT – ESEF

The Annual Report and Accounts were prepared in the European Single Electronic Format (ESEF) in accordance with the specifications laid down in Commission Delegated Regulation (EU) 2018/815 of December 17th 2018 and in accordance with subsequent amendments, taking into account the guidelines provided by the European Securities and Markets Authority (ESMA) and also taking into account the information disclosed by *CMVM* regarding the rules applicable to the new electronic format for the disclosure of Financial Information.

# MESSAGE OF THE PRESIDENT OF THE BOARD OF DIRECTORS



Manuel Maria Calainho Teixeira Duarte
**The Chairperson of the Board of Directors**

Dear Shareholders and Stakeholders,

The year 2024 marked a turning point in the recent history of the Teixeira Duarte Group. After years of challenges and profound transformations, we have begun to reap the first fruits of a sustained collective effort: we have returned to profitability, strengthened our operating margin and expanded our order portfolio.

This journey was made in a particularly demanding context, with difficulties in accessing foreign currency and currency devaluation in markets relevant to our business. Through the dedication, skill and ingenuity of our teams, we managed to overcome these obstacles and consolidate the foundations for sustainable growth.

Improvement in operational performance is particularly significant. In 2024, we consolidated reorganisation and resources optimisation measures that resulted in more efficient operations, improved margins and greater capacity to carry out complex projects, both in Portugal and in international markets. The focus on financial discipline, the careful selection of projects and the improvement of internal processes were key elements in strengthening our competitiveness.

The improvement in operational performance and the strengthening of the project portfolio were decisive for the Refinancing Agreement reached in 2025. This agreement, which extends the maturity of the debt and optimises its costs, represents a new chapter in the life of Teixeira Duarte, providing us with the financial stability we need to look to the future with renewed confidence.

**2024 results in the spotlight:**

- **Turnover:** We reached 775 million euros, 8 million more than the previous year. The property sector, especially in Portugal and Brazil, was the main driving force of this growth. Despite the exchange rate challenges, the Angolan and Brazilian markets also recorded growth in euros;
- **EBITDA**: We reached 105 million euros, an increase of 37% when compared to 2023. This figure is the result of improved efficiency and internal reorganisation, with Construction accounting for 33% of consolidated EBITDA;
- **Consolidated Net Result**: We made a profit of 28 million euros, with 26 million attributable to equity holders, reversing a negative result of 12 million in the previous year, demonstrating the strength of the recovery;
- **Equity:** We increased to 168 million euros, reflecting the improvement of the financial autonomy, from 9,8% to 11,5%.
- **Net Financial Debt**: We have reduced it to 643 million euros, pursuing a consistent policy of financial responsibility that has made it possible to reduce bank liabilities by around 1.500 million euros since the subprime crisis.

**Sectoral Performance:**

- **Construction:** A significant recovery in EBITDA to 35 million euros, supported by the optimisation of resources, an improvement in project selection and an order portfolio strengthened by 43%, totalling 1.540 million euros;
- **Real Estate:** Strong contribution of the Brazilian market, with the delivery of two real estate developments, and dynamism in Portugal. Currently, the Group has 650 apartments in Portugal and 500 in Brazil whose construction is underway, a total of 1.150 apartments under development.
- **Concessions and Services**: Growth in Portugal and operational stability, despite exchange rate pressure in Angola;
- **Hospitality:** Maintenance of robust performance in Angola, with growth in activity in local currency;
- **Distribution**: Increase of the level of activity in Angola, with EBITDA improvement to 15,7%;
- **Automotive:** The most affected sector, with a reduction in turnover due to limitations on imports as a result of exchange rate difficulties.

In addition to operational activity, we remained aligned with United Nations' 2030 Agenda, reinforcing our commitment to the Sustainable Development Goals prioritised by the Group.

**Look into the Future:**

We assume that 2025 will be a year of financial consolidation and strengthening of our capacity to **Execute**. We will continue to invest in operational efficiency, in innovation and in social accountability as cornerstones of our development.

To all those who, through their work, trust and support, make this journey possible - employees, shareholders, customers, suppliers, banks and communities - I leave a word of thanks. Teixeira Duarte's success is a reflection of the dedication, courage and hope of us all.

We reaffirm our ability to work with INGENUITY, committed to TRUTH, and efficiently to honour the COMMITMENT we have with our stakeholders to achieve a better 2025, to honour the legacy we received and deliver the future generations a stronger Teixeira Duarte.

Manuel Maria Calainho Teixeira Duarte

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# I. TEIXEIRA DUARTE GROUP

# A CENTENARIAN PORTUGUESE GROUP FOUNDED IN AN ENGINEERING COMPANY

Teixeira Duarte is the identity of a Corporate Group that presents itself through its trade mark: a Portuguese Group founded in a House of Engineering – something inherent to its genesis and to its founder – who, with spirit of enterprise and the support of its human and technical resources, expanded, for a century, its activity to other sectors and markets with an identity lived and upheld by all over one hundred years of activity.

Dating back to the start of activities of its founder, Ricardo Esquível Teixeira Duarte, in 1921, Teixeira Duarte expanded its activity from water collection and artesian well drilling, to Geotechnics and Foundations, Buildings and, later on, to Infrastructures and all other areas of Construction, including a few decades later the sectors of Concessions and Services, Real Estate, Hospitality, Distribution and Automotive.

Today, 100 years on, this Portuguese economic group comprises 170 entities operating in 20 countries with the commitment and dedication of 8.624 employees.

A track record based on Ingenuity, Truth and Commitment, that fills us with pride, that teaches us and inspires us to continue to "Execute, contributing towards the construction of a better world"!



Exhibition Centre Portuguese World - Construction of *Fonte Luminosa* (luminous fountain), Lisboa (1939)

# I.1 Profile

**8.624**
**EMPLOYEES**

**170**
**ENTITIES**

## ACTIVITY SECTORS

**CONSTRUCTION**
SINCE 1921

**CONCESSIONS AND SERVICES**
SINCE 1984

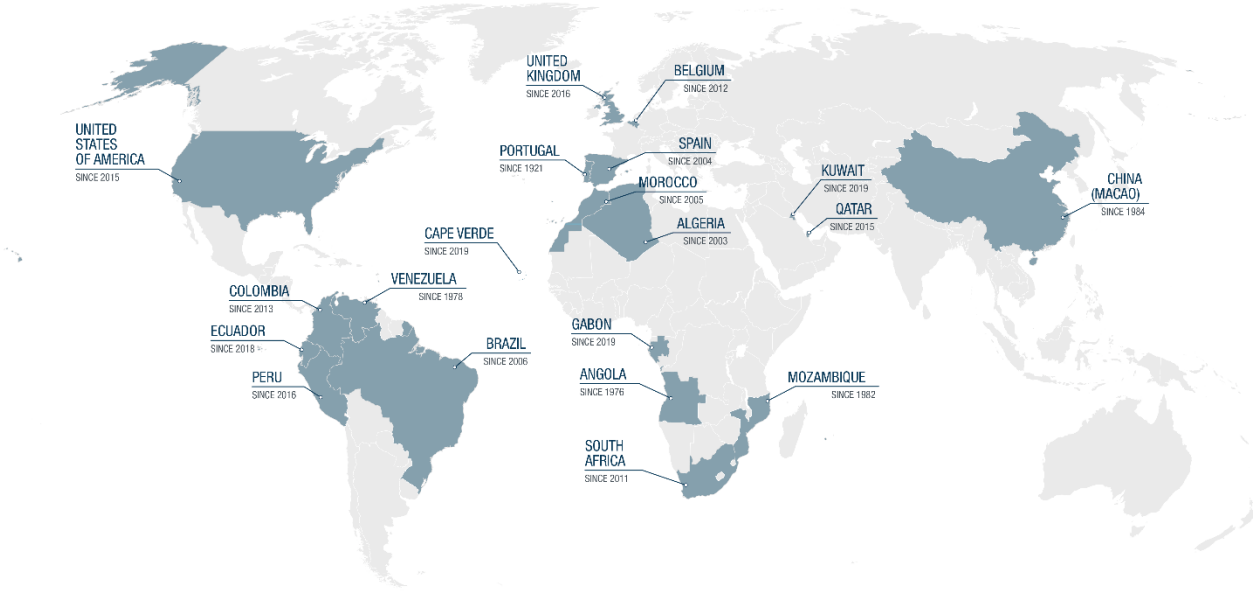
**REAL ESTATE**
SINCE 1973

**HOSPITALITY**
SINCE 1992

**DISTRIBUTION**
SINCE 1996

**AUTOMOTIVE**
SINCE 1991

**20 COUNTRIES**
**4 CONTINENTS**

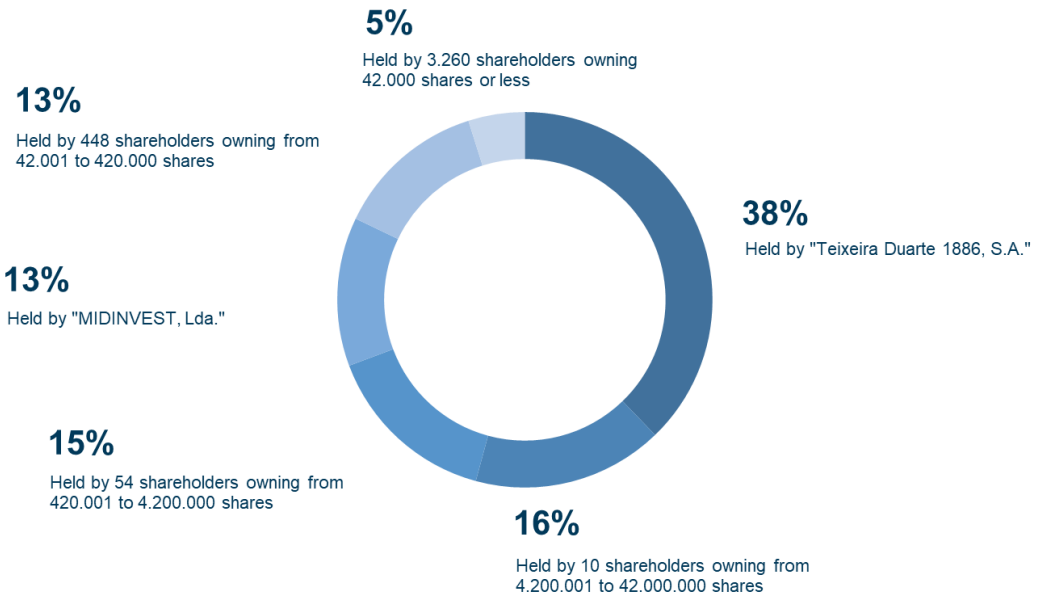




Contract job for the Rehabilitation of the Roofs and Façades of the *Biblioteca Joanina* (library Joanina) of the University of Coimbra - Portugal

## SHAREHOLDERS

"Teixeira Duarte, S.A." is the top listed company of Teixeira Duarte Group, whose share capital, on December 31st 2024, was distributed among 3.774 shareholders as follows:




Distribution of the share capital of Teixeira Duarte, S.A. by shareholders at the end of 2024

## CORPORATE MODEL

Teixeira Duarte, S.A. follows the corporate model commonly known as the one-tier model: it has a single management body (the Board of Directors), currently with five members and two supervisory bodies: A Supervisory Board (with three members) and an Audit Firm.

Within this framework, the governing bodies of "Teixeira Duarte, S.A." and their members are as follows:

**General Meeting Board:**

Chairperson
José Luciano Vaz Marcos

Vice-Chairperson
António José André Martins

Secretary
Carlos Jorge Cavaca Ferraz

**Board of Directors:**

President
Manuel Maria Calainho de Azevedo Teixeira Duarte

Members of the Board:
Maria da Conceição Maia Teixeira Duarte
Isabel Maria Nunes Correia Teixeira Duarte
Sérgio Paulo Reis Pereira
Paulo Alfredo de Carvalho Serradas

**Supervisory Board:**

Chairperson
Ana Cristina Louro Ribeiro Doutor Simões

Members
João Salvador dos Santos Matias
Carlos Manuel Bastos Rodrigues

Alternate
Pedro Miguel Amador Fonseca

**Statutory Auditor:**

"Moore Stephens & Associados, SROC S.A." represented by Ana Patrícia Correia Monteiro Varela

**Chief Compliance Officer**

Carlos Jorge Cavaca Ferraz

**Secretary of the Company**

Permanent
Carlos Jorge Cavaca Ferraz

Alternate
Ana Carolina Madeira Rodrigues Caetano

**Representative for Market Relations**

Sérgio Paulo Reis Pereira

## ORGANISATIONAL MODEL

Without prejudice to the disclosures made in the Company Governance Report integrated in this set of financial statements, it is worth highlighting that within the Board of Directors of Teixeira Duarte, S.A., it was resolved – without implying any delegation of powers under the Law, nor excluding the normal competence and responsibility of the other members of this Board, who are all executives – that the Chairperson of the Board of Directors, Manuel Maria Calainho de Azevedo Teixeira Duarte, shall be specially tasked with coordinating and reporting on the activities carried out by the Group's companies operating in the Concessions and Services, Real Estate, Hospitality, Distribution, and Automotive sectors; the director Paulo Alfredo de Carvalho Serradas shall be specially tasked with coordinating and reporting on the activities carried out by the Group's companies operating in the Construction sector; and the director Sérgio Paulo Reis Pereira shall be specially tasked with coordinating and reporting on the activities of the corporate area structures, with the exception of Internal Audit, Compliance, and Sustainability, whose supervision within the Group's sub-holdings is the responsibility of the Chairperson of the Board of Directors of those entities, Manuel Maria Calainho de Azevedo Teixeira Duarte.

In addition to the governing bodies of "Teixeira Duarte, S.A." emphasis should be placed on the Boards of Directors of "Teixeira Duarte - Engenharia e Construções, S.A." and "Teixeira Duarte – Gestão de Participações e Investimentos Imobiliários, S.A.", the former operating in the construction sector and the latter in the Concessions and Services, Real Estate, Hospitality, Distribution and Automotive sectors.

It is also worth noting that the Board of Directors of "Teixeira Duarte - Engenharia e Construções, S.A." decided to establish an Operational Executive Committee – chaired by Paulo Alfredo de Carvalho Serradas and also including Gustavo Nuno Banazol Capelo Cariano de Villas-Boas Lebreiro, José Luis Gregório dos Santos and Rogério Esteves da Fonseca – which has overall coordination and supervision of Production, Commercial Area, and Support Structures.

Following are the management bodies of the other entities within the Teixeira Duarte Group and the organisational structure of "Teixeira Duarte - Engenharia e Construções, S.A.", which, being the originating company of the Group, operates in different Business Areas within the Construction Sector: Geotechnics and Foundations, Buildings, Infrastructures (including Maritime Works), Metalworking, Underground Works, and Railway Works, in various geographical locations.

All the aforementioned operational areas divide production and commercial skills into structures that are essential in the formation of managerial staff and in the monitoring of their careers. These structures include Areas of Activity and Directorates, and also encompass a set of specific Support Structures for this Construction sector, particularly in the areas of Procurement; Formwork, Rebar Cages and Concrete; Commercial; Equipment Management; Innovation; Proposal Logistics; Planning and Cost Control; Human Resources; and Management Systems.

In this Sector, the Group also has an important Design Department, through which are carried out technical engineering studies and designs, for the whole Teixeira Duarte Group, which has proven to be of the utmost importance in the submittal of bids and designs with solid technical grounds. This structure is also in charge of the coordination and the implementation of the BIM (*Building Information Modelling*), in the whole Teixeira Duarte Group, with the consolidation of internal and external training, development of designs using this technology and implementation of internal procedures.

In addition to all those structures more directly linked to the Company's operational area, there is a set of Central Structures and Services with special cross-sectional support responsibilities, which constitute the so-called Corporate Area.

Therefore, highlighted within the various entities that make up the Teixeira Duarte Group, there are several employees classified as Senior Management who are responsible for different companies, sectors, business areas, or other organisational structures; these employees are identified in the organisational chart that follows:

## TEIXEIRA DUARTE ORGANISATIONAL CHART

### Teixeira Duarte, S.A.

**Board of Directors**
Manuel Maria Teixeira Duarte
Maria da Conceição Teixeira Duarte
Isabel Teixeira Duarte
Sérgio Pereira
Paulo Serradas

### Teixeira Duarte - Engenharia e Construções, S.A.

**Board of Directors**
Manuel Maria Teixeira Duarte
Paulo Serradas
Sérgio Pereira
Gustavo Lebreiro
Luis Santos

### Teixeira Duarte - Gestão de Participações e Investimentos Imobiliários, S.A.

**Board of Directors**
Manuel Maria Teixeira Duarte
Luís Vicente
Sérgio Pereira
Rogério Fonseca
Alfredo Silva
Guilherme Silva
João Cordeiro

### CORPORATE AREA

**Administration Consulting**
Alexandre de Jesus

**Internal Audit**
Mário Faria

**Compliance**
Carlos Ferraz

**Communication**
Erica Beauvalet

**Accounting**
Tiago Fernandes
Sérgio Castro

**Finance**
Sérgio Pereira
Pedro Cruz

**Legal**
Ricardo Teixeira

**Shared Processes**
André Henriques

**Human Resources**
José Ferreira da Costa

**Corporate Affairs**
Carlos Ferraz

**Sustainability**
Erica Beauvalet

**Information Technologies**
Rui Pedroso
Rui Miranda

### ACTIVITY SECTOR

#### CONSTRUCTION

**Operational Executive Comittee**
Paulo Serradas
Gustavo Lebreiro
Luis Santos
Rogério Fonseca

**EPOS**
Carlos Russo

**SOMAFEL**
Rui Costa

### ACTIVTY SECTORS

#### CONCESSIONS AND SERVICES

Rogério Fonseca

**Facilities Management**
Rodolfo Valentim
Mariana Coimbra

**Education**
Helena Teixeira Duarte

#### REAL ESTATE

Alfredo Silva
Guilherme Silva
David Cardoso
João Esteves
João Nuno Santos

#### HOSPITALIY

Luís Vicente
Cláudia Bazílio

#### DISTRIBUTION

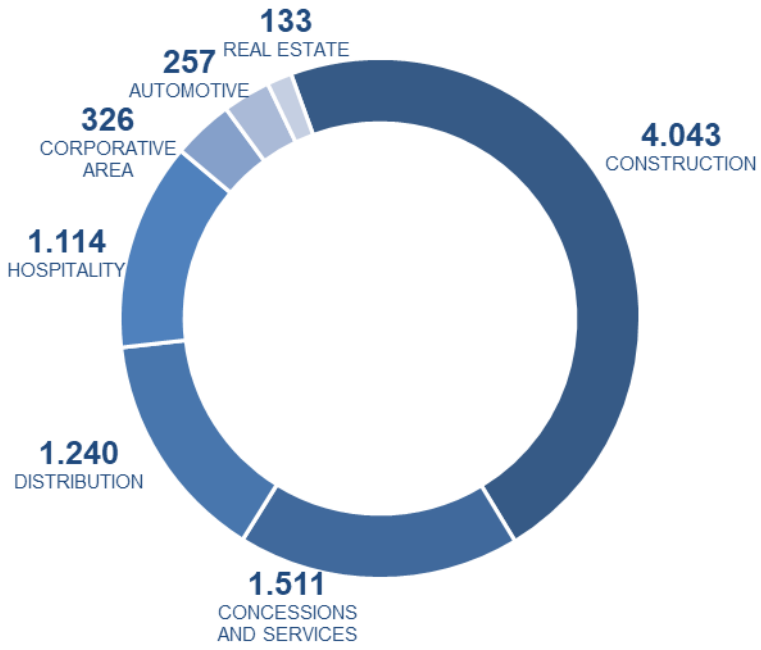
João Cordeiro
Orlando Preguiça
Bernardo Ribeiro
Geraldo Junior

#### AUTOMOTIVE

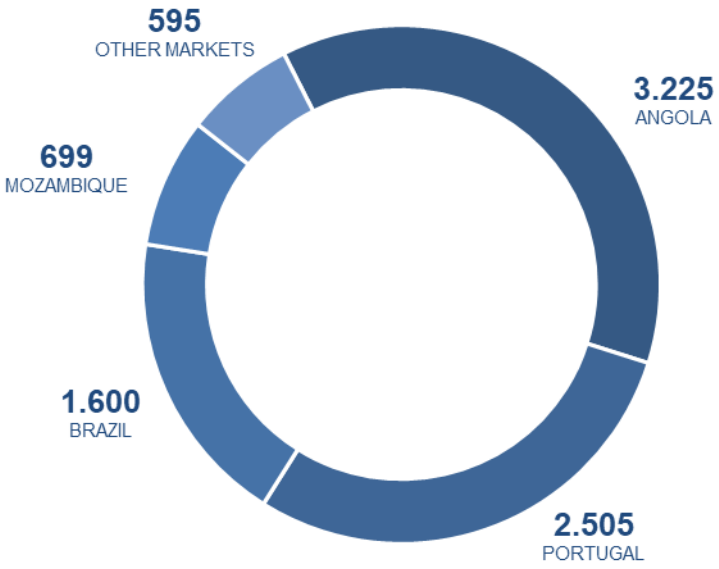
Luís Vicente
Álvaro Paulino

**EMPLOYEES**

Employees are the core of the activity of all Teixeira Duarte Group companies and their greatest asset. As of December 31st 2024, 8.624 employees were distributed across the following sectors and markets:




Employees Distribution by Sector of Activity




Employees distribution by Market

**MISSION AND VALUES**

Over nearly one hundred years of history, the conduct of employees of Teixeira Duarte Group companies has been guided by ethics that are a source of pride and an incentive for the growth of the company. The central core off such Ethics is grounded on its mission and values, which are set out below:

THE MISSION

# EXECUTE, CONTRIBUTING TOWARDS THE CONSTRUCTION OF A BETTER WORLD

Defines what drives our employees on a day-to-day basis is a shared objective regardless of their area of activity, geography, or team.

"**Execute**" because it is always intended to make it happen.
"**Contributing**" because we must understand that no one does anything alone.
For the "**Construction**" of which we are part.
Of "**a better world**" which is the objective that we all share, within and outside of Teixeira Duarte.

**THE VALUES**

The Values are the way one must act to achieve this goal and they characterise the Group's involvement with all related parties. They are:

# INGENUITY

Value based on Teixeira Duarte's origin: "An Engineering House", where, from the research and mastering of the principles of science, one innovates and develops knowledge and techniques to apply, with efficiency and minimum waste, in the resolution of practical issues, forming, encouraging and trusting the in-house people.

# TRUTH

It consists in the clear appreciation of the facts, exposing things as they are, with good faith and rigour, assuming errors and limitations such as successes and capabilities and always reporting in a transparent and appropriate way according to the Company's scope of action and responsibilities.

# COMMITMENT

Corresponds to the responsible and committed manner in which challenges and responsibilities are accepted, based on the importance of the "Word given" and the fulfilment of all obligations, as much towards third parties as to loyalty and complicity towards own colleagues and to the Company itself, with respect for others, for the dignity of all mankind and for the sustainability of the community.

**CODE OF ETHICS AND CONDUCT OF THE TEIXEIRA DUARTE GROUP**

The "Code of Ethics and Conduct of the Teixeira Duarte Group" enshrines and develops the values and mission of Teixeira Duarte, defining ethics and conduct, determining the scope of the document and establishing, with the aforementioned mandatory nature (I) the General Rules of Conduct aimed at compliance with the law, respect for the human person and the community, respect for the environment and compliance with internal rules; (II) the rules of conduct applicable in the relationship between employees and the company; and (III)

the rules of conduct between employees and third parties, in particular public authorities, clients and suppliers and the competition, including, in this latter chapter, topics such as independence and collaboration with public authorities, measures to prevent money laundering, terrorist financing, conflicts of interest and corruption.

It is set forth in the said Code that, with regard to the monitoring of the implementation of its regulations, it is the duty of the Employees - and Indirect Recipients, in accordance with the terms and scopes mentioned above - to watch over the fulfilment of the Code of Ethics and Conduct, by divulging it, by invoking it in their defence, by applying it and by demanding its application to their hierarchies, as well as to communicate eventual irregularities identified using the means available at Teixeira Duarte Group Ethics Channel.

Also, it is in force a General Procedure for the Prevention and Combat of Harassment at Work which establishes the action principles and the procedures considered adequate to the prevention and combat of harassment in the workplace within the Teixeira Duarte Group, to be observed by all its employees, thus making this Procedure a self-regulating instrument and the expression of an active policy intended to prevent, identify, eradicate and / or punish situations that are susceptible of constituting practice of sexual harassment in the workplace. The General Procedure for the Prevention and Combat of Harassment in the Workplace is complementary to the Teixeira Duarte Group's Code of Ethics and Conduct.

Without prejudice to the provisions of the Code of Ethics and Conduct, on August 17th 2022, the Board of Directors of TD,SA approved the "Teixeira Duarte Group Whistleblowing Policy", which aims to implement the provisions set out on the matter in the Code of Ethics and Conduct on whistleblowing, drafted in line with Decree-Law 109-E/2021, Law 93/2021 and the recommendations of the Corporate Governance Code of the Portuguese Institute of Corporate Governance.

In order to reinforce the Teixeira Duarte Group's commitment to the principles of transparency and integrity, on July 5th 2024 the Board of Directors of TD,SA approved the 'Policy for Preventing and Combating Money Laundering and Terrorism Financing', which establishes the fundamental principles for preventing and mitigating the risks inherent in these matters, in accordance with the legal requirements applicable to the various sectors and markets in which the Group operates. In addition, on December 19th 2024, the new 'Gifts, Hospitality and Entertainment Policy' was approved, the aim of which is to define the conduct guidelines for offering and receiving corporate courtesies, as well as the new financial limits which, once reached, must be duly recorded and communicated to the corporate Compliance area.

In addition to the system for monitoring compliance with the aforementioned Code and compliance policies, there is a Compliance system within the Group to ensure compliance with the regulations applicable to the development of business activities, which involves the following corporate control areas that provide support to the company:

- The Corporate Internal Audit Department, whose main role is the assessment and improvement of the effectiveness of the risk management procedures and internal control systems, as well as carrying out the evaluation of the activities carried out by the Group;
- The Chief Compliance Officer, tasked with implementing the Compliance Programme approved by Teixeira Duarte, S.A. to promote, within the Teixeira Duarte Group (i) compliance with legal, regulatory and internal regulations, (ii) the correct identification and assessment of the respective risks inherent to activities developed by the Group companies and (iii) the development of efficient measures to comply with the aforementioned regulations and to mitigate the respective risks, establishing guidelines for the analysis of reality, treatment and reporting of information, defining areas of action and respective means and subsequent monitoring of the results and promoting the necessary reviews of such measures;
- The person in charge of the normative compliance, designated in accordance with article 5 of the Decree-Law no. 109-E/2021, of December 9th, being responsible for the adoption and implementation (i) of the normative compliance programme (ii) of the Plan for Prevention of Risks of Corruption and Related Infractions (iii) of the Code of Ethics and Conduct, (iv) of the training programme regarding these matters, and (v) of the whistleblowing channel, in order to prevent, detect and sanction acts of corruption and similar infractions, lead against or through the Group Teixeira Duarte.
- The Corporate Department of Compliance, which acts in a permanent and effective manner, being namely in charge of (i) the follow up and periodical assessment of the appropriateness and effectiveness of the measures and procedures adopted to detect any risk of non-fulfilment of the legal obligations and duties the Teixeira Duarte Group is subject to, as well as the measures taken to correct eventual fulfilment default situations, (ii) of the counselling rendered to the management and administration bodies, for the purposes of compliance with the legal obligations and duties the Teixeira Duarte Group is subject to, and (iii) of the immediate provision to the administration bodies of the information regarding any signs of non-compliance with legal obligations, rules of ethics and conduct, of customer relation and of other duties which might lead Teixeira Duarte Group or its employees to incur in an infraction of administrative or criminal nature; and (iv) the management of the issues regarding Data Protection; and
- The Management Systems Direction, whose functions include ensuring that the Group's Policies are complied with, implementing supervision criteria in this area, carrying out the corresponding training, the respective internal audit and presenting suggestions for improvement.

# I.2 Main Financial Indicators

**OPERATING INCOME** **843 M€**

**SALES AND SERVICES RENDERED** **775 M€**

**EBITDA** **105 M€**

**OPERATING RESULTS** **70 M€**
(EBIT)

**EARNINGS BEFORE TAXES** **40 M€**
(EBT)

**NET INCOME** **26 M€**
Attributable to equity holders

**NET DEBT** **643 M€**

**FINANCIAL AUTONOMY** **11,5%**

**ORDERS PORTFOLIO** **1.540 M€**
For the construction sector

| | 2024 | 2023 | Variation % |
|---|---|---|---|
| Operating income | 843,348 | 872,944 | (3,4)% |
| Operating costs | (738.151) | (796.100) | (7,3)% |
| EBITDA | 105,197 | 76,844 | 36,9% |
| Depreciations and Amortisations | (36.054) | (32.785) | 10,0% |
| Provisions and impairments of depreciable / amortisable assets and Goodwill | 1,063 | (5.644) | - |
| Operating results (EBIT) | 70,206 | 38,415 | 82,8% |
| Financial results | (30.354) | (14.501) | 109,3% |
| Results before taxes | 39,852 | 23,914 | 66,6% |
| Income tax | (11.722) | (26.903) | (56,4)% |
| Consolidated net result of the period | 28,130 | (2.989) | - |
| Attributable to: | | | |
| Equity holders | 25,641 | (11.750) | - |
| Non-controlling interests | 2,489 | 8,761 | (71,6)% |

(Amounts in thousand euros)

# I.3 Risk Management

Risk management plays an important role in the Group's management structure: the operating rules and guiding principles that have defined Teixeira Duarte's performance, allowing it to successfully overcome the challenges it has faced over the more than one hundred years of activity, are a source of pride and to encourage the growth of the Group.

The risk management process of the Group to which belongs Teixeira Duarte S.A., incorporates several risk assessments with different levels and complexity, taking into consideration the issues to process and following the identification of the type of risks underlying the Group's different areas of activity. It is the Board of Directors of Teixeira Duarte, S.A. that, duly supported by the other corporate control areas that provide support to society, is responsible for determining and assessing the risks to which the Company is subject, as well as for the promotion of the necessary initiatives for the respective prevention, which is responsible for designing the internal control and risk management systems that prove necessary and appropriate for the various situations identified. This body is also responsible for monitoring and following up the functioning of the implemented risk management system.

Teixeira Duarte's activity is exposed to a variety of risks. In fact, in addition to the direct and indirect impact that the development of the geopolitical situation in Europe may have on the development of the Group's activity, the companies of the Teixeira Duarte Group are exposed, in the exercise of their activities – albeit with different areas and dimensions depending on the countries and sectors concerned – to the following main economic, financial and legal risks:

- Changes in the economic and business conditions in Portugal, as well as in the economic and business conditions of the Group's operations abroad, namely in Angola, Brazil and Mozambique;
- Fluctuations and volatility of interest rates, loan spreads and exchange rates, as well as cash balances of convertible currencies in markets in which the Group operates;
- Alterations in government policies;
- Regulatory and financial framework of banking activity; and
- Changes in the competitive environment of the activity sectors in which the Teixeira Duarte Group operates.

Furthermore, the activity of the Teixeira Duarte Group is dependent on the economic environment and on the consequences which certain macroeconomic situations might have on the levels of confidence of the different economic agents, on investment volumes, exports and global trade, as well as well as on employment levels and consumption patterns.

In addition, Point III. of the Corporate Governance Report for the 2024 period – entitled Internal Control and Risk Management – further explains the risk management model implemented in the Teixeira Duarte Group, with the identification and description of the main risks to which the Company is exposed in the exercise of its activity, as well as the explanation of the monitoring model and existing risk mitigation measures.

# I.4 Corporate Events

**ANNUAL GENERAL MEETING - MAY 22ND 2024**

The annual meeting took place in person, on May 22nd 2024, 18:00, at the Congress Centre of Lagoas Park, with the exercise of postal voting being allowed.

The presence of shareholders from the Teixeira Duarte family and shareholder employees and former employees strengthened the unity around the Company.

The Annual General Meeting was chaired by José Luciano Vaz Marcos, with the presence of Vice-Chairperson of the Board, António José André Martins, and the Secretary, José Pedro Poiares Cobra Ferreira, as well as the members of the Board of Directors and supervisory bodies.

At this meeting, the following resolutions were passed, as disclosed by the press released to the market published on the same day as the General Meeting:

1. The documents of the financial statements for the year 2024 were approved by 99,68% of the votes, including the consolidated management report, which includes a chapter on non-financial information, the individual and consolidated accounts, the report and opinion of the supervisory board, the legal certification of the accounts and audit report, as well as the report on the company's governance and the report on the remuneration of the members of the management and supervisory bodies of the Company, the latter being included, under the law, in the aforementioned report on the company's governance.
2. The proposal for the allocation of Results presented by the Board of Directors was unanimously approved, according to which it was proposed that the net results of TEIXEIRA DUARTE, S.A. for the year 2023, negative in the amount of € 22.313.320,96 (twenty-two million three hundred thirteen thousand three hundred twenty euros and ninety-six cents), be carried forward.
3. A vote of confidence in the Board of Directors, in the Supervisory Board, in all their Members, and in the Statutory Audit Firm was unanimously approved.
4. The possibility of the Company acquiring and selling its own shares was approved by 99.74% of the votes cast.
5. The proposal presented by the Board of Directors to ratify the appointment, by co-option, of Paulo Alfredo de Carvalho Serradas to the position of Director was approved by 99.74% of the votes cast.
6. The proposal by the shareholder Teixeira Duarte 1886, S.A. regarding the election of Carlos Jorge Cavaca Ferraz to the position of Secretary of the Board of the Company's General Meeting, to hold office until the end of the current mandate (2023/2026), given the resignation of the previous holder of the position, was approved by 99.68% of the votes cast.

# II. ECONOMIC AND FINANCIAL ANALYSIS

In order to allow for a framed assessment of the Group's performance in the current year, it was considered appropriate to begin this chapter with the presentation of the main economic indicators of the most relevant markets in which the Group operated in 2024.

In **Portugal**, the robust labour market, exports resilience and private consumption increase contributed for the 1,9% GDP growth, with forecasts pointing to an acceleration to 2,2 per cent in 2025. The average inflation rate stood 2,7 % in 2024, standing a 3 % by the year's end, reflecting price stabilisation of energy and food products, with expectations of a drop to 2,1% in 2025.

With regard to foreign markets, it should be noted that the exchange rate changes the Group is exposed may have a different impact on the Balance Sheet and Income Statements, as shown by the accounting policy related to Assets, Liabilities and Transactions in foreign currency, set out in the annex to the statements consolidated financial.

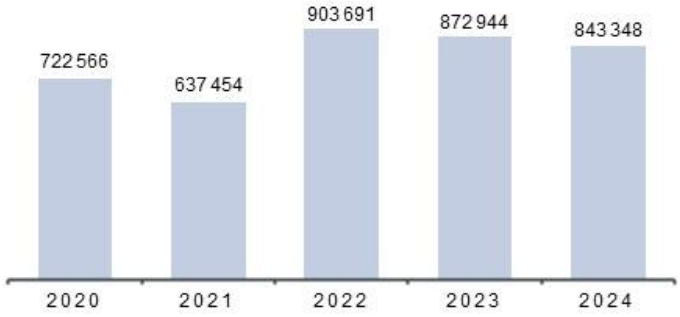
Regarding **Angola**, 2024 was a period of moderate growth of the Angolan economy, estimated at around 3%. This growth was the result of the good performance of the non-oil sectors, with agriculture standing out with growth of around 4 per cent and a significant contribution from the increase in oil production levels. The inflation rate remains at high levels and should be close to 28 % by the end of the year. The national currency ended the year with an annual devaluation of 3,7 % against euro. The average exchange rate fell by 27,3 % compared to 2023. Average economic growth of over 3,5 % is forecast for the coming years, with greater growth in the non-oil sectors.

In **Brazil**, GDP will have grown by 3,4 % in this period, driven by Other services, Manufacturing and Trade, which together accounted for around half of GDP growth. The inflation rate for the year was 4,83 %, higher than the expected 3 %. In 2024, the Real depreciated by 20,3 % compared to the end of 2023, and the average exchange rate depreciated by 8,4 % compared to 2023.

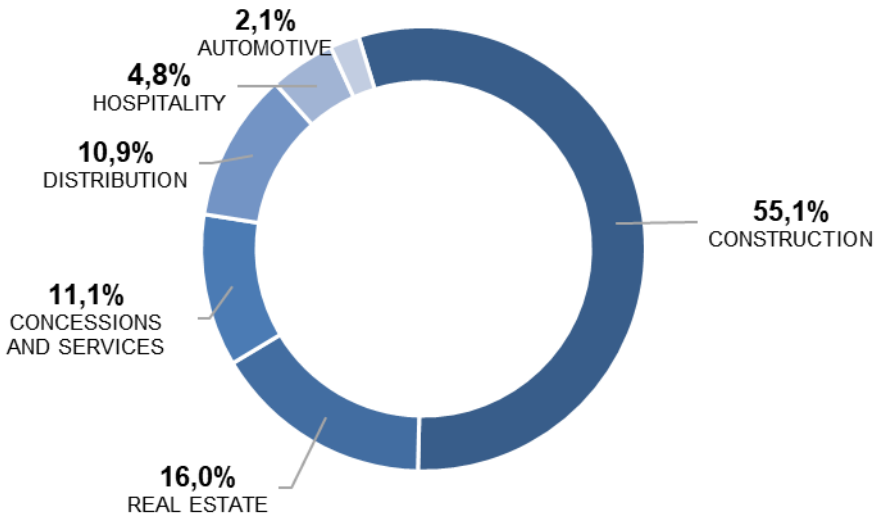
In **Mozambique**, economic growth in 2024 must have stood at 3,9%, comparing with the forecast 4,4%. This difference reflects the negative impacts of post-election tensions and other political risks, which have strongly damaged growth. Recovery depends on solutions to political problems and strategies to restore investor confidence. The inflation rate for the year stood at 4,15 %, despite an significant rise in December as a result of product shortages due to various road blockades, looting and various disorders. Despite everything, the Metical appreciated by 5,5 % against the Euro in 2024, with no variation against the US dollar, as in the previous year. The average exchange rate in 2024 was similar to the previous year.

**Operating income** reached the amount of 843.348 thousand euros, which correspond to a drop of 29.596 thousand euros, recording a decrease of 3,4% when compared with 2023.

Portugal recorded a decrease of 7,7% and the foreign markets, as a whole, increased 0,5%, when comparing to the same period in 2022; thus, Portugal represents now 45,2% of the global operating income of the Group in 2024.




Evolution of operating income
(Amounts in thousand euros)




Operating income by activity sector

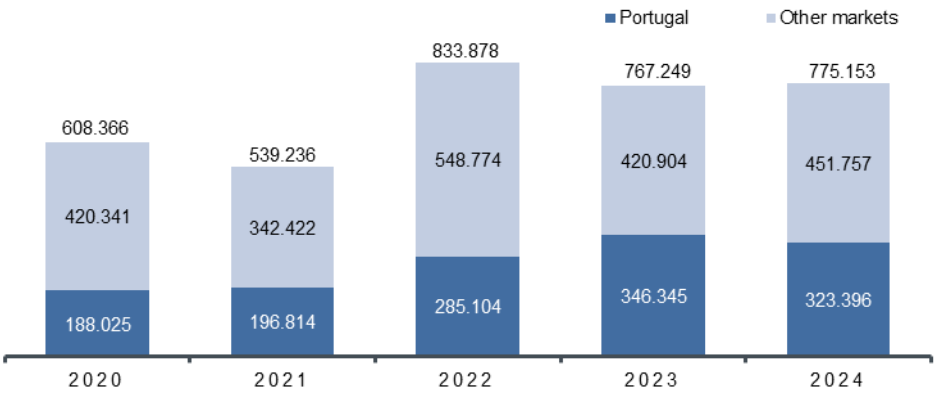
The **Sales and services rendered** reached 775.153 thousand euros, corresponding to an increase of 1% when compared to 2023, *id est*, more 7.904 thousand euros.

Portugal recorded a decrease of 6,6% when compared to the same period last year, penalised by the Construction sector with a reduction of 12,1%, which could not be offset by the good performances of the Concessions and Services and Real Estate sectors.

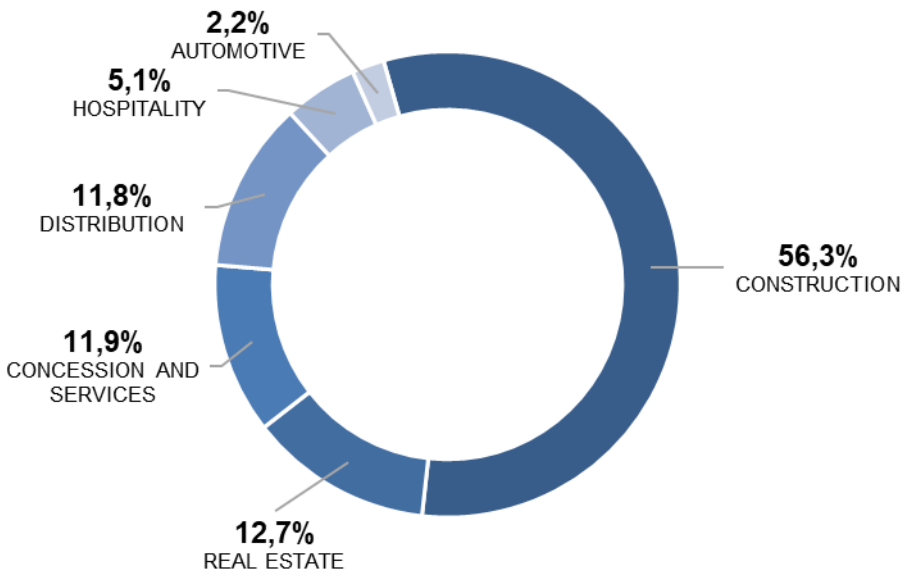
It should be noted that this indicator does not state the good performance of the Group's Real Estate sector in this period - proven by the Operating income results detailed above - 30.635 thousand euros, also driven by income which is not included in the Sales and services rendered.

Foreign markets registered an increase of 7,3 % of the Sales and services rendered, which corresponds to an increase of 30.853 thousand euros.

In this context, foreign markets which represented 54,9 % of the Group, in 2023, evolved to represent 58,3% in 2024.



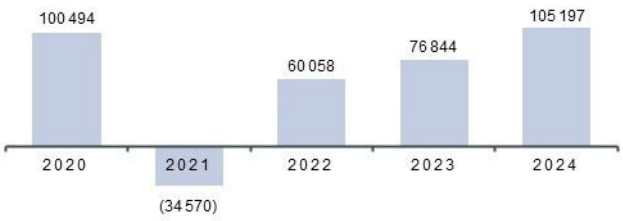

Evolution of the Sales and services rendered
(Amounts in thousand euros)




Sales and services rendered by activity sector

EBITDA reached 105.197 thousand euros, recording an improvement of 28.353 thousand euros compared to the previous year, that represents an increase of 36,9% when compared to 2023.

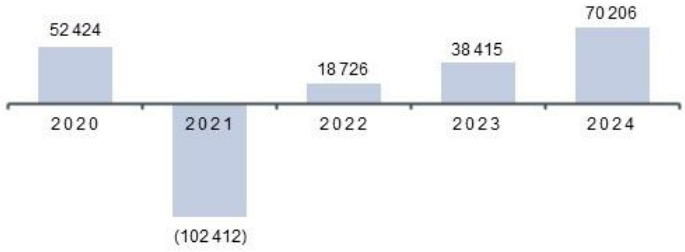
Particular note should be made of the upward trend over the last four years, also as a result of the improvement in Construction's operating performance, a consequence of the reorganisation of the sector.




EBITDA Progress
(Amounts in thousand euros)

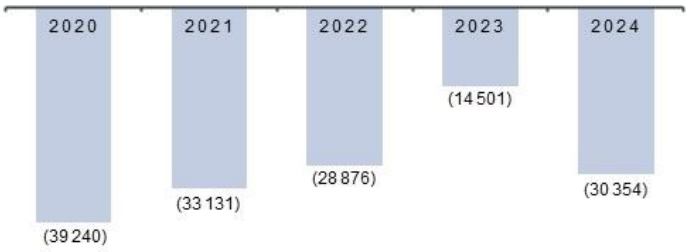
| EBITDA by activity sector | 2024 | 2023 | Variation (%) |
|---|---|---|---|
| Construction | 34,759 | 7,303 | 376,0% |
| Concessions and Services | 8,170 | 8,456 | (3,4)% |
| Real Estate | 28,525 | 34,703 | (17,8)% |
| Hospitality | 14,578 | 20,505 | (28,9)% |
| Distribution | 9,532 | 8,237 | 15,7% |
| Automotive | 3,335 | 4,312 | (22,7)% |
| Not included in the segments | 6,298 | (6.672) | - |
| | 105,197 | 76,844 | 36,9% |

The **Operating results (EBIT)** reached an amount of 70.206 thousand euros, which correspond to an increase of 31.791 thousand euros compared to the same period in 2022.




Evolution of the Operating Results (EBIT)
(Amounts in thousands of euros)

**Financial Results** stood at a negative 30.354 thousand euros which compare to the negative 14.501 thousand euros in 2023, corresponding to a drop of 15.853 thousand euros.



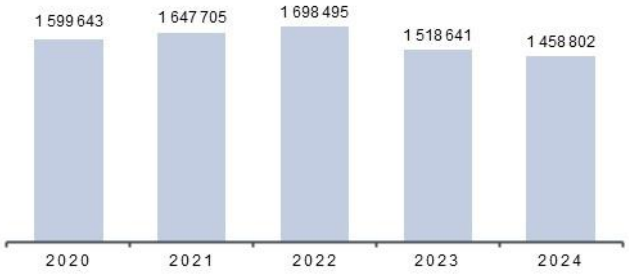

Financial Results Evolution
(Amounts in thousand euros)

The **Net Results Attributable to Equity Holders** were positive of 25.641 thousand euros, compared to the negative results of 11.750 thousand euros in 2023.




Net Income Evolution
(Amounts in thousand euros)

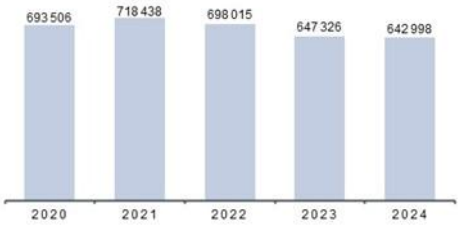
**Total Assets** recorded a decrease of 3,9% compared to December 31st 2023 and stood at 1.458.802 thousand euros, negatively impacted by 47.128 thousand euros of exchange rate effect in the year, resulting mainly from the depreciation of the Brazilian Real.




Net Asset Evolution
(Amounts in thousand euros)

The **Net Financial Debt** stood at 642.998 thousand euros, at the end of 2024, which represents a reduction of 4.328 thousand euros when compared to 2022.

It is worth mentioning that the Group expended 60.118 thousand euros on fixed capital, which corresponds to a diminution of 5.4%, compared to 2023, an amount which is 24.064 thousand euros higher than the expenditures with depreciation and amortisation.

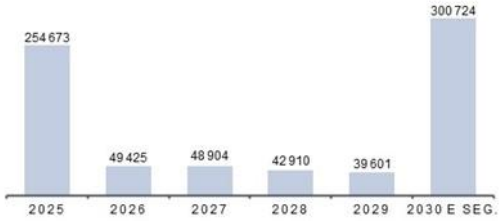



Net Financial Debt Evolution
(Amounts in thousand euros)
Net Financial Debt = Financing Obtained + Leasing Liabilities – Cash and Cash Equivalents

The **Net Financial Debt** was influenced by currency depreciations of 1.698 thousand euros (the availability decreased 4.547 thousand euros and the financing 6.245 thousand euros); to be noted that, without such effect, the decrease in the net financial debt would have been of 2.630 thousand euros.

The Gross Bank Financing reduced 15.657 thousand euros compared to December 2023, being that, influenced by 6.245 thousand euros which result, as mentioned, from currency depreciation.

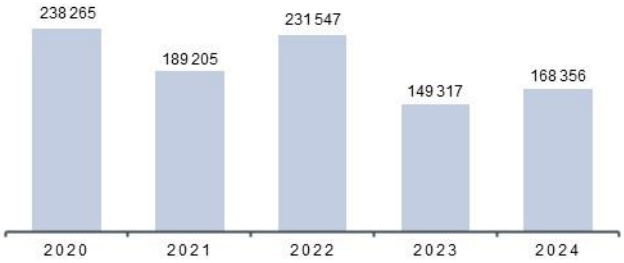
The **Maturity** of the Group's **Financial Debt** as of December 31st 2024 is as follows:




Financial Debt Maturity
(Amounts in thousand euros)

Equity registered an increase of 12,8% when compared with December 31st 2023, standing at 168.356 thousand euros.

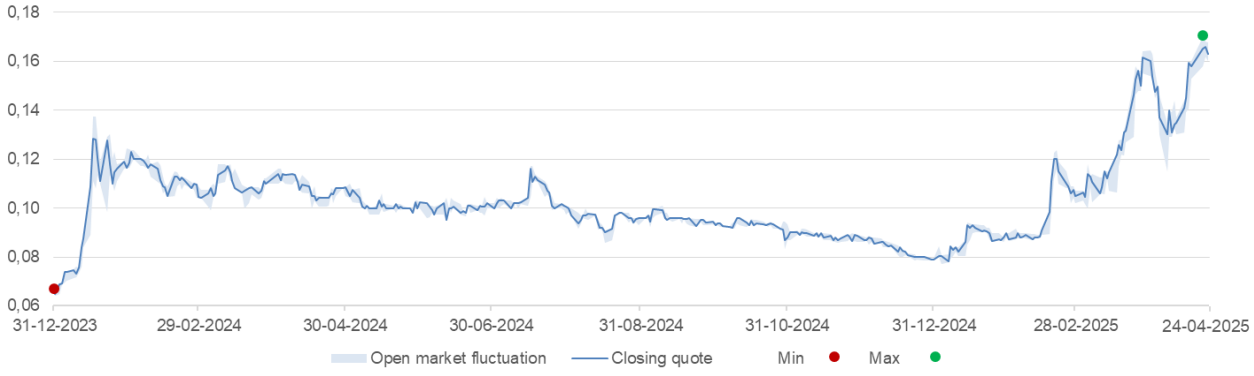
The increase of Equity in the amount of 19.039 thousand euros results mainly from the positive Net Result of 28.130 thousand euros and the effects of the Exchange Conversion Adjustments resulting mostly from the depreciation of the Brazilian Real.




Equity Evolution
(Amounts in thousand euros)

**Financial Autonomy** stood at 11,5%, on December 31st 2024, an increase of 1.7 p.p. when compared with the end of 2023.

During 2024, the shares representing the share capital of Teixeira Duarte, S.A. recorded an appreciation of 21,54%, from 0,065 € on December 31st 2023 to 0,079 € on December 31st 2024. Regarding the liquidity and volume of transactions executed in this year, 130.954.939 shares were traded on the stock exchange, with a turnover of 13.821.554 euros, whereas in 2023, 49.754.053 shares had been traded, with a turnover of 3.954.324 euros. The graph shows the evolution of the stock market share prices during 2024 and in the period following the end of the fiscal year up to today's date, April 24th 2024, where the price was 0,163 €.



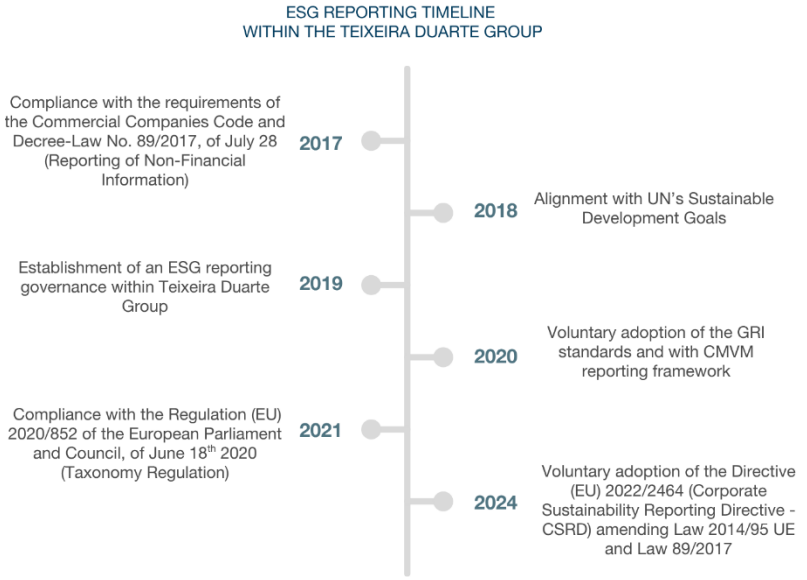

Teixeira Duarte, S.A. Share Price Evolution

# III. SUSTAINABILITY STATEMENT

## INTRODUCTION TO THE REPORT ON ESG

For the report on the year of 2024, Teixeira Duarte Group made its best to comply with the requirements set in the Corporate Sustainability Reporting Directive, or CSRD, even if the said directive was not in force, in Portugal, until December 31st 2024, as a means to promote continuity, adaptability, transparency and comparability of the information disclosed on sustainability.

Therefore, in this chapter, the Teixeira Duarte Group presents an individualised report on ESG issues, considering the presentation of this information in accordance with the European Sustainability Reporting Standards (ESRS) set out in the CSRD.




The structure of this Sustainability Statement takes into account ESRS 1 - General Requirements, organising the content into four sub-chapters: General Disclosures, Environmental Information (including the mandatory contents in response to the Taxonomy Regulation), Social Information and Governance Information.

## GENERAL DISCLOSURES

### ESRS 2 GENERAL DISCLOSURES

#### BASIS FOR PREPARATION

**ESRS 2 BP-1 General basis for preparation of sustainability statements**

Teixeira Duarte's sustainability statements have been drawn up on a consolidated basis, and the scope of consolidation is the same as that of the financial statements. The list of companies included in this perimeter can be found in Note 4 of the Consolidated Financial Statements. Cases in which the information disclosed does not correspond to 100% of this consolidation perimeter will be explicitly signalled.

The information provided in this Sustainability Statement has been extended to include the material impacts, risks and opportunities (IRO) associated with the operations of the companies controlled by the Teixeira Duarte Group and their direct and indirect commercial relationships in the value chain. Teixeira Duarte's value chain is mainly located in Portugal, Angola, Brazil and Mozambique.

- **Upstream**: suppliers, including distribution and logistics, operate in accordance with the corporate responsibility policies of the controlled companies, often embodied by robust management systems in the areas of quality, health and safety, the environment, ethics and conduct and social accountability.
- **Own operations**: include operational or production areas, business support areas and corporate areas. Operational areas include subcontractors who act in accordance with the policies of the contracting companies, especially those governing higher risk areas such as health and safety, ethics and conduct, among others.
- **Downstream**: includes clients and/or end users - depending on the business area - business partners and/or investors, who are subject to the quality, safety and business conduct standards implemented by the companies.

The identification of IRO in conjunction with their location in the value chain results from the processes inherent to due diligence, the assessment of materiality and the specific requirements related to the value chain of the standards and benchmarks adopted by the companies controlled by the Group.

Teixeira Duarte may omit confidential information related to intellectual property, know-how or innovation results. However, in this report, no omissions have been identified that affect the transparency or quality of the disclosures presented.

**ESRS 2 BP-2 Disclosures in relation to specific circumstances**

The reporting period of this Sustainability Statement is aligned with that of the Teixeira Duarte Group's financial statements. Wherever possible, links are established between retrospective and forward-looking information to provide a clear understanding of how historical data relates to future-oriented disclosures.

Teixeira Duarte makes use of estimates and indirect sources to report on certain data points related to its own operations as well as its upstream and / or downstream value chain in areas deemed potentially material, such as Greenhouse Gas Emissions. The use of estimates is reviewed annually based on accumulated experience, developments in ESG reporting, and the information systems of the Group's companies.

Explanations regarding the estimates and assumptions applied are provided alongside the relevant data points throughout the Sustainability Statement.

The time horizons considered for the identification and assessment of impacts, risks, and opportunities are consistent with those defined by ESRS 1:

- Short Term: the most immediate timeframe, with a high likelihood of occurrence within a one-year period;
- Medium Term: generally encompasses the next five years;
- Long Term: beyond five years.

The structuring of sustainability information in accordance with the CSRD and its corresponding Standards led Teixeira Duarte to implement changes in the preparation and presentation of sustainability-related disclosures compared with previous reporting periods. These changes include:

- A double materiality assessment carried out in line with ESRS requirements to identify and evaluate material impacts, risks, and opportunities across the full value chain of the various business sectors in which the Teixeira Duarte Group operates;
- New disclosures and metrics as required by the ESRS;
- Due to the alignment of reporting with the CSRD, as of 2024, Teixeira Duarte will no longer adopt voluntary reporting frameworks, namely the Global Reporting Initiative (GRI) Standards under the Core option, and the Non-Financial Information Reporting Model issued by the Portuguese Securities Market Commission (CMVM).

**Phased-in Provisions**

In line with the provisions set out in the ESRS, Teixeira Duarte Group will make use of the option to omit the following requirements subject to phased-in application:

- ESRS 2 SBM-3 (48e): Anticipated financial effects
- E1-9: Anticipated financial effects of material physical and transition risks, and potential climate-related opportunities
- E5-6: Anticipated financial effects of resource use and impacts, risks, and opportunities related to the circular economy
- ESRS S1-7: Characteristics of non-employees in the undertaking's own workforce

The above disclosures are currently difficult to determine for the Teixeira Duarte Group, given the current structures for collecting and processing the required information. Nevertheless, the Group will continue the development of systems and processes initiated in 2024 in order to provide the relevant disclosures to its stakeholders.

**Disclosure Requirements and Related Data Points Addressed by Cross-Reference**

| ESRS | Data points | Paragraph | Location | |
|---|---|---|---|---|
| ESRS 2 GOV-1 | §21a | Number of executive and non-executive members | Company's Governance | p. 202 |
| ESRS 2 GOV-1 | §21b | Diversity of the administrative bodies | Company's Governance | p. 199 |
| ESRS 2 SBM-1 | §40aiii | Number of employees\| Number of employees by geographical area | Profile | p. 15 |
| ESRS 2 SBM-1 | §40b | Total revenues \| Distribution of revenues by sector | Economic and Financial Analysis | p. 27 |

## GOVERNANCE

### ESRS 2 GOV-1 The role of the administrative, management and supervisory bodies

Integrated in the Corporate Area of the Teixeira Duarte Group, the Sustainability Department fosters the availability of specialised knowledge and expertise in sustainability and ensures the maintenance of the sustainability system and reporting processes. This is carried out in collaboration with other Corporate Departments and Business Units across the various markets in which the Group operates. This Department reports directly to the Chairperson of the Board of Directors of Teixeira Duarte, S.A., and is responsible for coordinating the Sustainable Development Committee, established in 2019.

This Committee includes representatives from the Group's strategic markets – Portugal, Angola, Brazil, and Mozambique – who act as focal points across various areas, namely:

i) Ensuring that information is efficiently shared among teams or departments within their respective markets;
ii) Taking responsibility for specific initiatives or transformation processes;
iii) Monitoring the progress of projects, reports, or activities within their market.

The leadership of the Board of Directors and the principles of good corporate governance to which it adheres are also essential to the sustainable performance of the organisation. Information regarding the composition and profile of the Board of Directors of the Teixeira Duarte Group is included in the Corporate Governance Report.

Members of the Board of Directors, as well as those of the Boards of Directors of the Group's sub-holdings responsible for overseeing the activities of various Group companies, possess extensive experience in the areas they supervise. Most of these professionals have long-standing careers within the Group. This experience and this expertise, combined with a thorough understanding of the organisation and the markets in which it operates, ensure a profound awareness of ESG challenges and opportunities from Teixeira Duarte's perspective, thereby enriching strategic decision-making.

The skills inherent to the professional qualifications, years of experience, and areas of expertise of Board members – further strengthened by access to external expertise and specialised training – are understood by Teixeira Duarte to equip the Boards of Directors with the capability to make informed decisions on all sustainability-related matters. In this regard, it is worth noting that, in 2024, a training programme was delivered by an external specialist organisation. This programme was aimed at members of the Board of Directors, Executive Committees, and a broader group of senior staff, with the goal of strengthening the organisation's internal capabilities in the field of Sustainability, with particular emphasis on the requirements of the new Corporate Sustainability Reporting Directive (CSRD).




**LITERACY ON ESG: INTERNAL SITE "IMPAC.TD"**

In 2024, the Sustainable Development Committee maintained its dedicated communication channel on the Teixeira Duarte Group's intranet, exclusively focused on knowledge related to ESG (Environmental, Social and Governance) matters.

Throughout the year, and on a monthly basis, 55 articles were published via the intranet channel, covering initiatives carried out by Group companies, simplified summaries of standards and legislation, best practices, events, and other types of information aimed at raising awareness and promoting ESG literacy among employees.

As part of the process for identifying material impacts, risks, and opportunities, and with prior agreement from the Boards of Directors of the two sub-holdings that oversee the activities of the various companies within the Group, it is the responsibility of the Board of Directors of the Teixeira Duarte Group to approve the outcomes of the double materiality assessment. A detailed description of this process is provided in the response to requirement IRO-1.

The Boards of Directors of the two sub-holdings are responsible for setting targets and monitoring material IRO (Impacts, Risks, and Opportunities), with day-to-day management carried out by the respective General Management teams.

The Board of Directors of the Teixeira Duarte Group holds ultimate responsibility for approving this Sustainability Statement.

### ESRS 2 GOV-2 Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies

Information related to Sustainability, including material Impacts, Risks, and Opportunities (IRO) associated with each business sector, is reported on a monthly basis to the Chairperson of the Board of Directors of Teixeira Duarte, during working meetings held for each of the sub-holdings. Equally important is the role of the Corporate Area Departments responsible for developing key cross-cutting processes and submitting them to the Board of Directors of Teixeira Duarte whenever necessary. Coordination between these parties ensures that material IRO are considered in both strategic decision-making and risk management processes.

In 2024, various sustainability-related topics were presented to the governing, management, and supervisory bodies of the Teixeira Duarte Group, notably:

- New legal and regulatory developments;
- Approval of a Human Rights Officer;
- Approval of the 2025 Equality Plan;
- Review of the General Procedure for the Prevention and Combat of Harassment at Work, to ensure alignment with the Whistleblowing Policy of Teixeira Duarte, S.A.;
- Implementation of various corporate compliance instruments, including:
    - Approval of the Anti-money laundering and countering the financing of terrorism Policy;
    - Approval of the annual and interim assessment report of the Plan for Prevention of Risks of Corruption and Related Infractions;
    - Approval of the new Privacy and Personal Data Protection Policy;
    - Approval of the new Gifts, Hospitality and Entertainment Policy;
- Approval of the new Internal Recruitment Policy;

### ESRS 2 GOV-3 Integration of sustainability-related performance in incentive schemes

The incentive schemes and remuneration policies for the members of the governing, management, and supervisory bodies of the Teixeira Duarte Group are not linked to sustainability matters.

### ESRS 2 GOV- 4 Statement on due diligence

Teixeira Duarte Group recognises the importance of its due diligence duty regarding the environmental and social impacts that its controlled companies may cause. This due diligence duty involves a continuous assessment of both the actual and potential impacts of business activities on people and the environment, through consultation with affected stakeholders, feedback mechanisms, and benchmarking against publicly available information. The outcome of this assessment is also taken into account in the double materiality analysis. The main aspects and stages of the due diligence process are outlined in this year's Annual Report, with particular emphasis on the following:

| Core elements of due diligence | Points of the Sustainability Declaration |
|---|---|
| Embedding due diligence in governance, strategy and business model | ESRS 2 GOV-2: Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies;<br>ESRS 2 SBM-3: Material impacts, risks and opportunities and their interaction with strategy and business model; |
| Engaging with affected stakeholders | ESRS 2 GOV-2<br>ESRS 2 SBM-2: Interests and views of stakeholders |
| Identifying and assessing adverse impacts on people and environment | ESRS 2 IRO-1<br>ESRS 2 SBM-3 |
| Taking actions to address adverse impacts on people and environment | The measures and actions taken in response to the identified impacts are outlined within each of the entity's thematic/specific ESRS. Each standard sets out the initiatives implemented to mitigate or remedy negative impacts. |
| Tracking the effectiveness of these efforts | Metrics and targets are described within each of the entity's thematic/specific ESRS. Each standard highlights the key data being monitored. |

### ESRS 2 GOV-5 Risk management and internal controls over sustainability reporting

The identification and assessment of risks are processes regularly carried out within the Teixeira Duarte Group, with the aim of preventing and mitigating the Group's exposure to not only financial effects but also reputational impacts. Given that this management is strategically

imperative for the Group's sustainability and competitiveness in the markets in which it operates, the responsibility for overseeing these matters lies with the Board of Directors.

Information regarding the risk management and internal control processes and systems in place is provided in Section III of the Corporate Governance report, which forms an integral part of this document.

In addition to cross-cutting management procedures, a mapping exercise was also conducted to identify potential sustainability-related risks to which Teixeira Duarte may be exposed. This identification formed part of the double materiality assessment process, within which the identified risks were subsequently evaluated using the criteria set out by the ESRS, in terms of potential magnitude and likelihood of occurrence. As a result of this assessment, the Group's material risks were identified and prioritised.

Both the description of this process and the resulting outcomes are detailed in disclosures SBM-3, IRO-1 and IRO-2, within the present chapter on general disclosures.

The Group also has information management systems in place for the collection and storage of data specifically used for sustainability reporting — such as data relating to human resources, eligibility and alignment with the Taxonomy Regulation, ESG assessments of suppliers, among others. In light of new regulatory requirements regarding reporting, Teixeira Duarte will continue to strengthen its internal systems and procedures relating to sustainability information.

The data presented refer to the activities of the Teixeira Duarte Group for the period from January 1st 2024 to December 31st 2024, with comparative data from previous periods provided whenever possible. A clear reference is made to the methodologies used, including the use of estimates or proxies where applicable.

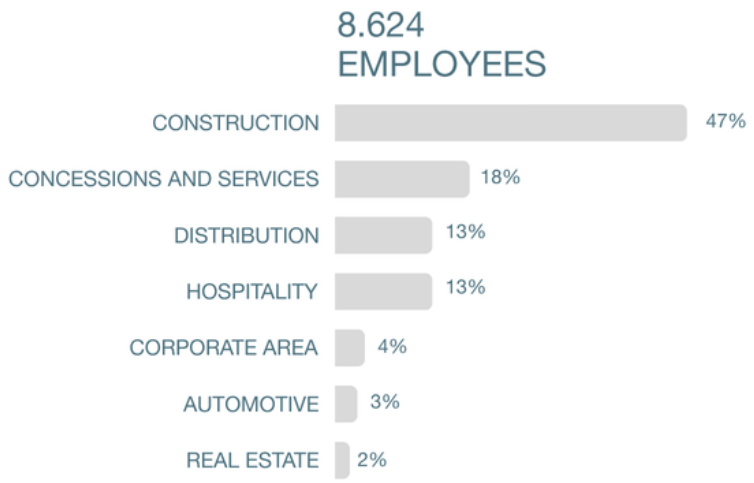
## STRATEGY

### ESRS 2 SBM-1 Strategy, business model and value chain

With its origins in engineering and construction, the Teixeira Duarte Group now operates across six business sectors: Construction, Concessions and Services, Real Estate, Hospitality, Distribution and Automotive.

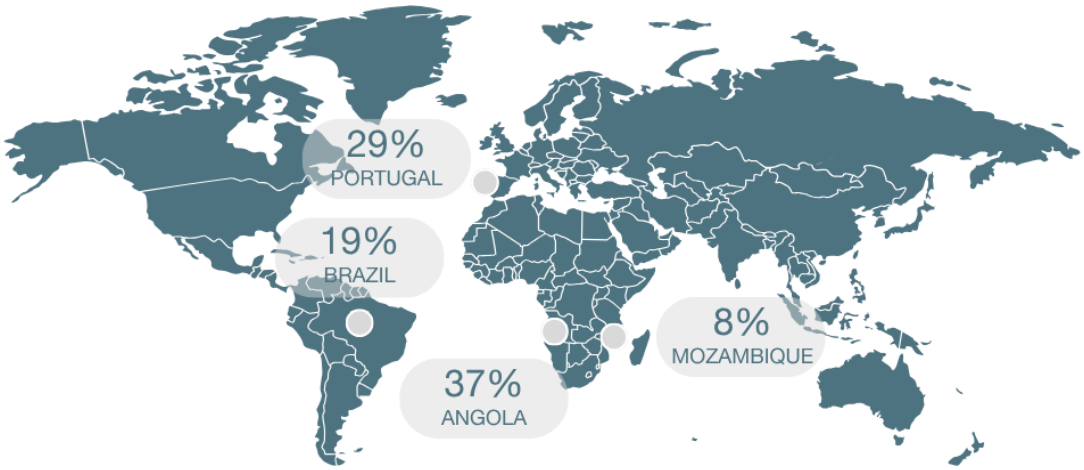
Within this multi-sector model, the Group's operations are spread across a wide range of geographies, supported by the dedication of 8.624 employees.

**Distribution of Teixeira Duarte Group by areas of activity (as of 31/12/24):**




The Group is currently operating in 20 countries, with four markets considered strategic: Portugal, Angola, Mozambique and Brazil.

**Distribution of Teixeira Duarte Group by strategic markets** (data as of 31/12/24):




During the reporting year, there were no significant changes to Teixeira Duarte's portfolio of products and services, with all activities previously integrated into the Group's own operations remaining broadly unchanged.

A description of the product and service portfolio, the markets in which operations take place, and their respective contribution to Teixeira Duarte's turnover can be found in Chapters I.1 and II of the Management Report. The business models for the Group's operating sectors are presented in Chapter "IV. Activity by Sector" of this Management Report.

In its sustainability approach, Teixeira Duarte has defined three strategic pillars: environmental protection, social accountability, and economic development.

These pillars are aligned with the Group's Mission – **Execute, contributing towards the construction of a better world** – as well as with its aim to ensure the effective sustainability of its subsidiaries.

Given the diversity of sectors and geographies in which the Group operates, each business area has been responsible for managing sustainability pillars within the scope of its own activities.




Due to their proximity to operations and greater effectiveness in monitoring action plans, each company addresses the sustainability challenges relevant to its activities, while also receiving guidance from the Group on cross-cutting directives and the strategic objectives defined for each territory.

At this level, it is also important to highlight the role of Teixeira Duarte – Engenharia e Construções, S.A., the company at the origin of the Teixeira Duarte Group, which houses the Group's Corporate Areas. These areas are responsible for establishing and disseminating guidelines and processes to the other business areas, as will be outlined throughout this sustainability statement.

**Value Chain**

Considering the specificities of its operating sectors, the Teixeira Duarte Group is embedded in various value chains.

However, focusing on the Construction sector, which represents the majority of the Group's operations and revenues, the Group's own operations involve upstream a broad range of suppliers of raw materials and equipment, as well as subcontracted workforce. Downstream, the main commercial relationships are characterised by connections to a Business-to-Business (B2B) client segment, which includes both public and private companies.

**Alignment with the Sustainable Development Goals**

Since 2018, the Teixeira Duarte Group has integrated the United Nations Sustainable Development Goals (SDG) into its strategy, using them as a framework to guide the performance of the Group's companies in the field of Sustainable Development and their reporting to stakeholders, having identified significant alignments between these goals and its mission and values.

When assessing the impacts of the activities carried out by the companies it controls on the global priorities and aspirations for 2030 defined in the 17 SDG, Teixeira Duarte has prioritised, at a local level, 5 SDG to which it believes it can make the most active and effective contribution, guiding its operational model accordingly.

OUR MISSION

EXECUTE, CONTRIBUTING TOWARDS THE CONSTRUCTION OF A BETTER WORLD

HOW WE DO IT

WITH INGENUITY, TRUTH AND COMMITMENT

TO WHAT WE CONTRIBUTE

SUSTAINABLE DEVELOPMENT GOALS

OUR LOCAL PRIORITIES

Sustainability Model of Teixeira Duarte Group on December 31st 2024

Within the scope of its business and the material aspects of its sustainability, the companies controlled by the Teixeira Duarte Group define ESG strategies, the implementation of which contributes to the priority SDG, as outlined below.

**Summary of the Teixeira Duarte Group Contributions to Priority SDGS**

3 GOOD HEALTH AND WELL-BEING

**Goals**
3.2, 3.3, 3.4, 3.6
3.7 , 3.8 , 3.9

- Policies promoting health, safety, and hygiene in the workplace of controlled companies;
- Implementation of occupational health and safety management systems in various Group companies;
- Employee health monitoring policies, including medical and pharmaceutical assistance;
- Access to health insurance, protocols, and partnerships in the health field in several companies;
- Disease prevention initiatives, offering screenings and health training to employees and communities;
- Support for social institutions that assist individuals in the health field.

IN CONCRETE

"Give Life" programme in Angola and Mozambique;
Annual flu vaccination campaign in Brazil;
"Stay Well" Programme in Brazil;
"We All Donate" Programme in Portugal, Angola, Brazil, Spain, and Mozambique.




**Goals**
4.3, 4.4, 4.5, 4.6

- Group Policy for the Development of Competencies of employees of the controlled companies;
- Continuous training programmes aimed at updating skills and advancing the career of employees of the Group's companies;
- Programmes for the attraction and development of young talent;
- Training actions for the personal development of employees and for raising awareness in the field of sustainability;
- Initiatives with communities and support for social institutions that support people in the field of education.

IN CONCRETE

E-learning platform applied across all markets;
"Teixeira Duarte Academy" programme in Portugal and Angola;
Teixeira Duarte Professional Development Centre in Angola;
"Go Fishing" programme in Angola;
"We All Donate" Programme in Portugal, Angola, Brazil and Mozambique.




**Goals**
8.2, 8.3, 8.4, 8.5
8.6 , 8.7 , 8.8

- Job creation and generation of economic wealth in the markets where controlled companies operate;
- Specific programmes to promote youth employment in various companies in the Group;
- Widespread adoption of responsible practices on issues such as labour rights, occupational health and safety, freedom of association and collective bargaining, working hours, remuneration;
- Generalised promotion of diversity, equal opportunities and the reconciliation between the professional, personal and family life of employees;
- Participation in strategic initiatives at the level of the industries in which its subsidiaries operate;
- Programmes to support entrepreneurship and development of local producers, especially in developing countries;

IN CONCRETE

Equality Plan at Group level;
Appointment of Human Rights Officer;
"Go Fishing" programme in Angola;
"Fazenda Maxi" programme in Angola;
Project "FoC – Future of Construction" in Portugal.




**Goals**
9.1, 9.2, 9.3, 9.4

- Participation in national and international projects related to Innovation;
- Establishment of a Group Innovation Committee;
- Contribution to the regulatory action of the activity sectors;
- Partnerships between the affiliates and Educational Institutions and Scientific and Technological Systems Entities;
- Programmes to support the development of local producers, especially in developing countries.

IN CONCRETE

Investment in the "Building Information Modelling" (BIM) methodology;
"OMICRON" Project;
Consortium "GreeNexUS";
"Fazenda Maxi" programme in Angola.




**Goals**
12.2 , 12.4 , 12.5

- Implementation of environmental management systems in several of the controlled companies;
- Provision of specialised energy efficiency services by some of the Group's companies;
- Implementation of energy rationalisation measures at company facilities;
- Programmes to encourage sustainable consumption among employees;
- Digitalisation / dematerialisation of processes;
- Generalised assessment of suppliers based on social and environmental sustainability criteria.

IN CONCRETE

"Analysis and Diagnosis and Energy Solutions" services provided to the market by TDGI;
Procurement policy of Teixeira Duarte – Engenharia e Construções, S.A.
Agreement for the installation of photovoltaic panels at the Teixeira Duarte Operational Centre in Montijo, Portugal;
Various initiatives to raise awareness among employees.

### ESRS 2 SBM-2 Interests and views of stakeholders

The engagement of companies controlled by Teixeira Duarte with their stakeholders is aimed at active listening through continuous dialogue, in order to understand their views, concerns, and expectations. This interaction influences management approaches, business models, projects, and processes, allowing Group companies to adapt their actions in line with the expectations and feedback expressed by stakeholders. The insights gained through this engagement guide due diligence processes and materiality assessments.

Grounded in principles of transparency and integrity, Teixeira Duarte Group's stakeholder engagement policies are governed by a set of normative principles and international codes, notably the OECD Guidelines for Multinational Enterprises and the United Nations Guiding Principles on Business and Human Rights. These also encompass the principles and rights set out in the eight core conventions identified in the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work, as well as the International Bill of Human Rights.

Consultations with key stakeholders are held at intervals suited to the specific characteristics of each stakeholder group. The Group's business areas tailor engagement initiatives to their respective operations and dynamics in order to identify stakeholder expectations and needs, and to enhance performance through this collaboration.

Additionally, stakeholder consultation was carried out across Teixeira Duarte's six distinct areas of operation as part of its double materiality assessment. This integration is detailed in section ESRS IRO-1 of this chapter.

Stakeholder needs, concerns, and opinions regarding the activities of Teixeira Duarte Group companies are considered in the monthly meetings of the relevant business sector boards, as well as through communications submitted to the respective Board of Directors. It is the responsibility of this Board to decide on any proposed changes to the Group's strategy and / or business model, as a response to the expectations and viewpoints of its stakeholders.

**Involvement with Stakeholders**

| *Stakeholders* | How | What for | How does it contribute to the organisation |
|---|---|---|---|
| Employees | • Organisational Climate Surveys<br>• Corporate Portal<br>• Training<br>• Materiality Analysis Surveys<br>• Internal Events<br>• Webinars<br>• Ethics Channel | • Improve employee perceptions and experiences<br>• Contribute to a sustainable workplace and work-life balance<br>• Attract and retain talent | • internal policies updating<br>• Improvement plans and actions<br>• Senior management communications<br>• Global initiatives and campaigns<br>• Internal communication adapted to sustainability practices |
| Clients and Public in general | • Websites<br>• Call centres<br>• Social Media<br>• Suggestions and Complaints Systems<br>• Materiality Analysis Surveys and Interviews<br>• Ethics Channel | • Build Confidence<br>• Provide suitable solutions to the needs | • Improvement of products / services<br>• Marketing and communication strategies adaptation |
| Suppliers | • Inspections and Audits<br>• Training<br>• Materiality Analysis Surveys and Interviews<br>• Sectoral partnerships<br>• Performance Assessment<br>• Ethics Channel | • Compliance with the Code of Ethics and Conduct of the Teixeira Duarte Group<br>• Promotion of responsible supply<br>• Protection of Labour and Human Rights in the upstream value chain<br>• Development of the industries where the Group operates | • Informed selection of suppliers<br>• Suppliers improvement plans<br>• Strengthening of due diligence practices<br>• Innovation and sustainability projects |
| Investors | • General Meetings<br>• Financial Reports<br>• Answering specific questionnaires<br>• Websites<br>• Communiqués | • Understanding expectations regarding sustainability<br>• Attracting responsible investors<br>• Increasing transparency | • Answers to investors' questions<br>• Communication on sustainability practices |
| Regulatory and Governmental Entities | • Participation in sectoral associations<br>• Contribution to industries normative scope<br>• Collaboration in interest groups | • Ensuring regulatory compliance<br>• Promoting sustainable development of the industries where the Group operates<br>• Following regulatory risks and opportunities | • Alignment of business models and strategies<br>• Value creation and risk mitigation through compliance |
| Non-Governmental Organisations | • Partnerships<br>• Support community projects<br>• Materiality Analysis Surveys | • Contribution to local initiatives<br>• Responding to communities' concerns | • Operation areas specific initiatives<br>• Alignment of developed projects with best practices |
| Professional Organisations | • Participation in several organisations<br>• Knowledge sharing initiatives | • Development of industrial patterns on innovation and sustainability<br>• Understanding value chain | • Alignment with the best practices of the industries where the Group operates<br>• Devising initiatives for the value chain |
| Communities | • Partnerships with Representative Institutions<br>• Consultations and Meetings<br>• Ethics Channel | • Responding to concerns and doubts<br>• Build Confidence<br>• Ensuring benefits for the community | • Integration of community needs in the developed projects<br>• Devising initiatives for the communities |

**ESRS 2 SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model**

As a matter of fact, the Mission of the Group - Execute, contributing towards the construction of a better world - and its structuring Values - Ingenuity, Truth and Commitment - reflect a acting way deeply rooted throughout several generations which contributes decisively for the sustainability of its companies, economically, socially and environmentally.

For both ESG and financial aspects, the Group's businesses focus on their most material topics, establishing policies, measuring performance, and implementing actions accordingly.

This Sustainability Statement discloses information on the topics that entail the most significant impacts, risks, and opportunities at the Teixeira Duarte Group level, rather than for each business individually. Emphasis is placed on the policies, metrics, and actions implemented at the corporate and/or sectoral level aimed at effectively managing both negative and positive aspects.

In 2024, the Group conducted a thorough review of its entire double materiality assessment process to ensure appropriate alignment with the principles of the CSRD Directive and the requirements of the ESRS standards (see requirement IRO 1 – Description of the process to identify and assess material impacts, risks, and opportunities) regarding the identification of material impacts, risks, and opportunities.

## IMPACT, RISK AND OPPORTUNITY MANAGEMENT

**ESRS 2 IRO-1 Description of the process to identify and assess material impacts, risks and opportunities**

In 2023, Teixeira Duarte Group carried out its first materiality assessment, in collaboration with an external team of experts, focusing individually on six of its business areas (Construction, Facilities Management, Real Estate, Hospitality, Retail, and Automotive).

A contextual analysis was conducted for each business and its commercial relationships, as well as for relevant sustainability trends, rankings, sector benchmarks, and peers. Key stakeholders to be involved in the assessment were identified during this phase. This process resulted in the mapping of potentially material topics for each business area.

Next, stakeholders were consulted through online questionnaires and interviews to prioritise the topics based on the significance of the organisation's impact (impact materiality). Over 270 stakeholders were consulted, alongside business leaders, in order to prioritise topics according to their effect on the organisation - i.e., their financial materiality.

From the six assessments, one for each business area, an individual list of material topics was generated. A consolidated double materiality matrix was then developed, weighted according to each area's share of the Group's total Operating Revenue.

The results of this exercise served as the foundation for the Group's updated double materiality assessment, carried out in 2024, following the publication of EFRAG's Implementation Guidance on materiality assessment (EFRAG IG 1). As a result of this review, the material sustainability topics for Teixeira Duarte have been identified.

This process involved the identification and assessment of an extensive range of Impacts, Risks, and Opportunities (IRO), based on the topics, subtopics, and sub-subtopics set out in ESRS 1.AR 16, as well as sustainability issues specific to individual entities.

The process followed a structured methodology, considering both the organisation's own operations and its entire value chain, across the **five stages** outlined below:

- **Identification** – Based on an analysis of Teixeira Duarte's context, potential impacts, risks, and opportunities were considered for all topics, subtopics, and sub-subtopics defined in the ESRS standards, using both internal and external sources. In addition, the Group considered the interests and viewpoints of key stakeholders - gathered during the 2023 stakeholder engagement period - and input from internal specialists, who validated the potential IRO, ensuring alignment with ESRS requirements and consistency with previously identified material topics.

- **Assessment** – The various IRO were subsequently evaluated by internal experts. Relevant individuals from across the different business areas were identified to ensure that assessments were aligned with the criteria defined by the ESRS standards. The topics were also structured according to their position in the value chain and the nature (positive or negative) of their occurrence.

  To assess the severity of the impact materiality component (the "inside-out" perspective), it was taken into consideration the scale of impacts on adverse or beneficial outcomes, the scope of the impact at the target level, and the irreparability of damage (in the case of negative impacts). For the determination of financial materiality (the "outside-in" perspective), the assessment of risks and opportunities was made based on their likelihood of occurrence and the potential magnitude of their financial effects in the short, medium, and long term.

- **Results determination** – For the purposes of consolidating results, a bottom-up approach was adopted, using distinct weighting factors: total revenue from each business area. The consolidation also involved setting thresholds for impact materiality and financial materiality, above which IRO are considered relevant to Teixeira Duarte Group. IRO scoring 3,0 or above for impact materiality and 2,5 or above for financial materiality were deemed material. The results were then reviewed by the individuals responsible for the results consolidation within the Group.
- **Calibration** – To align the results obtained with the Group's expectations and benchmark analysis of peers and sector references, a review of the IRO considered critical was carried out.
- **Approval of material IRO** – The final phase of the process included the identification of material IRO, which were discussed and approved by the Chairperson of the Board, and these are the same IROs presented and detailed in the Sustainability Statement.

**Impacts assessment criteria**

For the assessment of impacts, it was considered the product of their severity (scale, scope, and irreparability – in the case of negative impacts) and their likelihood (in the case of potential impacts).

| Scale | Scope | Irremediable character | Probability |
|---|---|---|---|
| 5 = Very high damages or benefits<br>4 = High damages or benefits<br>3 = Moderate damages or benefits<br>2 = Low damages or benefits<br>1 = Very low damages or benefits<br>0 = Not applicable | 5 = National or international impact and / or over a large number of persons<br>3 = National or international impact and / or over a moderate number of persons<br>1= National or international impact and / or over a small number of persons<br>0 = Not applicable | 5= Hard to remedy or not remediable / irreversible<br>3= Temporary or easy to remedy in the medium term<br>1= Temporary or easy to remedy in the short term<br>0 = Not applicable | 1 = Very likely to occur or certain occurrence (75-100%)<br>0,5 = Probable occurrence (50-75%)<br>0,75 = Low likelihood of occurrence (25-50%)<br>0,25 = Improbable occurrence (0-25%) |

**Risks and Opportunities Assessment Criteria**

The assessment of risks and opportunities is based on the product of the magnitude of their financial effects and the likelihood of their occurrence.

| Magnitude | Probability |
|---|---|
| 7 = Catastrophic damages or benefits<br>6 = Critical damages or benefits<br>5 = Very high damages or benefits<br>4 = High damages or benefits<br>3 = Moderate damages or benefits<br>2 = Low damages or benefits<br>1 = Very low damages or benefits<br>0= Non-existent | 1 - Very likely to occur or certain occurrence (75-100%)<br>0,5 - Probable occurrence (50-75%)<br>0,75 - Low likelihood of occurrence (25-50%)<br>0,25 - Improbable occurrence (0-25%) |

The materiality assessment process, particularly the evaluation of IRO, is grounded in the perceptions of the Group's key decision-makers, who possess a broad understanding of its operations, internal mechanisms, market challenges, and legal and / or regulatory obligations.

**ESRS 2 IRO-2 Disclosure Requirements in ESRS covered by the undertaking's sustainability statements**

This Sustainability Statement complies with the criteria defined by the ESRS.

As a result of the double materiality assessment, it was determined that the following topics do not represent material impacts, risks, or opportunities for Teixeira Duarte Group: E2 – Pollution; E3 – Water and marine resources; E4 – Biodiversity and ecosystems; S3 – Affected communities.

The disclosure requirements outlined in the ESRS, which are associated with the Group's material IRO, are organised in the Annexes of this Statement.

The following table provides an overview of the main sustainability topics and includes references to the specific sections of this Statement where the corresponding information can be found.

**Summary of Teixeira Duarte Group material topics in accordance with the ESRS**

| Sustainability topic | | Materiality | | Sector(s) | Value chain | Section in the Sustainability Statement |
|---|---|---|---|---|---|---|
| Subtopics | Sub-subtopics | Impact | Financial | | | |
| **ENVIRONMENTAL INFORMATION** | | | | | | |
| Subject: ESRS E1 Climate change | | | | | | |
| Climate change adaption | | | ● | Real Estate | Upstream and operations | ESRS E1: Climate Change |
| Climate change mitigation | | ● | ● | Construction, Facilities Management, Education, Hospitality, Distribution and Automotive | Upstream, operations and downstream | |
| Energy | | ● | ● | Construction, Facilities Management and Distribution | Upstream, operations and downstream | |
| Subject: ESRS E5 Resource use and circular economy | | | | | | |
| Resource inflows including use | | ● | | Construction | Operations | ESRS E5: Resource use and circular economy |
| Resources outflows related with products and services | | ● | | Construction | Operations | |
| Waste | | ● | | Construction | Upstream, operations and downstream | |
| **SOCIAL INFORMATION** | | | | | | |
| Subject: ESRS S1 Own workforce | | | | | | |
| Working conditions | Freedom of association | | ● | Construction | Operations | ESRS S1: Own workforce |
| | Health and Safety | ● | | Real Estate | Operations | |
| Equal treatment and opportunities for all | Gender equality and equal pay for work of equal value | | ● | Distribution | Operations | |
| Other work related rights | Child Labour | ● | | Construction | Operations | |
| | Forced Labour | ● | | Construction | Operations | |
| Subject: S2 Workers in the value chain | | | | | | |
| Working conditions | Working hours. | | ● | Construction | Upstream and operations | ESRS S2: Workers in the value chain |
| | Balance between private and professional life | ● | ● | Construction | Upstream, operations and downstream | |
| | Collective bargaining | ● | | Construction | Upstream, operations and downstream | |
| | Health and Safety | ● | | Distribution | Upstream and downstream | |
| Subject: S4 Consumers and end-users | | | | | | |
| Impacts related to information provided to consumers and / or end-users | Privacy | ● | | Distribution | Operations | ESRS S4: Consumers and end-users |
| Personal safety of consumers and/or end users | Health and Safety | ● | | Distribution | Upstream and operations | |

| | | | | | |
|---|---|---|---|---|---|
| One person security / safety | ● | | Distribution | Upstream and operations | |

| Sustainability topic | | Materiality | | Sector(s) | Value chain | Section in the Sustainability Statement |
|---|---|---|---|---|---|---|
| **INFORMATION ON GOVERNANCE** | | | | | | |
| Subject: G1 Business conduct | | | | | | |
| Corporate culture | | ● | ● | Construction, Real Estate, Distribution and Automotive | Operations | ESRS G1: Business conduct |
| Whistle-blowers protection | | ● | | *Facilities Management* | Operations | |
| Corruption and bribery | Prevention and detection including training | ● | | *Facilities Management* | Operations | |
| Specific disclosure | | | | | | |
| Innovation and Technology | | | ● | Construction | Operations | Innovation and technology |

# ENVIRONMENTAL INFORMATION

## TAXONOMY REGULATION

With the approval of the Regulation (EU) 2020/852 on June 22nd 2020 - Taxonomy Regulation - the companies under the obligation of publishing a consolidated non-financial statement, in accordance with the Decree-Law no. 89/2017, of July 28th, must divulge the proportion of the turnover, capital expenses (CapEx) and operating expenses (OpEx) which results from sustainable economic activities from an environmental point of view. This Regulation seeks to direct investments towards sustainable projects and activities, contributing to the materialisation of the European Green Deal as part of the EU's response to climate and environmental challenges.

The requirement for organisations to disclose information related to the Taxonomy has been gradual. For the fiscal year 2021, organisations disclosed the eligibility of their activities in relation to the two climate objectives of the Taxonomy. Regarding the fiscal year 2022, in addition to eligibility, it was required to disclose the alignment of activities with the two mentioned climate objectives. For the 2023 reporting period, it was also necessary to disclose the eligibility of activities in relation to the remaining four objectives of the Taxonomy, as well as the new activities added to the first two. For the fiscal year covered by this Statement, companies must disclose, if they carry out eligible activities, the alignment with all the objectives of the Taxonomy: climate change mitigation; climate change adaptation; protection of water and water resources; transition to a circular economy; pollution prevention and control; protection and restoration of biodiversity and ecosystems.

— **Eligibility**

For the analysis of eligibility of the activities of the companies within the Group, Teixeira Duarte relied on the Climate Delegated Act of the Taxonomy (Delegated Regulation (EU) 2021/2139), particularly in Annexes I (Climate Change Mitigation) and II (Climate Change Adaptation), meanwhile amended by the Delegated Regulation (EU) 2022/1214 and (EU) 2023/2485), as well as the Environmental Delegated Act (Delegated Regulation (EU) 2023/2486).

Yearly, it is carried out the mapping of the eligible and ineligible economic activities of the companies included in its Teixeira Duarte Group consolidation perimeter, in the different sectors of activity in which it operates (Construction, Concessions and Services, Real Estate, Hospitality, Distribution and Automotive). In this context, it is important to highlight that, due to the dynamic characteristics of the European Taxonomy, the assessment carried out by the company in future years may be subject to variations, in accordance with the guidelines of the Regulations.

In 2024, eligible activities were identified for 4 environmental objectives of the Taxonomy:

| Activity sector * | Activity code ** | Eligible activities | Objectives | | | |
|---|---|---|---|---|---|---|
| | | | Climate change mitigation | Climate change adaption | Water resources | Circular economy |
| C | MAC 5.1 | Construction, extension and operation of water collection, treatment and supply systems | • | | | |
| C | MAC 5.2 / RHM 2.1 | Renewal of water collection, treatment and supply systems | • | | • | |
| C | MAC 6.14 | Infrastructure for rail transport | • | | | |
| C | AAC 6.15 | Infrastructure enabling road transport and public transport | | • | | |
| C, I | MAC 7.1 / EC 3.1 | Construction of new buildings | • | | | • |
| C, CS | MAC 7.2 / EC 3.2 | Renovation of existing buildings | • | | | • |
| CS | MAC 7.3 | Installation, maintenance, and repair of energy-efficiency equipment | • | | | |
| CS | MAC 7.4 | Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings) | • | | | |
| CS | MAC 7.5 | Installation, maintenance, and repair of instruments and devices for measuring, regulating, and monitoring the energy performance of buildings | • | | | |
| C, CS | MAC 7.6 | Installation, maintenance and repair of renewable energy technologies | • | | | |
| I | MAC 7.7 | Acquisition and ownership of buildings | • | | | |
| CS | MAC 9.3 | Professional services related to the energy performance of buildings | • | | | |
| CS | AAC 11 | Education | | • | | |
| C | AAC 14.2 | Flood risk prevention and protection infrastructure | | • | | |
| C | EC 3.4 | Maintenance of roads and motorways | | | | • |
| C | EC 3.5 | Use of concrete in civil engineering | | | | • |

*Teixeira Duarte Group Activity Sector: Construction (C), Concessions and Services (CS), Real Estate (I), Hospitality (H), Distribution (D); ** MAC – Climate change mitigation; AAC – Climate change adaption; EC – Circular economy

The eligibility analysis took into account the activities identified in the taxonomy that, during the financial year 2024, contributed to the Group's turnover, as well as to capital expenditures (CapEx) and operating expenses (OpEx), in accordance with Article 8 of the Delegated Act of the Taxonomy. Regarding the assessment carried out, the following stands out:

i. In 2024, the Distribution and Automotive sectors of the Group did not engage in any eligible activities.
ii. Regarding the Environmental Delegated Act, the activity BIO 2.1 "Hotels, holiday homes, campsites, and similar accommodation" was analysed, considering Teixeira Duarte's operation in the Hospitality sector. The Company's activity focuses on operating hotels in urban contexts (oriented towards business tourism), which do not align with the technical evaluation criteria outlined in the regulation. Therefore, the Company considers the activity ineligible.
iii. Not all properties controlled by the Group fall within the MAC 7.1 / EC 3.1 and MAC 7.7 activities of the Taxonomy, as the CapEx and OpEx indicators do not apply to properties recognised as inventories in the consolidated financial statements. Only expenses attributable to fixed assets held by the Group, including tangible fixed assets, intangible assets, investment properties, and lease rights, should be included.
iv. In cases of activities that contribute to the climate change mitigation objective and, at the same time, to the objective of water and water resources protection or the circular economy, the Company has established the criterion of allocating these activities to the climate change mitigation (CCM) objective.

— **Alignment**

After identifying the eligible activities, it is necessary to validate, for each of these, the compliance with the technical criteria of “substantial contribution” (hereinafter “SC”) and the technical criteria of “do no significant harm” (hereinafter “NSH”) identified in the Delegated Climate Act.

In this assessment, Teixeira Duarte Group faces several constraints, namely:

i. Activities carried out outside the European space. A significant part of activities of the Teixeira Duarte Group companies are carried out in countries outside Europe (Angola, Brazil, Mozambique, Peru, among others). Due to the lack of guidance from the European Commission regarding the transposition of technical requirements associated with the European Regulations for these geographies, Teixeira Duarte considered that the activities carried out in these countries are not aligned with the Taxonomy.

ii. Granularity and complexity of information. The verification of technical criteria for each of the eligible activities requires the existence of a detailed level of technical-environmental information. The Group still has no way of verifying alignment due to lack of information and/or high complexity in the application of the technical criteria and, thus, a more conservative approach was chosen when considering their non-alignment.

Some of the key elements in the approach followed by the Teixeira Duarte Group to assess technical alignment in each of its sectors of activity are described below.

- Construction

This is the genesis and reference activity of the Teixeira Duarte Group. This sector includes construction activity in the areas of Geotechnics and Foundations, Buildings, Infrastructure (including Maritime Works), Metalworks, Underground Works, and Railway Works.

The companies of the Teixeira Duarte Group are contracted by other entities to intervene in water supply systems and wastewater treatment **(MAC 5.1, MAC 5.2 / RHM 2.1)**, railway and road transport **(MAC 6.14 and AAC 6.15)**, construction and renovation of buildings **(MAC 7.1 / EC 3.1 and MAC 7.2 / EC 3.2)**, flood risk prevention and protection infrastructures **(AAC 14.2)**, road and motorway maintenance **(EC 3.4)**, and the use of concrete in civil engineering **(EC 3.5)**.

The companies' involvement is, in most cases, downstream of the design phases and upstream of the operation phases. Therefore, the application of most of the alignment criteria for SC and NSH required by the Delegated Acts is decided at these phases, which means that the Teixeira Duarte companies lack control over this application or access to information for assessment.

However, when the circumstances are favourable for aligning a project, and if it is material in terms of turnover, the verification of compliance with technical criteria is carried out based on the internal application of questionnaires that aggregate the criteria together with the technical descriptions.

This was the case for the MAC 6.14 activity developed within the scope of the Railway Track and Overhead Line contract between Évora and Elvas/Fronteira, carried out by the companies Teixeira Duarte – Engenharia e Construções, S.A. and SOMAFEL – Engenharia e Obras Ferroviárias, S.A. in consortium, which was considered aligned in 2023 and 2024. In fact, the project and construction requirements stipulated by the Client (IP, Infraestruturas de Portugal, S.A.) meet the applicable NSH criteria for the referred activity.

**Application of Appendix A - Climate change adaption**

Compliance with the DNSH (do no significant harm) technical criteria implies that each activity identified as eligible under Annex I of the Climate Delegated Act (Climate Change Mitigation) complies with the requirements identified in Appendix A of said Annex.

For the MAC 6.14 activity developed within the scope of the Railway Track and Overhead Line contract between Évora and Elvas/Fronteira mentioned above, Teixeira Duarte carried out a physical climate risk analysis, which was reported in 2023 under this Regulation.

For the activities MAC 7.3, MAC 7.4, MAC 7.6, and MAC 9.3 developed in Portugal by the Facilities Management area, identified as aligned, a physical climate risk analysis was also carried out for a set of geographical locations where it operates.

Both studies took into account the methodological guidelines of Appendix A of the Taxonomy and included 3 subsequent steps:

i. Identification of relevant climate risks based on Section II of Appendix A: were identified the main physical climate risks that could affect the performance of the economic activity during its expected lifetime, which for the mentioned activities is less than ten years;
ii. Vulnerability assessment: for activities that present one or more physical climate-related risks, a vulnerability assessment was carried out to determine the impact of those risks;

iii. Assessment of adaptation solutions in order to reduce the impact of physical climate-related risks, with an evaluation to determine which physical and non-physical solutions are integrated to minimise these risks.

- Concessions and Services

This is a sector where the Group is engaged in distinct business areas such as Facilities Management and Facilities Services, Environment, Educational Activities in Angola, and Small Hydroelectric Power Plants (SHP) in Brazil. In 2024, in this sector, the Group identified the following activities as eligible: **MAC 7.2 / EC 3.2** (building renovation), **MAC 7.3, MAC 7.4, MAC 7.6**, and **MAC 9.3** (services related to energy efficiency and renewable energy), and activity **AAC 11** (education).

The MAC 7.3 activities carried out in Portugal by the Facilities Management area were considered aligned with the Taxonomy, as they comply with Appendix A and the Minimum Safeguards. Regarding the NSH criteria for this activity, where Appendix C of Annex I of the Climate Delegated Act (Climate Change Mitigation) also applies, it is noted that the companies controlled by Teixeira Duarte neither manufacture nor place on the market the listed pollutant chemicals.

It should also be highlighted that the raw materials and equipment purchased by these companies comply with the legal requirements for quality and safety that are mandatory in their respective industries and markets. These may, exceptionally, contain certain chemicals that cannot be substituted due to the absence of alternative substances or technologies on the market, and are used under controlled conditions.

The activities MAC 7.4, MAC 7.6, and MAC 9.3 carried out in Portugal by the Facilities Management area were also considered aligned, as they comply with the applicable NSH criteria (Appendix A) and the Minimum Safeguards.

MAC 7.2 / EC 3.2, EC 3.2 and AAC 11 activities were deemed eligible but not aligned due to the constraints mentioned above.

- Real Estate

In this sector, the Teixeira Duarte Group controls various companies dedicated to real estate promotion and asset management in markets such as Portugal, Angola, Brazil, and Mozambique. Throughout the year 2024, the sector made investments in the activities **MAC 7.2 / EC 3.2** (building renovation) and **MAC 7.7** (acquisition and ownership of buildings), with a particular focus on the investment in the completion of the renovation project carried out at the “Fábrica 1921” development in Benfica, where it was not possible to verify the alignment of the activity with all the NSH criteria.

— **Minimum safeguards**

To be considered environmentally sustainable, an activity must, among other criteria, comply with the Minimum Safeguards (Article 3 of the Taxonomy Regulation). In this regard, the European Commission's Sustainable Finance Platform published the Final Report on Minimum Safeguards in October 2022, identifying four themes in which companies must apply Minimum Safeguard procedures: Human Rights, Corruption, Taxation, and Fair Competition.

- Human Rights

The main instrument of the companies within the Group regarding respect for Human Rights is the Code of Ethics and Conduct. It includes all the principles of action that ensure the activities of the controlled companies are developed in alignment with international and European instruments and conventions on human rights, including the International Bill of Human Rights; the United Nations Guiding Principles on Business and Human Rights; the OECD Guidelines for Multinational Enterprises; the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work and its Fundamental Conventions; the United Nations Convention on the Rights of Persons with Disabilities; the European Convention on Human Rights; the Revised European Social Charter; the Charter of Fundamental Rights of the European Union; the priorities of the EU policy set out in the European Pillar of Social Rights, and EU legislation, including the EU *acquis* on labour law.

Applicable to all companies within the Group, this Code is mandatory for all employees, and its non-compliance may result in disciplinary procedures and sanctions.

In 2024, Teixeira Duarte continued the process of updating its Code of Ethics and Conduct to incorporate therein responses to new regulations and principles of action regarding new risks, with completion expected in 2025.

In March 2024, the Teixeira Duarte, S.A. Board of Directors approved the appointment of the Chief Compliance Officer as the person responsible for Human Rights issues at the Group level.

This decision represents the organisation's commitment to Human Rights, as well as a response to the new legal requirements regarding corporate sustainability.

The Group has an Equality Plan whose main objective is ensuring gender equality within the Group's companies, both in terms of treatment and the granting of opportunities, thus promoting the elimination of discrimination based on gender and encouraging the reconciliation of personal, family, and professional life.

The Procedure for the Prevention and Combat of Harassment in the Workplace, accessible on the Teixeira Duarte Group intranet to all employees, aims to establish the principles of action and procedures deemed appropriate for preventing and combating harassment in the workplace within the Teixeira Duarte Group. These principles must be observed by everyone within the organisation, making it a self-regulatory tool and the expression of an active policy aimed at preventing, identifying, eliminating and/or punishing situations that could constitute workplace harassment.

In this regard, it is important to highlight the strategic role of Teixeira Duarte – Engenharia e Construções, S.A., certified under the international standard SA 8000, where the Group's Corporate Areas are integrated, ensuring the transmission of guidelines and processes across all business areas of the Group, including in the field of Corporate Social Accountability practices.

Regarding activities carried out with third-party entities, such as subcontractors, the requirements for ethics and conduct, compliance, social accountability, quality, health and safety, and the environment are contractual aspects.

The due diligence of Teixeira Duarte Group companies regarding these suppliers includes risk assessments, monitoring, and other measures that are further detailed in the disclosure requirement S2 (Workers in the Value Chain).

- Corruption, Taxation, and Fair Competition

The Teixeira Duarte Group has in place a Compliance *Programme* applicable to all subsidiary companies, which establishes and implements a set of measures and procedures based on the Compliance Policy, the Code of Ethics and Conduct, and the Mission and Values of Teixeira Duarte, with the aim of ensuring more effective and evident compliance with the law and internal regulations.

The Compliance system includes risk assessment processes and financial and non-financial internal control procedures, which involve due diligence on third parties and senior executives, a Whistleblowing Policy, and an Ethics Channel where all employees and third-party entities must report any identified irregularities related to external or internal regulations, among other measures.

Teixeira Duarte, S.A. has implemented a Prevention of Risks of Corruption and Related Infractions Plan (PPR) that applies to all eligible companies within the Teixeira Duarte Group and their employees, as well as any individuals who, regardless of their legal or functional relationship, provide work or services to the Group. This plan is a fundamental management tool that strengthens and consolidates the prevention and detection procedures and mechanisms for corruption and related offences, as well as establishing and implementing a set of measures and procedures aimed at reducing the likelihood and impact of the identified risks and situations. The implementation of the PPR is subject to oversight, and its execution can be monitored through Assessment Reports available at teixeiraduarte.com.

Regarding taxation, it should be noted that the Teixeira Duarte Supervisory Board safeguards compliance with current legal and regulatory regulations and transparency in the dissemination of information to the market and shareholders. In terms of competition, in addition to the provisions of the Group's Compliance Programme, the Code of Conduct and Ethics establishes rules of action for its employees. The Teixeira Duarte Group also has available procedures that aim to establish parameters for the Group's relationship with competitors, in order to ensure compliance with its values and with the applicable competition rules.

- Complaint mechanisms

The Teixeira Duarte Group has implemented an Ethics Channel that allows interested parties to report, in a completely anonymous manner, facts related to any non-compliance that may involve the commission of an unlawful act: corruption, issues of harassment or discrimination, among others.

During 2024, there were no material convictions in the above-mentioned matters.

— **Key Performance Indicators (KPI)**

In accordance with Delegated Act Article 8, key performance indicators (KPI) must be presented through three tables, one for each KPI (Turnover, CapEx and OpEx). Below, a summary of the indicators:

**KPI Turnover**

| Financial Year 2024 | 2024 | | | Substantial Contribution Criteria | | | | | | DNSH criteria ('Does Not Significantly Harm')(h) | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Economic activities (1) | Code (a) (2) | Turnover (3) | Proportion of Turnover, year N (4) | Climate Change Mitigation (5) | Climate Change Adaptation (6) | Water (7) | Pollution (8) | Circular economy (9) | Biodiversity (10) | Climate Change Mitigation (11) | Climate Change Adaptation (12) | Water (13) | Pollution (14) | Circular economy (15) | Biodiversity (16) | Minimum Safeguards (17) | Proportion of Taxonomy aligned (A.1.) or eligible (A.2.) Turnover, year N-1 (18) | Category – enabling activity (19) | Category – transitional activity (20) |
| *Text* | | € | % | *S; N; N/EL (b) e (c)* | *S; N; N/EL (b) e (c)* | *S; N; N/EL (b) e (c)* | *S; N; N/EL (b) e (c)* | *S; N; N/EL (b) e (c)* | *S; N; N/EL (b) e (c)* | *S/N* | *S/N* | *S/N* | *S/N* | *S/N* | *S/N* | *S/N* | % | *C* | *T* |
| A. TAXONOMY-ELIGIBLE ACTIVITIES | | | | | | | | | | | | | | | | | | | |
| A.1. Environmentally sustainable activities (Taxonomy-aligned) | | | | | | | | | | | | | | | | | | | |
| Infrastructure for rail transport | MAC 6.14 | 12.950 | 2% | 15% | N/EL | N/EL | N/EL | N/EL | N/EL | S | S | S | S | S | S | S | 11% | C | |
| Installation, maintenance and repair of energy efficiency equipment | MAC 7.3 | 2.753 | 0% | 4% | N/EL | N/EL | N/EL | N/EL | N/EL | S | S | S | S | S | S | S | 0% | C | |
| Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings) | MAC 7.4 | 115 | 0% | 83% | N/EL | N/EL | N/EL | N/EL | N/EL | S | S | S | S | S | S | S | 0% | C | |
| Installation, maintenance and repair of renewable energy technologies | MAC 7.6 | 648 | 0% | 100% | N/EL | N/EL | N/EL | N/EL | N/EL | S | S | S | S | S | S | S | 0% | C | |
| Professional services related to energy performance of buildings | MAC 9.3 | 159 | 0% | 100% | N/EL | N/EL | N/EL | N/EL | N/EL | S | S | S | S | S | S | S | 0% | C | |
| Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1) | | 16.625 | 2% | | 0% | 0% | 0% | 0% | 0% | S | S | S | S | S | S | S | 11% | | |
| Of which enabling | | 16.625 | 2% | | 0% | 0% | 0% | 0% | 0% | S | S | S | S | S | S | S | 11% | C | |
| Of which transitional | | - | 0% | | | | | | | S | S | S | S | S | S | S | 0% | | T |

| A.2. Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (g) | | | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Construction, extension and operation of water collection, treatment and supply systems | MAC 5.1 | 70 | 0% | 100% | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 1% | | |
| Renewal of water collection, treatment and supply systems | MAC 5.2 / RHM 2.1 | 13.158 | 2% | 100% | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 2% | | |
| Infrastructure for rail transport | MAC 6.14 | 72.654 | 9% | 85% | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 0% | | |
| Infrastructure enabling low-carbon road transport and public transport | AAC 6.15 | 2.582 | 0% | N/EL | 100 % | N/EL | N/EL | N/EL | N/EL | | | | | | | | 1% | | |
| Construction of new buildings | MAC 7.1 / EC 3.1 | 85.260 | 11% | 100% | N/EL | N/EL | N/EL | EL | N/EL | | | | | | | | 13% | | |
| Renovation of existing buildings | MAC 7.2 / EC 3.2 | 28.097 | 4% | 100% | N/EL | N/EL | N/EL | EL | N/EL | | | | | | | | 4% | | |
| Installation, maintenance and repair of energy efficiency equipment | MAC 7.3 | 59.994 | 8% | 96% | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 0% | C | |
| Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings) | MAC 7.4 | 24 | 0% | 17% | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 0% | C | |
| Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings | MAC 7.5 | 11 | 0% | 100% | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 0% | | |
| Education | AAC 11 | 8.975 | 1% | N/EL | 100 % | N/EL | N/EL | N/EL | N/EL | | | | | | | | 1% | | |
| Flood risk prevention and protection infrastructure | AAC 14.2 | 44.306 | 6% | N/EL | 100 % | N/EL | N/EL | N/EL | N/EL | | | | | | | | 8% | | |

| | | | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Maintenance of roads and motorways | EC 3.4 | 7.094 | 1 % | N/EL | N/EL | N/EL | 100 % | N/EL | N/EL | | | | | | | | 1% | | |
| Use of concrete in civil engineering | EC 3.5 | 30.152 | 4 % | N/EL | N/EL | N/EL | 100 % | N/EL | N/EL | | | | | | | | 2% | | |
| Turnover of Taxonomy eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2) | | 365.156 | 48 % | | | | | | | | | | | | | | 32% | | |
| **A. Turnover of Taxonomy eligible activities (A.1+A.2)** | | 381.781 | 50 % | | | | | | | | | | | | | | 43% | | |
| B. TAXONOMY-NON-ELIGIBLE ACTIVITIES | | | | | | | | | | | | | | | | | | | |
| Turnover of Taxonomy non-eligible activities (B) | | 393.372 | 50 % | | | | | | | | | | | | | | | | |
| **Total (A + B)** | | 775.153 | 100 % | | | | | | | | | | | | | | | | |

The proportion of turnover is calculated as the part of the annual net turnover resulting from products or services, including intangible oes, associated with economic activities aligned with the taxonomy (numerator) divided by the net turnover (denominator), within the meaning of Article 2, point 5, of Directive 2013/34/EU. Net turnover includes income recognised under International Accounting Standard (IAS) 1, paragraph 82, a), as adopted by Commission Regulation (EC) No. 1126/2008.

In 2024, the denominator of the proportion of turnover corresponds to the total sales and service provision presented in the consolidated income statement. Sales and service provision are detailed in Note 7 attached to the consolidated financial statements, and the respective accounting policy is detailed in Note 2.21. The numerator corresponds to the amount of the denominator resulting from economic activities aligned with the taxonomy.

## ICD CapEx

| Financial Year 2024 | | 2024 | | Substantial Contribution Criteria | | | | | | DNSH criteria ('Does Not Significantly Harm') (h) | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Economic activities (1) | Code (a) (2) | Turnover (3) | Proportion of Turnover, year N (4) | Climate Change Mitigation (5) | Climate Change Adaptation (6) | Water (7) | Pollution (8) | Circular economy (9) | Biodiversity (10) | Climate Change Mitigation (11) | Climate Change Adaptation (12) | Water (13) | Pollution (14) | Circular economy (15) | Biodiversity (16) | Minimum Safeguards (17) | Proportion of Taxonomy aligned (A.1.) or eligible (A.2.) Turnover, year N-1 (18) | Category – enabling activity (19) | Category – transitional activity (20) |
| *Text* | | € | % | *S; N; N/EL (b) e (c)* | *S; N; N/EL (b) e (c)* | *S; N; N/EL (b) e (c)* | *S; N; N/EL (b) e (c)* | *S; N; N/EL (b) e (c)* | *S; N; N/EL (b) e (c)* | *S/N* | *S/N* | *S/N* | *S/N* | *S/N* | *S/N* | *S/N* | % | *C* | *T* |
| A. TAXONOMY-ELIGIBLE ACTIVITIES | | | | | | | | | | | | | | | | | | | |
| A.1. Environmentally sustainable activities (Taxonomy-aligned) | | | | | | | | | | | | | | | | | | | |
| Infrastructure for rail transport | MAC 6.14 | 439 | 1% | 10% | N/EL | N/EL | N/EL | N/EL | N/EL | S | S | S | S | S | S | S | 14% | C | |
| CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1) | | 439 | 1% | | 0% | 0% | 0% | 0% | 0% | S | S | S | S | S | S | S | 14% | | |
| Of which enabling | | 439 | 1% | | 0% | 0% | 0% | 0% | 0% | S | S | S | S | S | S | S | 14% | C | |
| Of which transitional | | - | 0% | | | | | | | S | S | S | S | S | S | S | 0% | | T |
| A.2. Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (g) | | | | | | | | | | | | | | | | | | | |
| Construction, extension and operation of water collection, treatment and supply systems | MAC 5.1 | 5 | 0% | 100% | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 0% | | |
| Renewal of water collection, treatment and supply systems | MAC 5.2 / RHM 2.1 | 80 | 0% | 100% | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 3% | | |
| Infrastructure for rail transport | MAC 6.14 | 3.992 | 7% | 90% | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 0% | | |
| Infrastructure enabling low-carbon road transport and public transport | AAC 6.15 | 180 | 0% | 100% | EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 3% | | |
| Construction of new buildings | MAC 7.1 / EC 3.1 | 6.111 | 10% | 100% | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 3% | | |
| Renovation of existing buildings | MAC 7.2 / EC 3.2 | 11.567 | 19% | 100% | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 1% | | |

| | | | | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Installation, maintenance and repair of energy efficiency equipment | MAC 7.3 | 2 | 0% | 100% | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 0% | C | | |
| Acquisition and ownership of buildings | MAC 7.7 | 8 | 0% | 100% | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 18% | | | |
| Education | AAC 11 | 18 | 0% | N/EL | 100% | N/EL | N/EL | N/EL | N/EL | | | | | | | | 0% | | | |
| **Flood risk prevention and protection infrastructure** | AAC 14.2 | 2.134 | 4% | N/EL | 100% | N/EL | N/EL | N/EL | N/EL | | | | | | | | 17% | | | |
| Maintenance of roads and motorways | EC 3.4 | 495 | 1% | N/EL | N/EL | N/EL | 100 % | N/EL | N/EL | | | | | | | | 0% | | | |
| Use of concrete in civil engineering | EC 3.5 | 2.106 | 4% | N/EL | N/EL | N/EL | 100 % | N/EL | N/EL | | | | | | | | 1% | | | |
| CapEx of Taxonomy eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2) | | 26.698 | 45% | | | | | | | | | | | | | | 47% | | | |
| **A. CapEx of Taxonomy eligible activities (A.1+A.2)** | | 27.137 | 46% | | | | | | | | | | | | | | 61% | | | |
| B. TAXONOMY-NON-ELIGIBLE ACTIVITIES | | | | | | | | | | | | | | | | | | | | |
| CapEx of Taxonomy-noneligible activities (B) | | 32.983 | 54% | | | | | | | | | | | | | | | | | |
| **Total (A + B)** | | 60.120 | 100% | | | | | | | | | | | | | | | | | |

The ICD CapEx (capital expenditure) is defined as the CapEx aligned with the taxonomy (numerator) divided by the total CapEx (denominator). Under the terms of the Delegated Act of Article 8 of the Taxonomy, the total CapEx consists of the amount of additions to tangible and intangible assets during the year (including those related to concentrations of business ac 16), intangible fixed assets (IAS 38), right-of-use assets (IFRS 16), investment property (IAS 40), and biological assets (IAS 41) are included. Goodwill additions are not included.

The numerator corresponds to the part of capital expenditure included in the denominator that:

a. is related to assets or processes associated with economic activities in line with the taxonomy;

b. is part of a plan to expand economic activities aligned with the taxonomy or to allow economic activities eligible for the taxonomy to become aligned with it; or

c. is related to the acquisition of the production of economic activities in line with the taxonomy and with individual measures that enable the transformation of the activities in question into low-carbon activities or that allow reductions in greenhouse gas emissions, provided that these measures are applied and are operational within 18 months.

In 2024, the denominator of the KPI CapEx consists of the annual total of acquisitions of intangible assets, tangible fixed assets, right-of-use assets, and investment properties. The denominator can be reconciled with the total of the acquisitions presented in Notes 19, 20, 22 attached to the consolidated financial statements and also to the increases in investment properties included in the Increases/Disposal heading in Note 21. The accounting policies for these assets are detailed in Notes 2.4, 2.5, 2.6 and 2.8, respectively. As mentioned in 1.1 above, CapEx does not include assets that are classified by the Group as inventories.

In 2024, the numerator corresponds to the part of the denominator associated with economic activities aligned with the taxonomy, including activities aimed at the Group's domestic consumption, and also with the acquisition of the production of economic activities aligned with the taxonomy. The allocation of the least significant amounts included in the CapEx to eligible activities was estimated based on the eligibility of the activities of the respective operating segments.

**ICD OpEx**

| Financial Year 2024 | 2024 | | | Substantial Contribution Criteria | | | | | | DNSH criteria ('Does Not Significantly Harm') (h) | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Economic activities (1) | Code (a) (2) | OpEx (3) | Proportion of OpEx, year N (4) | Climate Change Mitigation (5) | Climate Change Adaptation (6) | Water (7) | Pollution (8) | Circular economy (9) | Biodiversity (10) | Climate Change Mitigation (11) | Climate Change Adaptation (12) | Water (13) | Pollution (14) | Circular economy (15) | Biodiversity (16) | Minimum Safeguards (17) | Proportion of Taxonomy aligned (A.1.) or eligible (A.2.) OpEx, year N-1 (18) | Category – enabling activity (19) | Category – transitional activity (20) |
| *Text* | | € | % | *S; N; N/EL (b) e (c)* | *S; N; N/EL (b) e (c)* | *S; N; N/EL (b) e (c)* | *S; N; N/EL (b) e (c)* | *S; N; N/EL (b) e (c)* | *S; N; N/EL (b) e (c)* | *S/N* | *S/N* | *S/N* | *S/N* | *S/N* | *S/N* | *S/N* | % | *C* | *T* |
| A. TAXONOMY-ELIGIBLE ACTIVITIES | | | | | | | | | | | | | | | | | | | |
| A.1. Environmentally sustainable activities (Taxonomy-aligned) | | | | | | | | | | | | | | | | | | | |
| Infrastructure for rail transport | MAC 6.14 | 1.308 | 3% | 32% | N/EL | N/EL | N/EL | N/EL | N/EL | S | S | S | S | S | S | S | 13% | C | |
| Installation, maintenance and repair of energy efficiency equipment | MAC 7.3 | 0 | 0% | 100 % | N/EL | N/EL | N/EL | N/EL | N/EL | S | S | S | S | S | S | S | 1% | C | |
| OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1) | | 1.308 | 3% | | 0% | 0% | 0% | 0% | 0% | S | S | S | S | S | S | S | 14% | | |
| Of which enabling | | 1.308 | 3% | | 0% | 0% | 0% | 0% | 0% | S | S | S | S | S | S | S | 14% | C | |
| Of which transitional | | - | 0% | | | | | | | S | S | S | S | S | S | S | 0% | | T |
| A.2. Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (g) | | | | | | | | | | | | | | | | | | | |
| Construction, extension and operation of water collection, treatment and supply systems | MAC 5.1 | 0 | 0% | 100 % | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 2% | | |
| Renewal of water capture, treatment and supply systems | MAC 5.2 / RHM 2.1 | 41 | 0% | 100 % | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 2% | | |
| Infrastructure for rail transport | MAC 6.14 | 2.835 | 8% | 68% | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 0% | | |

| | | | | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Infrastructure enabling low-carbon road transport and public transport | AAC 6.15 | 54 | 0% | N/EL | 100 % | N/EL | N/EL | N/EL | N/EL | | | | | | | | 0% | | | |
| Construction of new buildings | MAC 7.1 / EC 3.1 | 1.332 | 4% | 100 % | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 3% | | | |
| Renovation of existing buildings | MAC 7.2 / EC 3.2 | 896 | 2% | 100 % | N/EL | N/EL | N/EL | N/EL | N/EL | | | | | | | | 1% | | | |
| Education | AAC 11 | 152 | 0% | N/EL | 100 % | N/EL | N/EL | N/EL | N/EL | | | | | | | | 0% | | | |
| **Flood risk prevention and protection infrastructure** | AAC 14.2 | 6.351 | 17% | N/EL | 100 % | N/EL | N/EL | N/EL | N/EL | | | | | | | | 12% | | | |
| Maintenance of roads and motorways | EC 3.4 | 353 | 1% | N/EL | N/EL | N/EL | 100% | N/EL | N/EL | | | | | | | | 2% | | | |
| Use of concrete in civil engineering | EC 3.5 | 1.657 | 4% | N/EL | N/EL | N/EL | 100% | N/EL | N/EL | | | | | | | | 2% | | | |
| OpEx of Taxonomy eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2) | | 13.671 | 36% | | | | | | | | | | | | | | 26% | | | |
| **A. OpEx of Taxonomy eligible activities (A.1+A.2)** | | 14.979 | 39% | | | | | | | | | | | | | | 40% | | | |
| B. TAXONOMY-NON-ELIGIBLE ACTIVITIES | | | | | | | | | | | | | | | | | | | | |
| OpEx of Taxonomy-noneligible activities (B) | | 22.564 | 61% | | | | | | | | | | | | | | | | | |
| **Total (A + B)** | | 37.543 | 100 % | | | | | | | | | | | | | | | | | |

The ICD OpEx (operating expenses) is defined as the OpEx aligned with the taxonomy (numerator) divided by the total OpEx (denominator). Under the terms of the Delegated Act of Article 8 of the Taxonomy, the total OpEx consists of direct costs not capitalised during the year related to research and development, building renovation measures, short-term leases, maintenance and repair, and other direct expenses related to the daily maintenance of the tangible fixed assets necessary to ensure its operation.
The numerator corresponds to the part of operating expenses included in the denominator that:

a. is related to assets or processes associated with economic activities aligned with the taxonomy, including training needs and other human resource adaptation needs;

b. is part of a plan to expand economic activities aligned with the taxonomy or to allow economic activities eligible for the taxonomy to become aligned by the taxonomy; or

c. is related to the acquisition of the production of economic activities aligned with the taxonomy and with individual measures that enable the transformation of the activities in question into low-carbon activities or that allow reductions in greenhouse gas emissions, provided that these measures are applied and are operational within 18 months.

In 2024, the ICD OpEx includes 26.149 thousand euros of rents and rental expenses and 11.394 thousand euros in conservation and repair costs recognised in accordance with the accounting policies detailed in Notes 2.5 and 2.6 attached to the consolidated financial statements, respectively. The above amounts are included in the consolidated income statement under the headings “External supplies and services”.

In 2024, the numerator corresponds to the part of the denominator associated with economic activities aligned with the taxonomy, including activities aimed at the Group's domestic consumption, and also with the acquisition of the production of economic activities aligned with the taxonomy.

**Standardised templates for disclosure in accordance with Delegated Regulation 2022/1214**

In accordance with Delegated Regulation Article 8, non-financial entities must report the table templates associated with activities related to nuclear energy and fossil natural gas. Teixeira Duarte Group does not engage in activities related to these two sectors and, therefore, only publishes Template 1 of the applicable table set.

| Line | Activities related to nuclear energy | |
|---|---|---|
| 1. | The company engages in, finances, or has exposures to activities involving research, development, demonstration, and deployment of innovative electricity production facilities that generate energy from nuclear processes with minimal waste from the fuel cycle. | No |
| 2. | The company engages in, finances, or has exposures to the construction and safe operation of new nuclear facilities designed to produce electricity or industrial heat, including for urban heating purposes or industrial processes such as hydrogen production, as well as for improving their safety using the best available technologies. | No |
| 3. | The company engages in, finances, or has exposures to the safe operation of existing nuclear facilities that produce electricity or industrial heat, including for urban heating purposes or industrial processes such as hydrogen production from nuclear energy, as well as the improvement of their safety. | No |
| | Activities related to fossil gas | |
| 4. | The company engages in, finances, or has exposures to the construction or operation of electricity production facilities that generate electricity from gaseous fossil fuels. | No |
| 5. | The company engages in, finances, or has exposures to the construction, renovation, or operation of combined heat/cold and electricity production facilities that utilise gaseous fossil fuels. | No |
| 6. | The company engages, finances, or has exposures to the construction, renovation, or operation of heat production facilities that produce heat/cold using gaseous fossil fuels. | No |

**Conclusion**

The implementation of the Taxonomy Regulation represents a significant reporting challenge for companies, especially in terms of data collection and application of technical alignment criteria and minimum social safeguards.

During 2024, Teixeira Duarte Group continued to strengthen processes, implementing an online questionnaire system to analyse the alignment of activities, a process it intends to expand over the coming years, and applying climate-related physical risk analyses to more activities.

In 2025, Teixeira Duarte Group will continue to implement measures for continuous improvement in taxonomy information management systems, aiming to achieve a higher level of technical alignment of activities. At the same time, developments in the application of the Regulation to current and future eligible activities will be monitored, along with the integration of environmental taxonomy with corporate sustainability directives (CSRD - Corporate Sustainability Reporting Directive and CS3D - Directive on Sustainability Due Diligence).

## ESRS E1 CLIMATE CHANGE

### ESRS E1-1 Transition plan for climate change mitigation

Teixeira Duarte Group is aware of the risks associated with climate change and the role of businesses in the transition to a sustainable economy and in limiting global warming to 1,5°C, in line with the Paris Agreement and the European objective of achieving climate neutrality by 2050.

Considering the diversity of sectors and the heterogeneous characteristics of the many geographies in which it operates, Teixeira Duarte plans to carry out a diagnosis in 2025, within its companies, to understand their past, present, and future mitigation efforts, followed by the development of a climate change mitigation transition plan.

### ESRS 2 SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model

From the analysis of the materiality of impacts, risks, and opportunities (IRO) conducted by the Group, 13 IRO related to Climate Change were identified as material. The incorporation of these into the Group's strategy and business model, as well as the definition of action plans, policies, metrics, and objectives to address them, should be organised, integrated, and systematised within a time horizon expected to be less than 3 years.

Material impacts, risks, and opportunities identified:

| Climate change adaption | | |
|---|---|---|
| The impacts of climate change, such as extreme weather events and changes in climate patterns (flood risks, water scarcity, storms, soil degradation), can negatively affect the areas where construction and real estate development companies operate, leading to potential financial risks and reduced growth opportunities. An ineffective assessment of environmental impacts before construction may lead to unforeseen problems that could result in increased operational expenses and capital costs, potentially causing a negative financial impact on the company. | Type | Risk |
| | Sector | Real Estate |
| | Value chain | Upstream and own operations |
| | Real \| Potential | Potential; Short term - Reporting year |
| **Climate change mitigation** | | |
| By acquiring materials and raw materials from suppliers that emit large quantities of GHG, the company indirectly contributes to the exacerbation of climate change, increasing its carbon footprint. | Type | Negative impact |
| | Sector | Construction, Facilities Management and Hospitality |
| | Value chain | Upstream |
| | Real \| Potential | Real |
| Large volumes of greenhouse gas emissions are generated in the value chain of the construction sector, particularly in the production of steel and cement (upstream) and in the operation of buildings (downstream). | Type | Negative impact |
| | Sector | Construction |
| | Value chain | Upstream and downstream |
| | Real \| Potential | Real |
| The undertaking's operations, such as the maintenance of facilities and equipment (HVAC, heating plants, etc.), can generate significant greenhouse gas (GHG) emissions. The use of fossil fuels for energy generation and transportation contribute directly to global warming. The lack of energy efficiency in operations can also lead to excessive energy consumption, thereby increasing GHG emissions. This includes heating, ventilation, and air conditioning (HVAC) systems that are not optimised for efficiency. | Type | Negative impact |
| | Sector | *Facilities Management* |
| | Value chain | Own operations |
| | Real \| Potential | Real |
| | Type | Negative impact |

| | | |
|---|---|---|
| The fuel consumption in the undertaking's own vehicle fleet contributes to climate change and, consequently, to air pollution, which negatively impacts global public health. | Sector | Distribution |
| | Value chain | Own operations |
| | Real \| Potential | Real |
| The use of electricity and fossil fuels for the production, maintenance, and operation of vehicles leads to direct and indirect greenhouse gas emissions, contributing to climate change and the degradation of air quality, which has a negative impact on the environment. | Type | Negative impact |
| | Sector | Automotive |
| | Value chain | Upstream, own operations and downstream |
| | Real \| Potential | Real |
| The rapid growth in demand for resilient buildings and infrastructure, and the ability to be positioned to provide this solution, presents a wide range of growth opportunities for the company. | Type | Opportunity |
| | Sector | Construction |
| | Value chain | Downstream |
| | Real \| Potential | Potential; Medium term - Between the reporting year and up to 5 years |

Energy

| | | |
|---|---|---|
| Energy consumption in buildings can have a negative external impact on the environment, society, and stakeholders due to the construction industry's use of unsustainable design practices and materials. | Type | Negative impact |
| | Sector | Construction |
| | Value chain | Own operations and downstream |
| | Real \| Potential | Real |
| The production of construction materials is an energy-intensive activity that generates substantial carbon emissions, contributing to climate change. | Type | Negative impact |
| | Sector | Construction |
| | Value chain | Upstream |
| | Real \| Potential | Real |
| The technical maintenance of buildings often involves the use of energy for lighting, heating, ventilation, and air conditioning, which contributes to the increase in greenhouse gas emissions. | Type | Negative impact |
| | Sector | *Facilities Management* |
| | Value chain | Own operations |
| | Real \| Potential | Real |
| Energy-intensive operations in retail and food distribution facilities, such as refrigeration, heating, ventilation, air conditioning (HVAC), and lighting, can have negative external impacts on climate change and global public health. | Type | Negative impact |
| | Sector | Distribution |
| | Value chain | Own operations |
| | Real \| Potential | Real |
| | Type | Risk |

| | | |
|---|---|---|
| The production of raw materials, such as steel and concrete, requires large amounts of energy. If energy costs increase, it can raise the prices of raw materials, impacting the undertaking's production costs. Infrastructure construction is also an energy-intensive process, and increases in energy prices can lead to higher operational costs, reducing the undertaking's profit margins. | Sector | Construction |
| | Value chain | Own operations |
| | Real \| Potential | Potential; Medium term - Between the reporting year and up to 5 years |

**ESRS 2 IRO-1 Description of the processes to identify and assess material climate-related impacts, risks and opportunities**

The description of the processes for identifying and assessing material climate-related impacts, risks, and opportunities can be found in ESRS 2 IRO-1, in the section on General Disclosures.

In the construction sector, which constitutes more than half of Teixeira Duarte Group's activity, the Group's companies are contracted by other entities to intervene primarily downstream of the design phase and upstream of the operational phase. Therefore, the assessment of climate-related physical risks and the necessary adaptations to projects is not the responsibility of the construction companies, but rather of the project owners.

In the area of Facilities Management, a physical climate risk analysis was conducted in 2024 for a set of geographical locations where TDGI operates in Portugal. The process of identifying risks and opportunities included three subsequent steps:

i. Identification of relevant climate risks based on Section II of Appendix A of the Taxonomy Regulation: identification of the main physical climate risks that could affect the economic activity's performance during its expected lifespan, which in the mentioned activities is less than ten years.
ii. Vulnerability assessment: for activities that present one or more physical climate-related risks, a vulnerability assessment was carried out to determine the impact of those risks;
iii. Assessment of adaptation solutions in order to reduce the impact of physical climate-related risks, with an evaluation to determine which physical and non-physical solutions are integrated to minimise these risks.

In the Real Estate sector, projects are developed by specialized firms, usually external, which incorporate into their proposals building adaptation solutions based on their respective locations, in addition to the energy performance standards required by legislation - particularly in Portugal - that aim to mitigate impacts during the usage phase of the assets.

In the other activities of the Group, mainly carried out in markets outside the EEA, the climate-related impacts, risks, and material opportunities are more difficult to manage, as these countries are still heavily dependent on fossil fuels and have yet to invest in the infrastructure or technologies that would enable companies to operate while mitigating their climate impact.

**ESRS E1-2 Policies related to climate change mitigation and adaptation**

The controlled companies of the Teixeira Duarte Group have their own **Management Policies**, in which the management of environmental aspects and impacts to achieve zero environmental harm is one of the fundamental premises. The Construction and Facilities Management companies of the Teixeira Duarte Group, in particular, structure this management in accordance with the international ISO 14001 standard, which enables the identification, assessment, and management of their environmental impacts, including greenhouse gas emissions.

In 2024, the IAF/ISO introduced, through an Amendment, new items to the Harmonised Structure of existing management systems, requiring organisations to determine whether climate change is a relevant issue for their purpose, whether it affects their ability to achieve intended outcomes, and whether relevant interested parties may have requirements related to climate change.

The Amendment aims to ensure that climate change-related issues are considered by the organisation in the context of the management system's effectiveness.

The Teixeira Duarte Group companies that, in 2024, continued to operate certified environmental management systems in accordance with this standard are:

- **Construction:** Teixeira Duarte – Engenharia e Construções, S.A. (Portugal and Brazil), EPOS (Portugal), Somafel (Portugal) and EMPA (Brazil);
- **Concessions and Services**: TDGI (Portugal and Spain).

Teixeira Duarte recognises that the responsible management of impacts, risks, and opportunities extends beyond its own operations. Therefore, it requires its suppliers and clients to act in accordance with applicable standards and best practices, encouraging them to adopt management systems that are compatible with their activities, with the goal of promoting environmental responsibility throughout the value chain.

Sustainability requirements for suppliers include environmental management to ensure that each supplier, as well as their subcontractors, comply with applicable environmental legislation and standards, possess the appropriate environmental certifications for their activities, and meet the environmental management requirements of the Group companies when operating on their premises or on their behalf. The Group's purchasing companies reserve the right to verify compliance with these requirements at any time, through means they deem appropriate, including audits conducted at the supplier's facilities.

Additionally, Teixeira Duarte – Engenharia e Construções, S.A. has a **Procurement Policy** that sets out all the required principles of conduct for suppliers regarding environmental management, among other aspects related to operational sustainability.

Responsibility for implementing these policies lies with the Management Systems and Procurement departments of the respective companies, under the supervision of the relevant members of the Board of Directors.

### ESRS E1-3 Actions and resources in relation to climate change policies

The measures and action plans of the Teixeira Duarte Group aim to reduce the impact of its operations in terms of emissions by improving operational efficiency.




Inauguration of the Self-Consumption Production Unit at the Montijo Operational Hub (June 2024) – Portugal

In 2024, worthy of note was the installation of a solar energy Self-Consumption Production Unit (UPAC) at the Operational Hub of the Construction sector of the Teixeira Duarte Group in Portugal. This initiative is expected to prevent the emission of 823 tonnes of CO2 per year and ensure electricity consumption from renewable sources. The new UPAC results from a partnership with Greenvolt, allowing Teixeira Duarte to benefit from solar energy advantages at this site without the need for upfront investment, by sharing the value generated from the energy produced. This initiative accelerates the decarbonisation of the company's operations, contributes to the municipality of Montijo's environmental goals, and supports the objectives of the Portuguese National Energy and Climate Plan 2021–2030.

Also worthy of note are the activities undertaken in 2024 as part of the first year of the GreeNexUS project, in which Teixeira Duarte – Engenharia e Construções, S.A. participates as part of a consortium under the Marie Skłodowska-Curie Actions programme, the EU's flagship for doctoral and post-doctoral training. The company leads the topic of Green-BIM.

This consortium, supported by the Horizon Europe programme, brings together 20 institutions from nine European countries collaborating on the development of 10 strategic themes aimed at making European cities more sustainable, healthy, and safe.

Launched in February 2023 and set to conclude in December 2026, the collaborative programme aims to:

To create a framework for promoting green buildings as drivers of improved urban quality and environmental health in future low-carbon societies;

To establish a Building Information Modelling (BIM) workflow for designing high-performance green buildings;

To define guidelines for new professional requirements and future platforms to accelerate BIM development.

In the Construction sector, due to execution timelines and/or project location, construction sites may face constraints regarding energy sources and their respective suppliers. Nevertheless, essential best practices are adopted at construction sites to ensure efficient energy management:

- General best practices for energy consumption at facilities under the company's responsibility, which should be clearly displayed for workers—this includes on-site inductions, awareness and training sessions on environmental best practices, and visible reminders promoting energy savings;
- Maintenance of energy-consuming equipment;
- Use of electricity networks as an alternative to mobile generators, wherever possible and applicable.

In the Facilities Management sector, TDGI incorporates technical services for the installation and maintenance of renewable energy sources, a business segment that has seen increased demand. Additionally, TDGI provides other services, such as:

- Installation of LED lighting, including complete replacement of existing systems;
- Installation of automatic condenser cleaning systems for chillers;
- Replacement of old air conditioning units with newer, lower GHG-emitting models.

On the other hand, the Real Estate division is committed to adopting sustainable construction methods, exploring prefabrication and using materials with a lower carbon footprint, aiming to reduce material waste and the amount of embodied carbon in buildings, while also lowering the carbon footprint of its activities. Currently, the Real Estate area is focused on exploring aspects such as: reinforced concrete structures, new HVAC systems, and efficiency in screed application.

In 2024, the Real Estate division developed a new HVAC solution for implementation in its developments. This aims to reduce the number of indoor climate control units by concentrating them into a single central indoor unit, enabling an estimated energy saving of around 20%.

### ESRS E1-4 Targets related to climate change mitigation and adaptation

The Teixeira Duarte Group has not yet set targets for reducing GHG emissions, due to the current maturity level of the data required to calculate its carbon footprint. Indeed, the first Group-level assessment was conducted in 2024. Throughout 2025, the Group will deepen the analysis of these results, after which it expects to be able to establish appropriate and feasible targets, taking into account the characteristics of the activities and markets in which its controlled companies operate.

### ESRS E1-5 Energy consumption and mix

The Teixeira Duarte Group is committed to minimising its environmental impact, aiming to address not only its internal operations but also its entire value chain. Through the present exercise, the Group will analyse its energy consumption and, as referenced in ESRS E1-4, further mature its position regarding its carbon footprint, with the goal of implementing initiatives and measures to reduce it.

The Group’s energy consumption is categorised into sectors of low and high climate impact. Sectors such as Real Estate and Hospitality are considered to be of low impact (according to Delegated Regulation (EU) 2022/1288), while Construction, Concessions and Services, Distribution, and Automotive are categorised as high-impact sectors. For the purpose of calculating energy consumption, 130 companies from the various sectors were included.

To estimate energy use, were selected the ten most representative companies from each sector. The energy consumption of the remaining 120 companies was estimated by extrapolating based on each company’s turnover. From the actual consumption figures of the selected companies, an energy intensity indicator was defined for each sector (MWh/€ turnover). This indicator was then used to estimate the consumption of the remaining companies within the same sector.

Upon reviewing the tables below, it is evident that for both low and high-impact sectors, energy consumption in 2024 (61.723 MWh and 148.328 MWh, respectively) is entirely fossil-based. For high-impact sectors, fossil energy consumption is primarily derived from petroleum-based products used in both fixed and mobile sources, as well as purchased electricity. Purchased electricity has been assumed to originate from fossil sources due to the absence of Guarantees of Origin.

The low climate impact sector with the highest energy consumption is Real Estate, resulting from fuel consumption in the fleet (mobile sources), fixed sources, and electricity consumption across 16 companies in the sector. Of these, 14 companies' figures were extrapolated from the actual consumption of the two most representative companies in the sector: Teixeira Duarte – Gestão de Participações e Investimentos Imobiliários, S.A. and Teixeira Duarte – Engenharia e Construções (Angola), Lda. The Hospitality sector is limited to the fleet consumption of one company (Lagoas Hotel, S.A.), which served as the basis for extrapolating the energy consumption of the remaining ten companies.

**Total energy consumption – Activities in low climate impact sectors**

| MWh | Real Estate | Hospitality | 2024 |
|---|---|---|---|
| Total consumption of fossil energy | 61,612 | 111 | 61,723 |
| Consumption of nuclear energy | - | - | - |
| Total consumption of renewable energy | - | - | - |
| Renewable source fuels | - | - | - |
| Purchased or acquired electricity, heat, steam and cooling from renewable sources | - | - | - |
| Renewable energy produced by the organisation | - | - | - |
| Total energy consumption of activities in low climate impact sectors | 61.612 | 111 | 61.723 |

The high climate impact sector with the highest energy consumption is Distribution, resulting from the fuel consumption of four companies in the sector, one of which contributes from extrapolations based on the actual consumption of the most representative companies (DCG – Distribuição e Comércio Geral (SU), Lda. and CND – Companhia Nacional de Distribuição (SU), Lda.). This is followed by the sectors of Construction, Concessions and Services, and Automotive.

**Total energy consumption – Activities in low climate impact sectors**

| MWh | Construction | Concessions and Services | Distribution | Automobile | 2024 |
|---|---|---|---|---|---|
| Total consumption of fossil energy | 20.095 | 2.003 | 29.797 | 1.358 | 53.252 |
| Coal and coal products | - | - | - | - | - |
| Crude oil and petroleum products | 17.576 | 2.003 | 8.438 | 1.095 | 29.112 |
| Natural gas | - | - | - | - | - |
| Other fossil sources | - | - | - | - | - |
| Purchased or acquired electricity, heat, steam and cooling from fossil sources | 2.519 | - | 21.359 | 263 | 24,141 |
| Consumption of nuclear energy | - | - | - | - | - |
| Total consumption of renewable energy | - | - | - | - | - |
| Total energy consumption of activities in low climate impact sectors | 20,095 | 2,003 | 29,797 | 1,358 | 53,252 |
| Percentage of fossil sources in total energy consumption (%) | 100% | 100% | 100% | 100% | 100% |

In total, the Group's energy consumption amounts to 114.975 MWh. The total energy consumption is related to the activities owned or controlled by the Group, in accordance with the same organisational boundaries used for the calculation of Scope 1 and 2 emissions (for more information, see E1-6 – Gross GHG emissions for scopes 1, 2, 3 and total GHG emissions).

**Energy intensity based on net revenue**

| Energy intensity | 2024 |
|---|---|
| Total energy consumption of activities in high climate impact sectors (MWh) | 53.252 |
| Net revenue from activities in high climate impact sectors (million €) | 644 |
| Energy intensity of activities in high climate impact sectors (MWh / million €)* | 83 |
| Net revenue (others) (million €) | 140 |
| Total net revenue (financial statements) (million €) | 784 |

**Total energy consumption from activities in high climate impact sectors per net revenue from activities in high climate impact sectors (MWh/monetary unit)*

### ESRS E1-6 Gross Scopes 1, 2, 3 and Total GHG emissions

GHG emissions were calculated for each sector following the GHG Protocol methodology and considering entities under operational control, in line with the scope of the financial statements. The company aims to strengthen its carbon footprint calculation methodology to better align its reporting with the ESRS disclosure requirements in the coming years.

**Total Scope 1 and 2 emissions in 2024 (tCO2e and %)**




Scope 1 emissions relate to direct emissions from fuel use, both from stationary and mobile sources. Fuel consumption from stationary sources occurs only in the Construction and Distribution sectors, whereas all sectors record consumption from mobile sources. In total, the Group's Scope 1 emissions in 2024 amounted to 8.005 tCO2e.

| Scope 1 ($tCO_2e$) | Construction | Concessions and Services | Real Estate | Hospitality | Distribution | Automobile | 2024 |
|---|---|---|---|---|---|---|---|
| Stationary combustion emissions | - | - | 538 | - | 2.011 | 265 | 2.814 |
| Mobile combustion emissions | 4.429 | 220 | 295 | 28 | 214 | 6 | 5.192 |
| **Gross scope 1 GHG emissions** | 4.429 | 220 | 832 | 28 | 2.225 | 271 | 8.005 |

At Scope 2 level, the Construction, Real Estate, Distribution, and Automotive sectors contribute to emissions. In 2024, the Distribution sector accounts for approximately 70% of the Group's electricity consumption. The Group's Scope 2 emissions amount to 15.552 $tCO_2e$ in 2024.

| Scope 2 (tCO2e) | Construction | Concessions and Services | Real Estate | Hospitality | Distribution | Automobile | 2024 |
|---|---|---|---|---|---|---|---|
| Market-based gross scope 2 GHG emissions | 267 | - | 10.896 | - | 4.336 | 53 | 15.552 |
| Location-based gross scope 2 GHG emissions | 119 | - | 10.749 | - | 4.336 | 53 | 15.257 |

Regarding Scope 3 emissions, the Group calculated the footprint of each sector in 14 categories (the Franchises category does not apply to the Group's activities), following the GHG Protocol methodology. The categories that contribute the most to these indirect emissions are 'Purchased goods and services' (approximately 63% of the total) and 'Use of sold products' (approximately 14% of the total). The Group's Scope 3 emissions amount to 293.192 $tCO_2e$ in 2024.

| Scope 3 (tCO2e) | Construction | Concessions and Services | Real Estate | Hospitality | Distribution | Automobile | Not included in the segments | 2024 |
|---|---|---|---|---|---|---|---|---|
| 1) Purchased goods and services | 159.531 | 7.389 | 1.908 | 3.075 | 8.814 | 4.932 | | 185.648 |
| 2) Capital goods | 3.881 | 108 | 314 | 226 | 1.735 | 3.437 | | 9.701 |
| 3) Fuel and energy related activities (not included in scopes 1 and 2) | 1.216 | 406 | 9.049 | 7 | 4.036 | 113 | | 14.828 |
| 4) Upstream transportation and distribution | 1.871 | 121 | - | 13 | 593 | 1.370 | | 3.969 |
| 5) Waste | 87 | 0 | - | 12 | 592 | 77 | | 767 |
| 6) Business travel | 6.300 | - | 912 | 72 | 776 | 738 | | 8.798 |
| 7) Employee commuting | 10.113 | 2.342 | 565 | 2.546 | 2.921 | 607 | 19 | 19.112 |
| 8) Upstream leased assets | - | 3 | - | 564 | - | - | 56 | 623 |
| 9) Downstream transportation and distribution | 2.555 | - | - | - | - | - | | 2.555 |
| 10) Processing of sold products | - | - | - | - | - | 80 | | 80 |
| 11) Use of sold products | - | - | 10.337 | - | 17.525 | 13.119 | | 40.981 |
| 12) End of life treatment of sold products | - | - | 146 | - | 1 | 9 | | 156 |
| 13) Downstream leased assets | - | - | 4.905 | - | 100 | - | | 5.005 |
| 15) Investments | - | - | - | - | - | - | 969 | 969 |
| **Gross scope 3 GHG emissions** | 185.554 | 10.370 | 28.136 | 6.515 | 37.092 | 24.482 | 1.044 | 293.192 |

The total emissions of the Teixeira Duarte Group result from the sum of sectoral emissions, plus emissions associated with the commuting of the Holding "Teixeira Duarte, S.A.", emissions from leased assets not attributed to sectors (consolidated from various companies), and emissions from category 15 that were not assigned to any specific sector. In the case of the Holding, only emissions resulting from commuting were considered.

The remaining methodologies and assumptions used and considered for the collection and consolidation of quantitative information are duly reported in the section Appendices - Methodological Notes.

**GHG emissions intensity based on net revenue**

| GHG emissions intensity | 2024 |
|---|---|
| Net revenue (million €) | 784 |
| Location-based GHG emissions intensity ($tCO_2e$/million€) | 403 |
| Market-based GHG emissions intensity ($tCO_2e$/million€) | 404 |

The calculation of the greenhouse gas (GHG) emissions intensity for the Teixeira Duarte Group considers the net revenues corresponding to each sector, totalling 434 tCO2e/million € (market-based).

### ESRS E1-7 GHG removal and GHG mitigation projects financed through carbon credits

Teixeira Duarte Group did not undertake any GHG removal projects or GHG mitigation projects funded through carbon credits in 2024.

### ESRS E1-8 Internal carbon pricing

Teixeira Duarte Group does not apply internal carbon pricing schemes.

## ESRS E5 RESOURCE USE AND CIRCULAR ECONOMY

### ESRS 2 IRO-1 Description of the processes to identify and assess material resource use and circular economy-related impacts, risks and opportunities

The description of the processes for identifying and assessing material climate-related impacts, risks, and opportunities can be found in ESRS 2 IRO-1, in the section on General Disclosures.

From the double materiality analysis conducted, 3 negative impacts were identified as material for the Teixeira Duarte Group, all related to construction activities.

Resource inflows including the use of resources

| | | |
|---|---|---|
| The construction of buildings and large infrastructure projects consumes significant amounts of natural resources, such as iron and steel products, cement, concrete, bricks, wall panels, glass, insulation, lighting fixtures, doors, and cabinets, leading to the potential depletion of these resources and the degradation of ecosystems. | Type | Negative impact |
| | Sector | Construction |
| | Value chain | Own operations |
| | Real \| Potential | Real |

Resources outflows related with products and services

| | | |
|---|---|---|
| Construction projects may not be designed with circular economy principles in mind, as they may not use recycled materials such as recycled plastics and recovered metals, which implies the continued use of new raw materials, potentially leading to resource depletion and ecosystem degradation. | Type | Negative impact |
| | Sector | Construction |
| | Value chain | Own operations |
| | Real \| Potential | Potential; Long term - More than 5 years |

Waste

| | | |
|---|---|---|
| The construction sector is responsible for considerable environmental pressures due to its high resource consumption and the large volume of waste it generates. Improper waste management can have negative impacts on the environment and human health, and in some cases, these impacts may extend beyond the sites where the waste is generated and disposed of. | Type | Negative impact |
| | Sector | Construction |
| | Value chain | Upstream and own operations |
| | Real \| Potential | Potential; Short term - Reporting year |

### ESRS E5-1 Policies related to resource use and circular economy

The controlled companies within the Construction sector have their own Management Policies, which are derived from the Group's strategic instruments (Business Conduct Policy, Code of Ethics and Conduct, and Compliance System), and share several operational objectives within the context of their activities and commercial relationships. The management of environmental aspects and impacts to achieve zero environmental harm is a common premise across all business areas.

On environmental matters, as well as on quality, business ethics, and human rights, Teixeira Duarte recognises that responsible management of impacts, risks, and opportunities goes beyond its own operations. Therefore, it requires its suppliers and clients to act in compliance with applicable standards and best practices and encourages them to adopt management systems aligned with their activities, with the aim of promoting environmental responsibility throughout the value chain."

Sustainability requirements for suppliers include environmental management to ensure that each supplier, as well as their subcontractors, comply with applicable environmental legislation and standards, possess the appropriate environmental certifications for their activities, and meet the environmental management requirements of the Group companies when operating on their premises or on their behalf. The Group's purchasing companies reserve the right to verify compliance with these requirements at any time, through means they deem appropriate, including audits conducted at the supplier's facilities.

Additionally, Teixeira Duarte – Engenharia e Construções, S.A. has a **Procurement Policy** that sets out all the required principles of conduct for suppliers regarding environmental management, among other aspects related to operational sustainability. Thus, it encourages the adoption of supply chain solutions that help minimise key environmental impacts and contribute to Sustainable Development, which in turn enhances the environmental performance of the buildings and infrastructure it constructs or rehabilitates.

In the specific case of subcontractors, the Company has established mandatory contractual provisions, in addition to legal requirements, relating to air quality, hazardous substances (such as chemicals, oils, paints, solvents, and others), waste management, segregation, storage and routing to final destinations, water and soil requirements, noise prevention, among others. These requirements also apply to subsequent subcontracts, with the Subcontractor being obliged to comply with them.

Responsibility for implementing these policies lies with the Management Systems and Procurement departments of the respective companies, under the supervision of the relevant members of the Board of Directors.

The Information Technology Department is responsible for defining the Policy on the Lifecycle of Individual Use Computers, while the General Managers of each business area are responsible for its implementation in accordance with the principles set out therein. This includes the possibility of extending the useful life of IT equipment after its use within the company has ended.

Another policy that helps mitigate the potential negative impacts associated with inadequate waste management is the Teixeira Duarte Group's Competency Development Policy (disclosure requirement S1-1), which includes, as part of its cross-cutting training programme, educational content on best practices for waste segregation and storage, among other environmentally responsible practices.

**ESRS E5-2 Actions and resources related to resource use and circular economy**

- **Management Systems**

The construction sector companies within the Teixeira Duarte Group have for many years based their management systems on the international standard ISO 14001, a key reference that provides organisations with a robust framework for identifying, assessing, and managing their environmental impacts, including those related to material inputs and waste.

This management framework is risk-based, enabling the integration of more sustainable practices at the core of the company's operations, with a positive impact across the value chain.

- **Construction Digitalisation**

The implementation of circular economy policies and actions in construction should be a shared responsibility among all stakeholders. In the case of the services provided by the companies of the Teixeira Duarte Group, which operate downstream of the project design and upstream of the exploitation phase of a construction, the adoption of practices that promote circularity in the execution of construction works includes material reuse, waste reduction, and proper waste management. In projects supported by BIM, the logistical planning of the work becomes more efficient, the estimation of materials more accurate, preventing errors, waste, and reducing residuals.

Within the Teixeira Duarte ecosystem, the collaboration between the real estate development, construction, and facilities management areas presents an opportunity that the Group is currently developing, so that, with the BIM methodology, projects are increasingly designed in alignment with the principles of the circular economy and with a life cycle perspective.

By recognising the many competitive advantages in BIM, this is currently one of the Teixeira Duarte Group's most significant investment areas, with a strategic development plan in place within the organisation.

- **Circular commercial and operational practices**

Equipment plays a fundamental role in the construction sector, being essential to the efficiency, safety, and quality of projects. Given the significant investments that large-scale and/or highly specialised machinery require, the Group's companies have, for many years, implemented circular practices. These include the allocation of various resources, namely workshops and specialised mechanical teams, which operate at the companies' central yards in each market or travel when transporting equipment between markets would be inefficient.

Some of these practices are:

- Value-retention actions are applied to specific geotechnical, lifting, maritime works, underground and railway equipment, for which Teixeira Duarte ensures maintenance, repair, reconditioning, and modernisation in order to maximise durability and ensure compliance with local and international construction standards and technical regulations;
- A product-service system has been implemented whereby equipment owned by Teixeira Duarte Group companies is rented internally within the Group and also to external clients;
- Industrial textiles are reused through controlled and environmentally efficient treatment/washing processes, provided by an external entity, enabling workshop cleaning cloths to be reused several times;

With regard to the individual-use IT equipment (computers), the Group promotes and publicises among employees the option to reuse devices once they reach the end of their company usage cycle, provided they remain operational. Employees are given the opportunity to purchase these computers at a residual value, thereby extending the useful life of the equipment.

— **Waste**

The Group's companies implement action plans that prioritise the application of the principles of waste prevention and reduction. The waste management hierarchy follows the following order of priorities:

1. Waste production prevention;
2. Preparation for reuse;
3. Recycling;
4. Other sorts of valorisation;
5. Disposal, if there is no alternative solution.

During the construction phase, the Group's companies require compliance with the following waste management measures:

- Comply with current legislation regarding waste management, used oils, construction and demolition waste (CDW), and the transport of waste;
- Ensure the management of all types of waste produced (debris, sludge, asphalt pavements, oils, lubricants, fuels, chemicals, solid waste, and other residual materials from construction sites), particularly concerning storage operations and transportation to appropriate treatment, recovery, or disposal final destinations.
- Carry out the management and logging of the waste produced on the worksite and on the work fronts, as well as a suitable collection of the used oils of the project's vehicles and machinery;
- Temporarily store chemical products in a suitable waterproofed and covered place, with an accidental spillage retention basin. Segregate hydraulic oils and used motor oils through differentiated management;
- Promote the reuse of materials and the incorporation of recycled CDW in the project;
- Promote the existence on site of a suitable storage system allowing for the selective management of CDW;
- Promote the implementation of a CDW segregation methodology or, when it will not be possible, their forwarding to a duly licensed CDW management operator;

— **Training and Raising Awareness**

Teixeira Duarte Group companies, particularly those in the Construction sector, carry out awareness campaigns on environmental topics and provide specific training to their operational teams with the aim of raising awareness about proper waste management in the context of each employee's tasks and ensuring the use of waste segregation systems available on construction sites. These campaigns are also directed at subcontractors and suppliers.




Waste separation awareness campaign (June 2024) – Angola

## E5-3 Targets related to resource use and circular economy

The voluntary targets set by Teixeira Duarte – Engenharia e Construções, S.A. in its main markets are related to waste (level 3 of the waste hierarchy – recycling). For resource input and output, the Group's Construction companies have not established targets. The Group plans to gradually expand the scope of its targets – in terms of the number of companies and topics – over the next three years.

| Impact area | Target 2024 | | Real 2024 |
|---|---|---|---|
| Waste | Percentage of waste destined to valorisation per sector of activity: | | |
| | Geotechnics and Foundations | Portugal ≥ 90% of the total | 100% |
| | | Brazil ≥ 90% of the total | Without activity in this production sector |
| | Buildings | Portugal ≥ 90% of the total | 74% |
| | | Brazil ≥ 80% of the total | 23% |
| | Infrastructures | Portugal ≥ 90% of the total | 100% |
| | | Brazil ≥ 90% of the total | 0%(1) |
| | Metalmechanics | Portugal ≥ 50% of the total | 99% |

| | | |
|---|---|---|
| | Brazil ≥ 50% of the total | Without activity in this production sector |
| Normative compliance | Number of environmental fines and / or number of upheld environmental complaints = 0 | 0 |
| Circular economy | Percentage of computers sold to employees => 60% | 77% |

(1) In 2024, an infrastructure project was completed where the waste consisted of effluents, making recovery impossible. # other projects in the same sector did not report.

**ESRS E5-4 Resources inflows**

The Group's Construction sector uses various resources in its operations, sourced from both national and international suppliers, either through a local procurement structure or via export/import logistics. The main materials include concrete, metals (steel, aluminium), glass, bricks, wood, mortar, plastics, and chemical products (additives, paints, waterproofing agents, etc.). Procurement practices prioritise resource optimisation and the minimisation of environmental impacts, as part of a continuous improvement effort.

The estimated total weight of technical and biological products and materials used in 2024 in Construction activities was 734.632 tonnes.

This figure was estimated based on primary data from Teixeira Duarte – Engenharia e Construções, S.A., through which an average value in kg/€ of purchases was established from the analysis of 52% of the total material purchase value. This average was then applied to estimate the weight of the remaining 48% of purchases. The total weight obtained for Teixeira Duarte – Engenharia e Construções, S.A. was then extrapolated to the remaining companies in the Construction sector, using their respective turnover as a proxy.

It is important to note that this calculation only includes material purchases and does not cover materials incorporated into projects through subcontracting, for which no data is available.

With regard to equipment acquired for Construction activities in 2024, notable examples include specialised geotechnical, earthmoving, and formwork equipment.

The companies in the Construction sector have not yet systematically collected information on the use of certified biological materials or the application of the cascading use principle. It is expected that this information will be developed during the 2025-2027 period.

Regarding the use of reused or recycled components in the constructions carried out by the Group's companies, it is once again noted that there is difficulty in determining this information, as these are decisions made during the project design stage, which is mostly the responsibility of the Client (Owner).

With regard to public works, Decree-Law 102-D/2020 of December 10th requires the use of at least 10% recycled materials or materials with recycled content in construction projects. The responsibility for selecting and acquiring these materials lies with the Construction companies. In this regard, the usefulness of Environmental Product Declarations (EPD) is highlighted.

**ESRS E5 - 5 Resource outflows**

— **Products and materials**

The company's production processes essentially result in buildings and infrastructure, and therefore reporting on products and materials is not applicable.

— **Waste**

The company generates various waste streams associated with its demolition, land preparation, and construction activities. Among the main waste types are concrete, bricks, tiles, roofing tiles, ceramic materials, soils and rocks, wood, ferrous and non-ferrous metals, bituminous mixtures, plaster, and insulation materials. Regarding hazardous waste, these include contaminated packaging, contaminated absorbents, engine oils and lubricants, paints and varnishes with solvents, and lead batteries.

Waste management during the construction phase follows practices aligned with current legislation, including registration, proper packaging, and forwarding to licensed disposal destinations. Furthermore, good practices in waste management are defined, such as promoting selective separation at the source, as well as proper packaging and identification, in accordance with the European Waste List. Transport and disposal operations are carried out responsibly and in compliance with current legislation, ensuring the minimisation of environmental impacts.

More details on waste management practices were provided in the disclosure requirement E5-2.

Among the main waste types are concrete, bricks, tiles, roofing tiles, ceramic materials, soils and rocks, wood, ferrous and non-ferrous metals, bituminous mixtures, plaster, and insulation materials. Regarding hazardous waste, these include contaminated packaging, contaminated absorbents, engine oils and lubricants, paints and varnishes with solvents, and lead batteries.

The breakdown of waste by types of recovery operations (preparation for reuse, recycling, other recovery operations), as well as by types of disposal operations (incineration, landfill, other recovery operations), and the total and percentage of non-recycled waste, are estimated in the table below.

**Information on the total quantity of waste - 2024 estimate**

| Estimate of waste production (Construction sector) | Non-hazardous | | Hazardous | | Total | |
|---|---|---|---|---|---|---|
| | Absolute figure (tonnes) | Percentage | Absolute figure (tonnes) | Percentage | Absolute figure (tonnes) | Percentage |
| **Diverted from Disposal** | **50.170** | **99,59%** | **143** | **0,28%** | **50.312** | **99,87%** |
| Other recovery operations | 28,751 | 57,07% | 115 | 0,23% | 28,866 | 57,30% |
| Preparation for reuse | 17,090 | 33,92% | 28 | 0,05% | 17,117 | 33,98% |
| Recycling | 4,329 | 8,59% | 0 | 0,00% | 4,329 | 8,59% |
| **Directed to Disposal** | **4** | **0,01%** | 64 | **0,13%** | **67** | **0,13%** |
| Other disposal operations | 2.6 | 0,01% | 64 | 0,13% | 67 | 0,13% |
| Incineration | 0 | 0 | 0 | 0 | 0 | 0 |
| Landfill | 0 | 0 | 0 | 0 | 0 | 0 |
| **Total** | **50.174** | **99,59%** | 207 | **0,41%** | **50.379** | **100.00%** |

The information reported in this disclosure requirement is an estimate based on primary data collected from Teixeira Duarte – Engenharia e Construções, S.A., in Portugal, which represents approximately 30% of the construction sector's turnover within the Teixeira Duarte Group. The data from this company was calculated through the integrated reports (MIRR) for the year 2023, submitted on the Siliamb platform for various works and establishments.

Based on this data, expressed in tonnes, an extrapolation was made for the remaining construction companies within the Group, using their respective turnover as a “proxy.”

It is estimated that the construction sector of the Teixeira Duarte Group generated a total of 207 tonnes of hazardous waste, with no radioactive waste production recorded.

# SOCIAL INFORMATION

## ESRS S1 OWN WORKFORCE

### ESRS 2 SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model

The following impacts, risks and opportunities were considered material:

Freedom of association, the existence of works councils and the information, consultation and participation rights of workers

| | | |
|---|---|---|
| The processes of consulting employees can result in important opportunities to improve their satisfaction and retention, with an impact on their productivity. | Type | Opportunity |
| | Sector | Construction |
| | Value chain | Own operations |
| | Real \| Potential | Potential; Medium term - Between the reporting year and up to 5 years |

Health and Safety

| | | |
|---|---|---|
| The construction sector has high rates of fatal accidents and injuries, mainly due to the exposure of employees to various hazardous situations, such as land excavation and manual work, which involve motorised transport and heavy machinery, falls, exposure to hazardous chemicals, and other risks that result in a negative impact on the health and safety of employees. Additionally, errors or inadequate quality during the project design phase and in the construction of buildings or infrastructure can also cause significant personal harm to workers. | Type | Negative impact |
| | Sector | Real Estate |
| | Value chain | Own operations |
| | Real \| Potential | Real |

Gender equality and equal pay for work of equal value

| | | |
|---|---|---|
| Equality of opportunity as factors contributing to employee satisfaction (e.g. the diversity of employee profiles creates a reputation as a good employer, increases productivity, and fosters innovation), which can reduce operational costs and drive revenue. | Type | Opportunity |
| | Sector | Distribution |
| | Value chain | Own operations |
| | Real \| Potential | Potential; Medium term - Between the reporting year and up to 5 years |

Training and skills development

| | | |
|---|---|---|
| Continuous training programmes enhance employees' skills, making them more efficient and improving their satisfaction levels in the workplace. | Type | Positive impact |
| | Sector | Construction |
| | Value chain | Own operations |
| | Real \| Potential | Real |

Child Labour

| | | |
|---|---|---|
| The practice of child labour deprives children of their childhood, potential, and dignity, causing harmful impacts on their development and education, thus violating human rights and leading to long-term negative effects. | Type | Negative impact |
| | Sector | Construction |
| | Value chain | Own operations |
| | Real \| Potential | Potential; Short term - Reporting year |

Forced Labour

| | | |
|---|---|---|
| Forced labour practices involve the exploitation of individuals without their free and informed consent, constituting a violation of human rights and perpetuating the social and economic inequality of workers. | Type | Negative impact |
| | Sector | Construction |
| | Value chain | Own operations |
| | Real \| Potential | Potential; Short term - Reporting year |

### ESRS S1-1 Policies related to own workforce

The **Business Conduct Policy of Teixeira Duarte, S.A.** expresses the Teixeira Duarte Group's commitment to complying with the **Code of Ethics and Conduct**, which applies to all controlled companies and their employees. In its chapter on “Commitments to Labour Rules”, it explicitly establishes the obligation to comply with the legal framework and the internal and external regulatory provisions related to Health and Safety, accident prevention, and the promotion of actions aimed at fulfilling its Social Accountability commitments. This includes respect for Human Rights, equal treatment, non-discrimination, prohibition of harassment, as well as the promotion of work-life balance and protection during parental leave. The implementation of these management instruments is the responsibility of the President of the Board of Directors of Teixeira Duarte.

Furthermore, Teixeira Duarte – Engenharia e Construções, S.A., the company at the core of the Teixeira Duarte Group and where the Group's Corporate Areas are integrated, has Departments responsible for establishing and communicating guidelines and processes on Human Rights, including Labour Rights, across all other business areas.

It is worth noting that, in Portugal, this company holds the voluntary certification of the **SA 8000 International Standard for Social Accountability**, which reinforces the Group's commitment to developing, maintaining, and applying socially responsible practices relevant to its workforce, in line with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights, including the principles and rights established in the eight fundamental conventions identified in the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work and the International Bill of Human Rights.




"Yellow September" Walk - awareness campaign on mental health – intra-group event (September 2024) – Mozambique.

The best practices of the companies controlled in the Construction sector, where the risks related to the health and safety of employees are higher, are reinforced by certification in Occupational Health and Safety Management Systems under the ISO 45001 Standards (Portugal, Brazil, and Mozambique), providing a more comprehensive and effective management of operational risks and contributing to the protection of employees and enhancing their performance.




"Green April" Campaign for Health and Safety at Work (April 2024) – Brazil.

With regard to equality and equity within the Group, a new **Equality Plan** was published in 2024, outlining the set of objectives and measures to be developed by the controlled companies in 2025, tailored to their respective operational realities, both geographic and sectoral.

The dimensions of action advocated in the annual Equality Plan are:

a) Equal access to employment;
b) Remuneration model;
c) Equal working conditions;
d) Protection in parenthood;
e) Conciliation of the professional activity and family and personal life;
f) Prevention of sexual harassment at work.

This Plan includes the **General Procedure for the Prevention and Combat of Harassment at Work**, which establishes the principles of action and procedures considered appropriate for the prevention and combat of harassment in the workplace within the Teixeira Duarte Group. These principles and procedures must be observed by all members of the Group, making the Procedure a self-regulatory tool and the expression of an active policy aimed at preventing, identifying, eliminating, and/or punishing situations that may constitute harassment at the workplace.

The Plan also includes other procedures aimed at achieving true equality among all employees, adopting best practices that promote equal treatment and equal opportunities between men and women, fostering the elimination of discrimination based on sex, ethnic and racial origin, colour, sexual orientation, gender identity, disability, age, political beliefs, nationality or social origin, or any other forms of discrimination covered by national and Union law, and encouraging the reconciliation of personal, family, and professional life.

On May 1st 2024, the Teixeira Duarte Group implemented, across all areas, a guideline to promote the internal mobility of employees. Job vacancies in different businesses and geographies are announced in advance on internal channels, providing employees with the opportunity to apply, explore new roles, acquire new skills, and gain greater visibility within the organisation.

The internal career opportunities catalogue is available through the Group's Employee Portal. By the end of 2024, a total of 250 job openings had been published internally, with 30 receiving applications, resulting in 5 internal hires.

Throughout 2024, the Teixeira Duarte Group's **Competency Development Policy** remained in effect - a robust model for the effective transmission of values and practices that reflect the Group's corporate vision regarding employee development and training.

This Policy is based on a framework that includes both a cross-cutting training component applicable to all business areas and a sector-specific component, enabling it to be adapted to any industry, market, or professional category. Each Group employee has an associated Competency Development Plan (CDP), which consists of continuous training programs that allow for long-term planning of their development, particularly for skills updating and career progression.

Teixeira Duarte Group also maintains a Family Support Policy, aimed at providing administrative, logistical, and financial assistance for the legalization, relocation, and accommodation of family members of employees who, under specific criteria, are assigned to work outside their home country.

**ESRS S1-2 Processes for engaging with own workforce and workers' representatives about impacts**

Teixeira Duarte Group has implemented regular employee consultation processes, as outlined in the general disclosures (ESRS 2 SBM-2), notably through surveys, internal communication channels, and platforms where employees can raise their concerns. Similarly, employees are an integral part of the Group's materiality assessment process regarding sustainability, encouraging their participation in identifying the material issues to be strategically addressed.

This frequent engagement enables Teixeira Duarte to consider the needs and expectations of its workforce and to incorporate their input into decisions related to the revision of internal policies and action plans.

Employees are kept informed of the material impacts that affect them, as well as the corresponding policies and actions being implemented in response, whenever relevant topics arise - though there is no fixed communication frequency. In ESRS 2 GOV-2, the key sustainability topics disclosed to employees, after being reviewed by the management and governance bodies, are presented. The Chairperson of the Board of Directors of Teixeira Duarte holds ultimate responsibility for overseeing these dialogue processes.

### ESRS S1-3 Processes to remediate negative impacts and channels for own workforce to raise concerns

In accordance with its Code of Ethics and Conduct and its Whistleblowing Policy, the Teixeira Duarte Group has implemented a Whistleblowing Channel, known as the **Ethics Channel**, which is accessible via the institutional website, email, or postal mail. This channel allows all employees to express concerns and report potential irregularities (including workplace harassment), ensuring whistle-blowers are protected against any form of retaliation.

The Whistleblowing Policy also outlines the procedures for submitting, managing, and handling reports within the corporate structure as a means to prevent and combat misconduct.

Additionally, in the 2024 Organisational Climate Survey, employees were asked about the Ethics Channel - specifically whether they are aware of its existence and whether they trust the protection mechanisms in place for whistle-blowers. 63% of respondents indicated they are aware of the Ethics Channel, and 79% stated they trust that they would not face negative consequences if they used the channel.

### ESRS S1-4 Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions

The well-being of employees, including the promotion of good health and safety conditions, the development of skills and conciliation of professional life with personal and family life, are of great importance in the management of human resources of the companies of the Teixeira Duarte Group, and are duly founded on a culture of dignified treatment, equal opportunities and respect for human and labour rights.

— **Collective bargaining coverage and social dialogue**

The promotion of the fundamental conventions of the International Labour Organisation (ILO) and human rights is enshrined in the Code of Ethics and Conduct of Teixeira Duarte, S.A., which extends to all the entities that form part of its consolidation perimeter. The Code expresses the commitment of the Group companies to recognise the right to associations and collective bargaining. Its business practices protect labour rights and promote safe and healthy work environments for all employees.

The activities of the Construction, Hospitality, Distribution and Automotive sectors are the Group's most prominent activities in terms of collective labour regulation instruments, considering collective contracts, collective agreements and company agreements.

In 2024, in Teixeira Duarte's main markets of operation, 99% of employees were covered by some type of collective labour agreement. Although it is not possible for affiliated companies to identify all unionised employees, companies operating in the Brazilian and Mozambican markets, in particular, have a higher percentage of unionised employees, approximately 65% in both countries

— **Health and Safety**

The corporate vision of the Teixeira Duarte Group has always incorporated a strong human resources management strategy into measures aimed at improving the quality of life of all those who collaborate with its subsidiaries/branches companies and that promote employee loyalty, regardless of the activity of the companies and the markets in which they operate.

## "SEMPRE BEM": MONITORING OF CHRONIC DISEASES

The "Sempre Bem" programme was implemented in 2022 by Teixeira Duarte - Engenharia e Construções, S.A. in Brazil to accompany and guide employees and dependants over 18 years old who are active in the corporate health plan and who have cardiovascular diseases, hypertension, and/or diabetes, or who have two or more risk factors such as smoking, obesity, dyslipidaemia, sedentary lifestyle, or stress identified by the health questionnaire.

The follow-up is carried out through phone calls, WhatsApp, and email by a clinical team, with specific frequency for each risk classification, which can be monthly, quarterly, or half-yearly.

This vision is reflected in the socially responsible approach of the Group's controlled companies regarding the promotion of health, safety, and hygiene at work, based on management aligned with the best international standards. Companies operating in higher-risk activities, in particular, choose to certify their occupational health and safety management systems under the ISO 45001 Standard, enabling a more comprehensive and effective management of operational risks, ensuring the protection of workers and improving the overall performance of their organisations.




World Day for Safety and Health at Work (April 2024) – Portugal

Regarding occupational health, it is worth noting the policy of monitoring employees' health, which is implemented through widespread health exams, workplace visits, and monitoring of illness situations. In Portugal, Angola, and Mozambique, the Group's central structures include in-house Occupational Health Services.

Employees are provided with access to medical services and medications, which are essential for clinical monitoring and access to primary healthcare in some of the countries where the Group's companies operate. In some situations, this access is provided through partnerships with private clinics, aiming to make healthcare more effective and less costly.




Awareness campaign on Cholera (March 2024) – Angola

For example, in Angola and Mozambique, the Group's companies have defined a medical and pharmaceutical assistance policy that includes access to medical consultations for all employees and first-degree relatives.

Within the scope of health promotion, several activities are also promoted in Group companies, such as screening, awareness activities and individual and group health training activities.




Hypertension screening and awareness campaign (June 2024) – Angola

Most Group companies provide health insurance to their employees in accordance with defined criteria, including the possibility of extending insurance to cover their families.

In addition to health insurance, life insurance is also available in some companies that guarantees protection in situations of personal accident, death and disability. These insurances are meant to supplement the mandatory protections that apply in each country to social security and labour legislation matters.

— **Gender equality and equal pay for work of equal value**

Teixeira Duarte, S.A. has always been concerned about guaranteeing dignified treatment to all male and female employees, with respect for their human and labour rights, including effective equality among all. It adopts good practices in order to achieve an effective equality of treatment and opportunities between men and women, promotes the elimination of gender-based discrimination and encourages a personal, family and professional life balance.



Mozambican Woman Day (April 2024) – Mozambique

The Equality Plan published annually by the Group sets out the objectives and measures to be developed by the controlled companies in a way that is appropriate to their operating realities, both geographically and sectorally. The Plan is monitored and reviewed annually by a Task Force (internal working group) through the evaluation of the achievement of the goals set for each measure, with the aim of incorporating new measures and/or adjusting existing ones. Within the scope of this plan, the following measures stand out:

- The establishment of an Ideas Channel to perceive the interests of employees in the Group's companies and address their potential needs in relation to the reconciliation of professional, family, and personal life. The Ideas Channel is accessed via the Employee Portal (intranet).

- The implementation of an Organisational Climate Survey applied in 2024 across the entire Group, aimed at gathering structured and objective information on the motivation and satisfaction levels of employees regarding the management practices implemented in the controlled companies. This also enables the collection of subjective and objective indicators relating to the perception of gender equality within the Group, as well as issues of discrimination and perceived harassment. Additionally, this survey also assesses the level of awareness and trust that employees have in the Ethics Channel available for reporting concerns and potential irregularities.

The responses to the Organisational Climate Survey revealed an evaluation by employees of the Justice and Equality index within the Teixeira Duarte Group of 77%. In this index, when comparing the average responses between male and female employees, a 77% index was observed for men and 76% for women, showing only a one percentage point difference, indicating a similar and balanced perception of fairness and equality across genders.

Despite this "objective" result, in another set of subjective perception questions, the topics of career progression and remuneration showed a 10-percentage point gap in the evaluation by women compared to that of men. On the other hand, in the average evaluation of the conditions for a work-life balance, women rated it slightly higher than men, though with room for overall improvement.

- Training on equality and non-discrimination specifically developed for the community involved in Recruitment & Selection activities within the controlled companies. The percentage of individuals receiving training increased from 35% in 2023 to 83% in 2024, highlighting the investment and attention given to equality issues within the organisation.

- Integration of courses related to equality into the mandatory training plans for new employees, with this onboarding training being compulsory for 100% of new hires.

- Regarding the roles assigned to pregnant, *postpartum*, or breastfeeding workers hired on fixed-term contracts who are exercising their rights, these roles are reassigned to other workers within the same organisation/services or filled by workers on indefinite-term contracts, ensuring their return after the exercise of those rights. A sensitisation and standardisation process is underway in regions where these rights are less well protected.

MATERNITY SUPPORT




The " Mãe – Primeiros Passos " and "Welcome Baby" programs, implemented by Teixeira Duarte - Engenharia e Construções, S.A., in Brazil since 2022, aim to support the health of pregnant employees during pre and post-partum phases.

Employees receive support from clinical teams who provide guidance and clarification throughout the gestational period, development, and the first days of the baby's life. During the child's first year, support is provided in adhering to the schedule of paediatric consultations and vaccinations, addressing difficulties related to baby care, serving as a support point for preventive guidance, providing a network of childcare services, and offering clinical support for the return to work.

- Development of a new Performance Evaluation model, with full implementation in key geographies in 2025, which includes the segregation of functions, competencies, career progression potential, commitment, technical skills, interpersonal skills, and seniority, aiming to ensure the programmatic principle of "equal pay for equal work or work of equal value." The definition of the new evaluation model is directly linked to the new career and role model, which is expected to be fully implemented across the Group by the end of 2025, tailored to the characteristics of each business area.

- Provision of a microsite for employees, accessible via the Employee Portal, which provides information on rights and duties regarding equality and non-discrimination, as well as how to access the Annex A information of the Single Report.

- Monitoring the implementation of Directive 2023/970, approved as part of the EU Gender Equality Strategy 2020-2025, which will affect all companies with more than 100 employees.

As an employer brand, Teixeira Duarte is recognised in the markets where it operates for investing in "in-house" people, giving them autonomy and corresponding responsibility to develop their careers within the Group's companies, fostering non-discrimination based on gender.



"Junho Laranja" campaign - raising awareness about blood diseases - including an intra-group football tournament (June 2024) – Mozambique.

As a result of this approach and evidence of high retention capacity, several areas of the Group stand out for being able to retain employees for many years, with high average tenures, and there are no differences in the average tenure of men and women. Across all its activities, in 2024, the Group recorded an average length of service of 6 years.

— **Training and skills development**

All companies within the Group are aware of the importance of their Persons in the ability to adapt and resilience of the business, with the development and qualification of employees being priority management aspects, enabling them to achieve new growth models and overcome the constant challenges in this increasingly non-linear world. Particularly relevant to the Group is the role of professional qualification in the success of local workforce recruitment.

Among the structural measures implemented for the development of employee skills and talent acquisition in key markets, the following stand out:

- The use of a global e-learning platform, with local versions, that enables personal and professional development of employees regardless of their physical location and the operation they are part of.

- Certification of training entities: In Portugal, Teixeira Duarte - Engenharia e Construções, S.A. is a certified training entity by DGERT - Directorate-General for Employment and Labour Relations, which enables the company to offer certified training in several areas, including Occupational Health and Safety, Civil Construction and Engineering, Metallurgy and Metalworking, IT, among others. Also in 2024, TDGI completed a certification process with the same entity, further enhancing its professional qualification capacity.

- Creation of local structures dedicated to professional training: In Angola, a market where the Group operates in its six sectors and employs 37% of its workforce, Teixeira Duarte maintains a Professional Development Centre (PDC), which is a key pillar for its companies, concentrating a significant portion of the training activities carried out in this market. The PDC administers over 100 certified training courses by INEFOP and is the first certified Centre by Renault in Sub-Saharan Africa.

### TEIXEIRA DUARTE PROFESSIONAL DEVELOPMENT CENTRE

- 1.500 m² of total building area (approximately).
- 6 rooms for theoretical training sessions.
- 1 IT room.
- 2 laboratories (electricity and electronics and civil engineering)
- 2 workshops for practical training in the Automotive and Distribution sectors.
- 1 auditorium and one dining hall with a capacity for more than 100 persons.

**Highlights:**

- 7 businesses with training activities: Construction, Facilities Management, Education, Real Estate, Hospitality, Distribution and Automotive.
- Over 100 training courses certified by INEFOP.
- 1st Certified Centre by Renault in sub-Saharan Africa.



- Investment in professional qualification programmes aimed at youth employment, with a focus on the Angolan market. The "Go Fishing" Programme is the Group's most important initiative in this area. Operational in Angola since 2013, its goal is to create employment opportunities for young people in situations of social vulnerability, providing them with training and professional experience so they can secure their future and contribute to the development of their communities. In 2024, about 10% of the Group's workforce in this market consisted of young people trained through the programme, which, since its inception, has already benefited over 750 individuals.

- Internship programmes aimed at providing work experience through "on-the-job" training and mentoring from internal experts.

  In Portugal, particularly in the companies of the Group operating in the Architecture, Engineering, and Construction (AEC) sector, summer internship programmes and curricular internships are promoted. In 2024, Teixeira Duarte hosted 13 interns in the summer programme and, together with SOMAFEL, provided 16 curricular internships.

  In Brazil, several companies in the Teixeira Duarte Group continued the programme for training newly graduated professionals, with a minimum duration of 12 months, aimed at developing participants through "on-the-job" training for future integration into the Company. In 2024, 22 trainees participated in the programme, with 10 participants being promoted after the internship period and 12 participants integrated into a follow-up phase lasting between 1 and 2 years. Additionally, the "Young Apprentice" programme, aimed at high school students, allowed the Group to integrate 18 young people in 2024. This initiative lasts for 16 months and aims to provide young people with work experience in real-world contexts.

— **Human Rights**

The main construction company of the Teixeira Duarte Group holds voluntary certification under the International Social Accountability Standard SA 8000 in Portugal, in line with the OECD Guidelines for Multinational Enterprises and the United Nations Guiding Principles on Business and Human Rights, including the principles and rights established in the eight fundamental conventions identified in the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work and the International Charter of Human Rights.

The implemented Social Accountability system monitors child labour, forced or compulsory labour, health and safety, freedom of association and the right to collective bargaining, discrimination, disciplinary practices, working hours, and remuneration across the company's operations, including both salaried and non-salaried workers.

Key measures taken to mitigate material risks and seek material opportunities in the area of respect for Human and Labour Rights:

- Before a work contract is signed, an official identification document, containing a photograph, nationality, and date of birth reference, is always requested from the worker;
- The majority of the company's construction sites have digital solutions in place to control documentation and access, thereby minimising the risks involved in this management;
- Audits are carried out by the social performance team according to established criteria, which includes the Group's Human Rights Officer;
- A dedicated area for Social Accountability is available on the Employee Portal, providing direct access to Worker Representatives;
- A remediation procedure is activated if any labour situation contrary to the company's Code of Ethics and Conduct is detected at any company site or location under its management.

In 2024, no non-compliance issues were identified under this management system during the monitoring processes carried out.

### ESRS S1-5 Targets related to managing material negative impacts, advancing positive impacts, as well as to risks and opportunities

Without any significant changes to its business portfolio, the Teixeira Duarte Group has set annual goals for the period 2024-2028.

| Impact / Risk / Opportunity Area | Annual target | 2024 |
|---|---|---|
| Health and Safety | Performance above the "Good" level according to the reference values of the World Health Organisation, in terms of the frequency and severity of accidents | Fulfilled |
| | Coverage rate of employees with valid medical exams as of December 31st in strategic markets => 90% | 85,5% |
| Freedom of association, the existence of works councils and the information, consultation and participation rights of workers | Percentage of employees in strategic markets covered by any form of collective labour agreement => 95% | 99% |
| Gender equality and equal pay for work of equal value | Annual revision of the Equality Plan | Fulfilled |
| Training and skills development | Average number of training hours per employee in the strategic markets => 30 hours | 30 hours |
| Child Labour and Forced Labour | No fines, pecuniary sanctions or compensation for damages as a result of human rights incidents | Fulfilled |

### ESRS S1-6 Characteristics of the undertaking's employees

As of December 31st 2024, the Teixeira Duarte Group had 8.624 employees, with an average number of employees throughout the year of 8.956.

The Teixeira Duarte Group compiles data related to its employees through the following process:

- SAP Extraction: For countries and integrated companies, data is obtained through specific reports.
- Management outside SAP: In non-integrated countries, data is collected from local systems and consolidated with the others.
- Key assumptions considered:
  - Data is reported in terms of full-time equivalent (FTE) headcount, i.e., the number of employees with a labour contract with Teixeira Duarte Group companies (excluding interns).
  - All companies within the Teixeira Duarte Group operate in sectors where employees have guaranteed working hours.
  - Estimates are not used for the calculation related to the total number of employees.

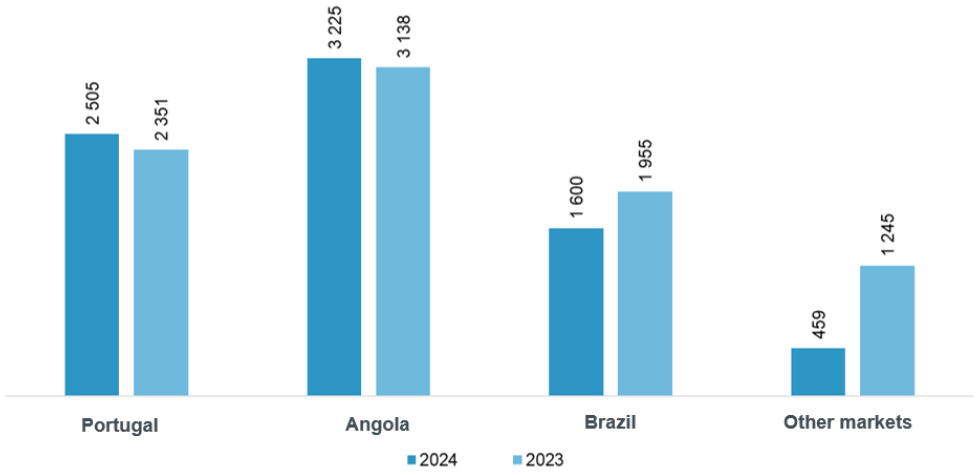
- For the geographical reporting of these indicators, Teixeira Duarte Group considers the market of the company to which the employee is assigned, regardless of whether the employee may have a contractual relationship with companies within the Group in other geographies.
- Any significant variations compared to previous periods are reviewed in collaboration with the respective areas to identify their causes.
- For the reporting period under review, it was not possible to collect information that would allow for a reliable communication of the total number of employees who left the company during the reporting period. Teixeira Duarte Group will, in 2025, make efforts to ensure that the systems in place can meet this requirement in the future.

**Employee head count with breakdown by country**

| Market | Total | Total % |
|---|---|---|
| Portugal | 2.505 | 29% |
| Angola | 3.225 | 37% |
| Brazil | 1.600 | 19% |
| Other markets | 1.294 | 15% |
| **Total** | **8.624** | **100%** |

*Note: The geographies where the Group had 50 or more employees as of 31/12/2024 are represented, accounting for at least 10% of its total number of employees.*

**Annual evolution of employee head count by country**




*Note: The geographies where the Group had 50 or more employees as of 31/12/2024 are represented, accounting for at least 10% of its total number of employees.*

**Employee head count with breakdown by activity area** (data as at 31/12/2024)

| Activity area | Total | Total % |
|---|---|---|
| Corporate area | 326 | 4% |
| Construction | 4 043 | 47% |
| Concessions and Services | 1 511 | 18% |
| Real Estate | 133 | 2% |
| Hospitality | 1 114 | 13% |
| Distribution | 1 240 | 13% |
| Automotive | 257 | 3% |

**Employee head count with breakdown by contract type and gender** (data as at 31/12/2024)

| Type of contract | Men | Women | Other | Not conveyed | Total | Total % |
|---|---|---|---|---|---|---|
| Number of employees | 6.842 | 1.782 | 0 | 0 | 8.624 | 100% |
| Number of permanent employees | 4.146 | 1.085 | 0 | 0 | 5.231 | 61% |
| Number of temporary employees | 2.697 | 696 | 0 | 0 | 3.393 | 39% |
| Number of non-guaranteed hours for employees | 0 | 0 | 0 | 0 | 0 | - |
| Number of full-time employees | 6.833 | 1.769 | 0 | 0 | 8.602 | 99,7% |
| Number of part-time employees | 9 | 13 | 0 | 0 | 22 | 0,3% |

**Employee head count with breakdown by activity sector and gender** (data as at 31/12/2024)

| Area of activity | Men | Women | Total | Total % |
|---|---|---|---|---|
| Corporate area | 194 | 132 | 326 | 4% |
| Construction | 3.701 | 342 | 4.043 | 47% |
| Concessions and Services | 1.188 | 323 | 1.511 | 18% |
| Real Estate | 89 | 44 | 133 | 2% |
| Hospitality | 677 | 437 | 1.114 | 13% |
| Distribution | 793 | 447 | 1.240 | 13% |
| Automotive | 200 | 57 | 257 | 3% |

### ESRS S1-9 Diversity metrics

**Distribution by gender, number and percentage, regarding top management *** (data as at 31/12/2024)

| | Men | Men % | Women | Women % |
|---|---|---|---|---|
| Top managers | 28 | 87% | 4 | 13% |

** The definition of top management used includes one and two levels below the administrative and supervisory bodies of Teixeira Duarte, S.A. (ESRS S1 - AR. 71).*

**Distribution by age group by gender, number and percentage** (data as at 31/12/2024)

| | <30 | % <30 | 30-50 | % 30-50 | >50 | %> 50 |
|---|---|---|---|---|---|---|
| Men | 1.307 | 19% | 4.151 | 61% | 1.384 | 20% |
| Women | 498 | 28% | 1.075 | 60% | 209 | 12% |

### ESRS S1-13 Training and skills development metrics

In 2024, the global average number of training hours per employee, considering all the Group's markets, was 31 hours (33 hours in 2023). A positive highlight is the performance of the Brazil market, with an average of 46 hours of training per employee. In contrast, the markets in Portugal and Angola showed a decline in performance compared to the previous year.

In 2024, qualifying activities involved 68.727 participants (employees who attended a qualifying activity, multiplied by the qualifying activities), an increase of 39% compared to 2023. On the other hand, 274.026 training hours were offered and completed (the total hours of training attended by all participants), which represents an 8% decrease when compared to 2023.

The continued investment by the Human Resources departments of the Teixeira Duarte Group's businesses in raising awareness among team managers about the importance of training is noteworthy. The role of training in promoting professional qualification strongly drives the good performance of the companies in this area.

**Average number of training hours per employee, by gender and by activity area** (data as at 31/12/2024)

| | Corporate area | Construction | Concessions and Services | Real Estate | Hospitality | Distribution | Automobile |
|---|---|---|---|---|---|---|---|
| Men | 13 | 37 | 17 | 8 | 33 | 32 | 21 |
| Women | 9 | 30 | 19 | 8 | 33 | 40 | 16 |

**Average number of training hours per employee in strategic markets** * (data as at 31/12/2024)

| | Portugal | Angola | Brazil | Mozambique |
|---|---|---|---|---|
| 2024 | 29 | 25 | 46 | 6 |
| 2023 | 36 | 41 | 31 | 5 |

** 93% of the total of employees*

The companies within the Teixeira Duarte Group have implemented evaluation systems with a minimum frequency of once a year. However, the Group currently lacks visibility over how many of its employees have taken part in performance and career development reviews.

Teixeira Duarte anticipates that, as a result of the new Performance Evaluation model under development (disclosure requirement S1-4), this type of information will become available.

### ESRS S1-14 Health and safety metrics

In 2024, around 4.300 employees of the Group were covered by health and safety management systems (ISO 45001), representing 50% of the total workforce. These employees belong to a group of companies in the Construction and Facilities Management sectors, which have held certification under this international standard for several years in their key markets, given the material relevance of these issues in these sectors.




World Day for Safety and Health at Work (April 2024) – Peru

This culture of protecting and promoting health and safety is deeply rooted within the Group and is evident across all its business areas, particularly through the working conditions provided, which include health monitoring, access to medical and pharmaceutical services, health insurance, and other measures tailored to the specific nature of each activity and market.

**Coverage rate of employees with valid medical exams in strategic markets *** (data as at 31/12/2024)

| | Portugal | Angola | Brazil | Mozambique |
|---|---|---|---|---|
| Coverage | 88% | 78% | 96% | 79% |

** 93% of the total of employees*

Throughout 2024, the Group's companies in Portugal, Angola, and Mozambique, whose structures include in-house Occupational Health Services, provided their employees with 2.166 curative medical consultations - an increase of 30% compared to 2023.

The Group also facilitated 43.552 complementary diagnostic exams in 2024, representing a 4% decrease compared to 2023, due to fluctuations in activity in Brazil, where such exams are routinely conducted upon completion of each project, which is a specific local practice.

**Work-related accidents and health problems by activity area in strategic markets** * (data as at 31/12/2024)

| | Corporate area | Construction | Concessions and Services | Real Estate | Hospitality | Distribution | Automobile |
|---|---|---|---|---|---|---|---|
| Frequency rate | | | | | | | |
| 2024 | 37 | 11 | 17 | 2 | 19 | 32 | 10 |
| 2023 | 11 | 14 | 19 | 8 | 18 | 27 | 4 |
| Severity rate | | | | | | | |
| 2024 | 0 | 252 | 126 | 18 | 182 | 156 | 41 |
| 2023 | 8 | 296 | 222 | 25 | 184 | 131 | 0 |
| Number of reportable accidents | | | | | | | |
| 2024 | 15 | 114 | 49 | 1 | 45 | 81 | 5 |
| 2023 | 4 | 120 | 45 | 3 | 36 | 62 | 2 |
| Number of lost days | | | | | | | |
| 2024 | 0 | 2 498 | 363 | 8 | 423 | 392 | 21 |
| 2023 | 3 | 2 567 | 534 | 10 | 371 | 296 | 0 |
| Number of work-related fatalities | | | | | | | |
| 2024 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2023 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Number of work-related ill health | | | | | | | |
| 2024 | 7 | 9 | 1 | 0 | 0 | 0 | 0 |
| 2023 | 5 | 7 | 0 | 0 | 0 | 0 | 0 |

** 93% of the total of employees*
*Frequency rate = no. of work-related accidents * 1.000.000 / no. worked hours*
*Severity rate = no. of lost days * 1.000.000 / no. worked hours*

It is worth noting that the companies within the Teixeira Duarte Group, across their various business areas, consistently achieve “Very Good” and “Good” ratings in terms of the frequency and severity of recordable accidents, in line with reference values established by the World Health Organisation.

| Classification | Frequency rate | Severity rate |
|---|---|---|
| Very good | <20 | <500 |
| Good | 20 to 40 | ≥ 500 and <1 000 |
| Medium | 20 to 60 | ≥ 1.000 and <2.000 |
| Bad | ≥ 60 | ≥ 2.000 |

*Source: WHO, mentioned at DSHS 2012*

In 2024, the Teixeira Duarte Group recorded no work-related fatalities resulting from injuries or ill health issues across its companies' operations.

### ESRS S1-15 Work-life balance metrics

Employees are entitled to family care leave in accordance with the legislation of the countries in which the Group's companies operate. This protection is ensured in EEA markets for all employees, regardless of gender, and the companies maintain records of such absences.

**Percentage of workers entitled to take family-related leave by gender** (data as at 31/12/2024)

| | EEA markets overall | Group overall |
|---|---|---|
| Men | 100% | 34% |
| Women | 100% | 19% |



"Let's Get Moving at the Villas" initiative for Teixeira Duarte Group employees residing in the "Villa Sul" development (April 2024) – Angola

In the specific case of maternity and paternity leave, the Group keeps detailed records of absences, as it ensures the right to such leave either through national legislation or collective bargaining agreements.

Each year, between 2% and 3% of the Group's total workforce is entitled to parental leave.

**Percentage of the workers that benefited from parental leaves in the strategic markets *** (data as at 31/12/2024)

| | Portugal | Angola | Brazil | Mozambique | Total |
|---|---|---|---|---|---|
| Men | 2% | 1% | 2% | 1% | 2% |
| Women | 3% | 3% | 2% | 4% | 3% |

** 93% of the total of employees*




Creation of the "Birth Kit" a gift to employees (September 2024) – Portugal

**ESRS S1-16 Remuneration metrics (pay gap and total remuneration)**

The remuneration metrics used to analyse gender pay disparity and the ratio between the highest individual salary and the median employee remuneration are difficult to measure for the Teixeira Duarte Group, due to a low-granularity job and career structure, which hinders comparability.

Work is ongoing to improve transparency in this area, and it is expected that, during 2025, the implementation of a new career framework will be completed. This framework is intended to be applied across the Teixeira Duarte Group while incorporating salary structures that are appropriate to the different business realities and geographies.

Additionally, the new Performance Evaluation model (in response to disclosure requirement S1-4), which includes the classification of roles, skills, career progression potential, engagement, technical capability, interpersonal skills, and seniority, will support the fundamental principle of "equal pay for equal work or work of equal value".

**ESRS S1-17 Incidents, complaints and severe human rights impacts**

In 2024, the Teixeira Duarte Group recorded a total of 12 incidents of discrimination, including harassment, affecting its employees. All incidents were reported through the Ethics Channel and handled in accordance with the procedures established under the current Whistleblowing Policy.

The incidents were categorised as follows:  10 cases of harassment, 1 case of discrimination, and 1 minor case involving human rights.

These incidents were investigated, and only 3 were deemed substantiated, leading to disciplinary proceedings. The remaining cases were considered unsubstantiated, with preventive measures recommended in all but one case, which was closed due to insufficient information.

No fines, financial penalties, or compensation for damages resulting from the incidents reported above were recorded by the Teixeira Duarte Group companies during the reporting year.

## ESRS S2 WORKERS IN THE VALUE CHAIN

### ESRS 2 SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model

The following impacts, risks and opportunities were considered material:

Working hours.

| | | |
|---|---|---|
| Suppliers and/or service providers who do not comply with the maximum working hours set by law may suffer damage to their reputation. | Type | Risk |
| | Sector | Construction |
| | Value chain | Upstream and own operations |
| | Real \| Potential | Potential; Short term - Reporting year |

Balance between work-life and private life

| | | |
|---|---|---|
| Promoting a proper work-life balance across the value chain can reduce turnover and improve productivity. Employees with a better balance tend to be more motivated and loyal to their employers, which can benefit supply chain stability and, consequently, reduce recruitment and training costs, as well as provide greater operational stability across the value chain. | Type | Opportunity |
| | Sector | Construction |
| | Value chain | Upstream and own operations |
| | Real \| Potential | Potential; Medium term - Between the reporting year and up to 5 years |
| Irregular and extended working hours can impact the family and social relationships of employees across the value chain and, consequently, their well-being. | Type | Negative impact |
| | Sector | Construction |
| | Value chain | Upstream and downstream |
| | Real \| Potential | Potential; Medium term - Between the reporting year and up to 5 years |

Collective bargaining including the rate of workforce covered by collective agreements

| | | |
|---|---|---|
| Promoting collective bargaining agreements can lead to a positive impact on the working conditions of employees across the value chain. | Type | Positive impact |
| | Sector | Construction |
| | Value chain | Upstream and downstream |
| | Real \| Potential | Potential; Short term - Reporting year |

Health and Safety

| | | |
|---|---|---|
| The pressure to meet tight delivery deadlines can lead to excessive working hours and fatigue, increasing the risk of accidents and health issues. Additionally, the lack of proper ergonomics in goods handling and transportation operations can result in musculoskeletal injuries, such as strains and sprains. Furthermore, the movement of large volumes of goods and the use of heavy equipment increase the risk of workplace accidents, such as falls, collisions, and crush injuries. | Type | Negative impact |
| | Sector | Distribution |
| | Value chain | Upstream and downstream |
| | Real \| Potential | Potential; Medium term - Between the reporting year and up to 5 years |

Teixeira Duarte Group acknowledges the responsibility of its activities for the actual and potential impacts on the workers within its respective value chains, which are primarily located in Portugal, Angola, Brazil, and Mozambique, the Group's strategic markets.

Upstream, the value chain focuses on suppliers of materials, equipment, and services, including distribution and logistics. Downstream, the chain is characterised by customers and/or end users – depending on the business areas – business partners and/or investors.

The controlled companies are committed to ensuring that their suppliers and partners – both direct and indirect – are aligned with the same ethical, social, and environmental principles, ensuring not only the quality of the products and services provided but also a positive and sustainable value proposition.

To fulfil this commitment, the companies require that these entities upstream in the chain are familiar with and comply with all the standards, procedures, obligations, and duties set out in Teixeira Duarte, S.A.'s Code of Ethics and Conduct, including those relating to the treatment of workers.

In their relationship with suppliers, the Group companies reserve the right to verify compliance with these requirements at any time, by means they consider appropriate, such as through audits.

Suppliers are encouraged to promote the dissemination of these values, conveying the same principles and high standards to their own suppliers, regardless of the geographical or social complexities involved.

**S2-1 Policies related to value chain workers**

**Teixeira Duarte, S.A**. **Business Conduct Policy** It reinforces the evidence of responsible business conduct and the commitments to Human Rights and the Environment in the operations and value chains of the controlled companies. It also expresses the Teixeira Duarte Group’s commitment to complying with the Code of Ethics and Conduct and a Compliance System that applies to all controlled companies, which entails, among other aspects, prioritising legal compliance and adherence to external and internal regulatory provisions by business partners.

Teixeira Duarte encourages its suppliers and clients to adopt Compliance systems that are compatible with their activities, with the aim of promoting and maintaining an ethical business environment.

Teixeira Duarte – Engenharia e Construções, S.A. has a **Procurement Policy** that sets out all the principles required of suppliers in areas such as ethics and conduct, compliance, social responsibility, quality, health and safety, and the environment.

This policy requires suppliers to ensure that their workers, as well as the workers of their subcontractors, comply with the United Nations Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work, or the OECD Guidelines for Multinational Enterprises, particularly regarding:

a) Not use or support the use of child labour or forced labour;
b) Providing a safe and healthy environment for the provision of work;
c) Not hindering freedom of association and the right to collective bargaining;
d) Not engaging or supporting discriminatory acts in any form;
e) No exercise or support to the exercise of rude or inhumane disciplinary practices;
f) Act in accordance with applicable laws and the standards of the respective area of activity, in matters related to working hours;
g) Remunerate fairly and adequately the work which is actually performed, always respecting what is legally stipulated;
h) Ensure that no fee or expense related to the provision of work is assumed, in full or partially, by the workers.

The area responsible for the implementation and monitoring of this policy is the Procurement Department.

Teixeira Duarte Group and its companies promote an inclusive and participatory social dialogue environment, ensuring compliance with the employment conditions established in the collective labour agreements that cover their employees and workers across the value chain. The activities of the Construction, Hospitality, Distribution and Automotive sectors are the Group's most prominent activities in terms of collective labour regulation instruments, considering collective contracts, collective agreements and company agreements.

Teixeira Duarte Group highlights several policies that, while primarily focused on its own workforce, reinforce a way of acting and a corporate culture that rejects any form of worker rights violations, lack of ethics, and irresponsible labour practices by companies in the value chain.

- **Equality Plan**: Its main goal is to achieve equality between men and women in terms of treatment and opportunity, promoting the elimination of gender-based discrimination and fostering the reconciliation of personal, family, and professional life.
- **Procedure for the Prevention and Combat of Harassment at Work**: This aims to establish the principles of action and procedures deemed appropriate for preventing and addressing harassment in the workplace, to be followed by all involved, making it a self-regulating tool and an expression of an active policy designed to prevent, identify, eliminate, and/or punish situations that could constitute workplace harassment.

Regarding the downstream value chain, Quality Management Systems in accordance with the ISO 9001 standard are integral to many of the Teixeira Duarte Group companies, as they prioritise quality, continuous improvement, and meeting customer needs and expectations.

Sectors and markets where Teixeira Duarte Group companies had, as of December 31st 2024, certified Quality Management Systems according to the ISO 9001 standard:

- **Construction:** Portugal, Brazil and Mozambique;
- **Concessions and Services**: Portugal, Angola, Brazil, Spain and Mozambique;
- **Real Estate:** Portugal and Brazil;
- **Distribution:** Angola

**S2-2 Processes for engaging with value chain workers about impacts**

Engagement with workers across the value chain occurs at different stages and in various forms, being ensured through representatives from their employers' entities and formal communication mechanisms.

Dialogue is promoted at different times, depending on the need and identified impacts. Additionally, it follows a flexible approach, without a fixed schedule, ensuring a timelier response to emerging issues.

Depending on the business model of Teixeira Duarte Group's sector of activity, the operational responsibility for ensuring this dialogue rests with the project managers, purchasing managers, and/or department directors, who are responsible for ensuring that workers in the value chain have an active voice and are adequately represented.

With regard to the evaluation of the effectiveness of dialogue with workers in the value chain, Teixeira Duarte understands that it is the responsibility of the employer of these workers. Thus, the standards of good conduct required by the Teixeira Duarte Group companies are communicated to suppliers in purchase/award documents, and they are committed to passing these on to their employees.

All workers in the value chain, including those who may be in more vulnerable situations, have access to the Ethics Channel, which allows them to express their concerns and report any irregularities.

In the monitoring carried out by Teixeira Duarte – Engenharia e Construções, S.A. with suppliers, through visits and meetings held at suppliers' facilities to assess social performance, interviews are conducted to detect situations of risk and/or non-compliance with the standards set by the applicable Policies.

**S2-3 Processes to remediate negative impacts and channels for value chain workers to raise concerns**

In compliance with its Code of Ethics and Conduct and the Whistleblowing Policy, the Teixeira Duarte Group has implemented a reporting channel, the Ethics Channel, available on the corporate website and via email or correspondence, which allows workers in the value chain to report irregularities or raise concerns about human rights, labour rights, and ethical issues.

The Whistleblowing Policy outlines the procedures for reporting, monitoring, and addressing the reported situations according to a confidential, effective, and appropriate system for detecting, investigating, and resolving improper practices.

The companies leading the different sectors of the Teixeira Duarte Group subject their activities to a continuous system of regular internal and external audits, certified by international standards, including ISO 9001 (Quality), ISO 14001 (Environment), ISO 45001 (Occupational Health and Safety), SA 8000 (Social Responsibility), and EN ISO/IEC 27001 (Information Security). These audits assess, among other aspects, the effectiveness of communication channels and alignment with the compliance policies required by the entities within their value chains.

**S2-4 Taking Action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of those actions**

The requirements imposed on suppliers regarding ethics and conduct, compliance, social responsibility, quality, health and safety, and the environment have been incorporated into contractual documents, including purchase orders.

Regarding Human Rights, Teixeira Duarte – Engenharia e Construções, S.A. operation is supported by the SA 8000 Standard (Social Accountability). With its implementation in Portugal, the aim is to actively promote respect for these rights, particularly ensuring that labour rights are applied to all workers employed by suppliers and subcontractors.

In the scope of Social Responsibility, the monitoring process carried out by Teixeira Duarte – Engenharia e Construções, S.A. was ensured through visits and meetings held at the suppliers' facilities. The selection of suppliers to be monitored was based on the following criteria:

a) The List of Approved Suppliers for 2024, representing 85% of the purchase volume in the previous year, in terms of both value and order lines.
b) Cross-referencing this List with the equivalent lists from the previous two years to ensure the inclusion of relevant and stable suppliers in their relationship with the company.
c) From the list resulting from the above-mentioned selection parameters, the following were selected for monitoring:
    i. Suppliers who preferably have facilities in mainland Portugal.
    ii. First-tier suppliers (Manufacturers).
    iii. Suppliers with a higher level of risk, based on their geographical location and business sector.
d) The identification of suppliers excluded by the previous selection parameters, but whose monitoring was deemed appropriate and strategic.

In 2024, 11 monitoring visits were carried out, in all of which the actual risk level was found to be no higher than the expected risk level. When necessary, preventive, corrective, and/or remedial actions were recommended.

If the partner fails to comply with the recommended actions within the agreed timeframe and/or a serious human rights incident is detected, the supplier will be penalised in its qualification or even excluded from SAP, for non-compliance with contractual and legal provisions.

In the interviews conducted as part of the social performance during 2024, no violations of the United Nations Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work, or the OECD Guidelines for Multinational Enterprises were identified.

In the year under review, no serious human rights issues or incidents related to the value chains upstream and downstream of the Teixeira Duarte Group companies were reported.

In 2024, a project, led by Teixeira Duarte – Engenharia e Construções, S.A. in Portugal, was launched to incorporate ESG criteria into the supplier qualification process. Through an external information platform, the ESG risk levels of suppliers, representing 80% of the Teixeira Duarte Group's purchasing volume, were assessed.

The platform provides publicly available information, eliminating the need for individual requests for information from suppliers, which is often ineffective in accessing data. Aware that not all supplier information on ESG aspects will be available through public sources, in 2025, Teixeira Duarte will supplement the evaluation of suppliers with lower ratings (higher risk) through individual surveys.

### ESRS S2-5 Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities

The companies of Teixeira Duarte Group will continue to invest in the development of processes and systems for collecting information to better monitor the impacts, risks, and opportunities for workers in the value chain, considering the specificities of the sectors and geographies. In 2024, the Group did not adopt quantitative targets in this regard. It is expected that such targets may be set during the 2025-2027 period.

## ESRS S4 CONSUMERS AND END-USERS

### ESRS 2 SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model

From the double materiality analysis, three negative impacts for the Teixeira Duarte Group result from activities in the Distribution sector:

Privacy

| | | |
|---|---|---|
| Failures in managing consumer and end-user data security against cyberattacks and data breaches can harm their privacy. | Type | Negative impact |
| | Sector | Distribution |
| | Value chain | Own operations |
| | Real \| Potential | Potential; Short term - Reporting year |

Health and Safety

| | | |
|---|---|---|
| Contamination by pathogenic agents, hazardous substances, or deterioration can lead to potential health risks for consumers, having a negative impact on the environment and public health. | Type | Negative impact |
| | Sector | Distribution |
| | Value chain | Upstream and own operations |
| | Real \| Potential | Potential; Short term - Reporting year |

One person security / safety

| | | |
|---|---|---|
| Improper storage of products, especially food and chemicals, can lead to contamination and deterioration, putting consumers' health at risk. On the other hand, if suppliers do not meet safety standards, the distributed products may be of low quality or hazardous, resulting in risks to consumers' health and safety. For example, contaminated food or defective products can cause health issues. | Type | Negative impact |
| | Sector | Distribution |
| | Value chain | Upstream and own operations |
| | Real \| Potential | Potential; Short term - Reporting year |

### ESRS S4-1 Policies related to consumers and end-users

Composed of a General Policy, a Procedures Manual, and a collection of General Procedures, the Teixeira Duarte Group has in place a system that establishes the terms and conditions under which the controlled companies process personal data, in compliance with the General Data Protection Regulation (EU) 2016/679. It is through this system, which provides a structured and comprehensive approach to data management, that the privacy of information related to the Group's clients is guaranteed.

The **Privacy and Personal Data Protection Policy** is the foundational document of the Personal Data Protection Management System implemented within the Teixeira Duarte Group, with the following objectives:

- To value privacy as a fundamental right;

- To ensure the principles of lawfulness, fairness, and transparency;
- To limit the processing of data to its purposes and retention period;
- To minimise data, ensuring its confidentiality, integrity, and availability.

The Policy applies to the processing of personal data carried out by Teixeira Duarte Group companies with activities established in the European Union, within the scope of a commercial or professional relationship.

The purpose of the data processing may involve the communication of personal data to Group companies and/or other subcontracted companies, established in countries outside the European Economic Area (EEA), requiring the protection as stipulated by the General Data Protection Regulation.

In geographies outside the EEA, the controlled companies are subject to the legal regulations of the respective jurisdiction.

Regarding information security, Teixeira Duarte – Engenharia e Construções, S.A. has implemented a management system, whose policy defines the purpose, direction, principles, and basic rules for managing information security within the company, aligned with international best practices, following the EN ISO/IEC 27001 standard.

The **Information Security Policy** aims to protect information and other associated assets, as well as those of clients, partners, and employees of the Teixeira Duarte Group. It applies to all individuals, processes, and technologies within Teixeira Duarte – Engenharia e Construções, S.A., as this company provides technical and technological support to the other companies in the Group.

The policy was drafted by the Chief Information Security Officer of Teixeira Duarte – Engenharia e Construções, S.A., and its implementation is the responsibility of the Board of Directors of Teixeira Duarte – Engenharia e Construções, S.A.

The Irregularities Reporting Policy in force within the Teixeira Duarte Group, along with the established Ethics Channel, allows consumers to express concerns and report any irregularities they identify, with whistle-blowers protected from retaliation. The Whistleblowing Policy also includes a procedure outlining how to report, control, and process received complaints within the company as a preventive and corrective measure against improper practices.

The Group's focus on quality, continuous performance improvement, and its commitment to meeting the needs and expectations of clients have led Teixeira Duarte Group companies to adopt Quality Management Policies that strengthen their principles of operation, particularly regarding consumer and end-user safety and well-being.

In the Construction, Facilities Management, and Real Estate activities, the implementation and certification of Quality Management Systems in accordance with the ISO 9001 standard ensure that the companies follow structured processes, comply with safety and quality standards, and have risk control mechanisms in place – from the project design phase to the maintenance phase of a building's operation – providing a safe and healthy environment for its occupants.

As of December 31st 2024, the companies of the Teixeira Duarte Group in the AEC (Architecture, Engineering, and Construction) sector had Quality Management Systems certified in the following markets:

- **Construction:** Portugal, Brazil and Mozambique;
- ***Facilities Management***: Portugal, Angola, Brazil, Spain and Mozambique;
- **Real Estate:** Portugal and Brazil;

The Distribution sector has established a **Quality Management Policy** that covers the commercialization of food and consumer goods (wholesale and retail), affirming the business commitment to the health and safety of consumers.

Another relevant policy in this sector is the Teixeira Duarte Group's **Competence Development Policy** (disclosure requirement S1-1), which is based on a matrix that integrates a training component applicable across all business areas, as well as a specific component that allows it to be adapted to any sector, market, and professional category. In fact, the Distribution sector heavily invests in the continuous training of its employees, making it the sector of the Group with the highest number of training hours per employee on average, as the impact of these human resources management component is crucial for customer satisfaction, operational efficiency, and business sustainability.

### ESRS S4-2 Processes for engaging with consumers and end-users about impacts

Customer listening in the Distribution sector is carried out in various ways in order to hear and understand their opinions, desires, and concerns.

The main methods of customer listening used in this sector are:

- **Satisfaction Surveys**: To gauge customer satisfaction, a survey was made available in each store via QR code, providing various inputs to operations regarding preferences, as well as insights into competitors. This feedback has enabled the development of an action plan for 2025;
- **Mystery Client Surveys**: In 2024, the Distribution sector carried out two rounds of assessments using an external entity to evaluate the quality of customer service, services, and products offered, without the store teams knowing they were being evaluated;
- **Suggestions and Complaints**: By analysing suggestions and complaints, the organisation receives relevant feedback on areas for improvement and the effectiveness of implemented actions;
- **Sales Data Analysis**: The analysis of product and service sales and the number of purchases made in stores is, indirectly, a way to understand customer preferences;

Depending on the type of consultation, the operational responsibility for ensuring these dialogue processes lies with the Marketing, Purchasing, and/or Quality and Food Safety managers.

The Distribution sector uses these dialogue processes as the foundation for making several strategic decisions regarding continuous business improvement, such as the creation of new service areas, the introduction of new products into the portfolio, enhanced training, among others.

### ESRS S4-3 Processes to remediate negative impacts and channels for consumers and end-users to raise concerns

All customers of the Group's Distribution sector companies have access to secure and confidential communication channels, including those provided by the Group's Ethics Channel, which allows them to express their concerns.

The Teixeira Duarte Group's Distribution activities in Angola focus on the sale of services and products (both food and non-food) to individual customers and businesses, to whom Consumer Rights apply. The majority of these sales are made in publicly accessible stores operated by the Group's companies, where customers express concerns, file complaints, request exchanges, and contact the business for various reasons, mostly in person.

Complaints and suggestions are therefore submitted by customers on a form made available in the stores or in the complaints book, but they can also be submitted through digital communication channels (website, social media, and/or general email) available to the public.

Any non-conformity detected - whether a complaint, suggestion, or non-compliant product - is communicated to the Quality and Food Safety (QSA) department, which proceeds with its registration in the system.

After registration and classification ("Occurrence," "Non-Conformity," or "Observation"), QSA assigns the case in the system to the relevant department for assessment of the need for corrective actions. If corrective actions are deemed necessary, they are defined, with responsible parties and deadlines for implementation, in order to prevent the recurrence of the issue. Once the stipulated deadlines have passed, the QSA verifies the implementation and effectiveness of the actions. If the actions are deemed effective, the process is considered closed. If not, a new record must be made, and a new action defined, until the issue is considered resolved. If the occurrence originates from a customer communication, the sales department follows up with the customer and takes measures to ensure the occurrence does not happen again.

### ESRS S4-4 Taking action on material impacts on consumers and end-users, and approaches to managing material risks and pursuing material opportunities related to consumers and end-users, and effectiveness of those actions

At the level of data privacy, the Teixeira Duarte Group has implemented a Data Protection Procedures Manual, which identifies the procedures derived from the General Data Protection Regulation (GDPR) and legislation on the protection of personal data, aiming to ensure compliance by the companies of the Teixeira Duarte Group within their activities.

In the context of information security, the Teixeira Duarte Group has implemented, through the corporate area within Teixeira Duarte – Engenharia e Construções, S.A. (certified by EN ISO/IEC 27001), a robust set of regulations and procedures based on risk assessment, with over **90 mandatory controls**, to mitigate risks associated with cyberattacks, physical attacks on facilities, data theft, and other threats to data and information security.

In 2024, the Group did not register any incidents related to the privacy of data processed by its subsidiaries.

The **Quality Management System** according to the ISO 9001 standard maintained by the Distribution sector is complemented by a hazard analysis and critical control points system (**"Hazard Analysis and Critical Control Points"** - HACCP).

In this way, the organisation ensures not only the quality of its products and services but also food safety, ensuring that food is safe for consumption, meeting legal requirements and consumer expectations.

In 2024, the Group did not register any incidents related to the privacy of data processed by the controlled companies.

Regarding the health and safety of customers, the Distribution sector follows strict procedures derived from the HACCP management system, which focuses on preventing risks/hazards (biological, chemical, and physical) that may affect consumer health during the production, processing, and distribution of food. HACCP is based on seven fundamental principles:

1. **Hazard Analysis**: Identifying hazards that may affect food safety (such as microbiological, chemical, or physical contamination);
2. **Determination of Critical Control Points (CCP)**: Identifying steps in the process where hazards can be prevented, eliminated, or controlled.
3. **Establishment of Critical Limits**: Defining criteria (such as temperature, time, pH, etc.) for each CCP to ensure that hazard control is effective.
4. **Monitoring of CCP**: Establishing procedures to monitor critical points, ensuring that critical limits are maintained.
5. **Corrective Action**: Defining actions to be taken when monitoring indicates that a CCP is outside the critical limits.
6. **Verification**: Confirming that the HACCP system functions as planned, through audits and tests.
7. **Documentation and Records**: Keeping detailed records of all procedures and actions to ensure traceability and compliance with the system.

The implementation of this management system is the responsibility of specialized technical teams, with all other employees receiving training on good food safety practices. The **Food Safety Best Practices Manual**, created to assist non-technical staff with food safety best practices, provides a better understanding and adherence to food safety rules throughout the organisation.

The methods for monitoring food safety conditions include analytical controls on products performed by external laboratories and verification of monitoring equipment and their respective calibrations. The QSA (Quality and Food Safety) area has an annual audit plan, which includes both internal and external audits of stores and other facilities supporting operations (Distribution and Logistics Centre, Nilo Factory). This plan aims to assess common elements, hygiene, and organisation. Audits are also conducted with suppliers to ensure compliance with the Quality and Food Safety system.

In 2024, the business area recorded 245 complaints, a decrease of 3.5% compared to the previous year, signalling continuous improvement and the effectiveness of actions taken to prevent the recurrence of non-compliance.

In the year under review, a significant reduction in complaints about suppliers was noted (-46%) compared to the previous year, a direct improvement linked to the substantial increase in local purchases, which allows for immediate returns in case of product non-compliance.

Furthermore, there was greater customer engagement with the feedback mechanisms offered by the organisation. In 2024, there was a 57% increase in suggestions compared to 2023, mostly related to new products or services customers wish to have in stores, presenting valuable opportunities to explore.

**ESRS S4-5 Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities**

Without significant changes to its business portfolio, the Distribution sector of the Teixeira Duarte Group has set the following annual goals for the period 2024-2028:

| Impact area | Annual target | 2024 |
|---|---|---|
| Data Security | Incidents related to the privacy of the data processed = 0 | Fulfilled |
| Health and Safety | Comply with the internal and external audits annual plan | Fulfilled |
| | Response to customer complaints, supplier grievances, non-conformities, and official inspections: 100% | Fulfilled |

# INFORMATION ON GOVERNANCE

## ESRS G1 BUSINESS CONDUCT

From the double materiality analysis to the topic of Business Conduct, three impacts and one opportunity emerged for the Teixeira Duarte Group as a result of its activities across various sectors:

Corporate culture

| | | |
|---|---|---|
| To promote business ethics, ensure regulatory compliance, guarantee the effectiveness of standards, and demonstrate appropriate control over operations. | Type | Positive impact |
| | Sector | Construction, Real Estate, Distribution and Automotive |
| | Value chain | Own operations |
| | Real \| Potential | Real |
| Differentiation through a solid corporate culture (e.g., promoting fair and responsible working practices), based on sustainability values (socially and ethically responsible policies for the community), which can strengthen reputation and brand, attracting responsible customers and investors, as well as sustainable capital for long-term growth. | Type | Opportunity |
| | Sector | Construction |
| | Value chain | Own operations |
| | Real \| Potential | Potential; Medium term - Between the reporting year and up to 5 years |

Whistle-blowers protection

| | | |
|---|---|---|
| If employees do not have appropriate channels to communicate ethical issues, such as inadequate management of whistleblowing mechanisms (e.g., confidentiality and anonymity), it is more likely that unethical behaviour will go unidentified and fewer cases will be remedied, potentially resulting in negative repercussions for whistle-blowers. | Type | Negative impact |
| | Sector | Facilities Management |
| | Value chain | Own operations |
| | Real \| Potential | Potential; Short term - Reporting year |

Corruption and bribery - Prevention and detection including training

| | | |
|---|---|---|
| Robust anti-corruption practices reinforce the undertaking's integrity and contribute to a fairer and more transparent business environment. | Type | Positive impact |
| | Sector | Facilities Management |
| | Value chain | Own operations |
| | Real \| Potential | Real |

### ESRS 2 GOV-1 The role of the administrative, supervisory management and bodies

Regarding business conduct, the organisational structure of Teixeira Duarte, S.A. (TDSA) is composed of the following bodies:

- The **Board of Directors**, which plays a key role in the effectiveness of the Compliance Programme, through the definition of ethical principles and guidelines; the approval of clear and objective corporate policies; the allocation of human, financial, and technological resources for corporate governance; transparency and dialogue with stakeholders and other interested parties; and the encouragement of a culture of integrity at all levels of the organisation.
- The **Management**, which plays a central role in driving the business, serving as a model of ethical conduct in the strategic and operational management of activities; in risk management to adopt preventive and corrective measures; and in promoting the Code of Ethics and Conduct, training programmes, and mechanisms to be followed by all employees.
- The **Supervisory Board** which supervises the actions of the Administration, examines the financial statements, ensures legal and regulatory compliance with applicable standards, evaluates the effectiveness of governance policies, and guarantees the transparent, ethical, and responsible disclosure of financial reports.
- The **Corporate Compliance Area**, responsible for developing and implementing the Compliance Programme; monitoring compliance with legal requirements; promoting ethics and conduct training and awareness campaigns; identifying and mitigating risks of corruption and related violations; establishing secure mechanisms for reporting whistleblowing; and investigating and proposing solutions for potential violations.
- The **Corporate Internal Audit Area**, which plays the role of analysing operations and internal control systems to identify weaknesses, inefficiencies, and risks; investigating potential fraud, misconduct, or deviations; examining accounting records, financial flows, and operational procedures to ensure accuracy and working alongside the Compliance areas and the Supervisory Board to reinforce the ethical culture and compliance with standards.
- The **Ethics Team**, which is a key element in the process of evaluating reports of irregularities communicated through the Ethics Channel, ensuring confidentiality and the independent and impartial handling of cases.

### ESRS 2 IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities

The Teixeira Duarte Group identifies material impacts, risks, and opportunities through the double materiality analysis process, as described in the IRO-1 requirement of the General Disclosures.

Additionally, Teixeira Duarte has implemented a process for managing business conduct-related risks, which incorporates various evaluations with distinct levels of complexity. This process takes into account the identification of corruption risks (bribery, distortion of competition, and offering of benefits and hospitality) and related violations (influence peddling, money laundering, and fraud), the issues to be addressed, and the identification of underlying risk types across the sectors and geographic areas in which the Group's entities operate.

The Teixeira Duarte Group has in place a Plan for Prevention of Risks of Corruption and Related Infractions (PPR), which covers all its controlled companies eligible for the criteria of having over fifty employees and headquartered in Portugal. This plan identifies, analyses, and classifies the risks and situations that may expose the Group's entities to acts of corruption and related violations, including those associated with the exercise of functions by members of the Board of Directors and Management, in accordance with the realities of the sectors and geographic areas in which the entities operate.

Risks are identified by the Board of Directors of Teixeira Duarte, S.A., duly supported by the heads of various departments within the Teixeira Duarte Group, taking into account the activities carried out by the Group's companies, the types of relationships, the analysis of documents, and data processing.

Risk assessment is based on criteria such as the likelihood of occurrence and potential impact, resulting in a rating of: low, moderate, high, or very high.

The assessment of controls for risk correction or mitigation is based on established criteria for evaluating their effectiveness, thereby determining the residual risk level.

### ESRS G1-1 Business conduct policies and corporate culture

Teixeira Duarte has adopted a zero-tolerance stance regarding acts of corruption and related offences and is actively committed to their prevention, detection, and combat. Its Plan for Prevention of Risks of Corruption and Related Infractions (PPR) aims to manage corruption-related risks through a series of initiatives that implement the Compliance Programme, which comprises the Code of Ethics and Conduct, the Anti-Corruption Training Programme, the Whistleblowing Channel, the appointment of a Compliance Officer, and an Internal Control System, in addition to the PPR itself.

The Teixeira Duarte Group's Code of Ethics and Conduct (the “Code”), which applies to all directors, employees, and other representatives, as well as all entities within its consolidation perimeter and management scope, sets out the principles, values, and commitments that must be fully adopted in the exercise of professional duties and business activities.

The Code is therefore an essential document for Teixeira Duarte and its controlled entities to establish and maintain an organisational culture based on ethics, integrity, and transparency, with all employees bearing responsibility for complying with it and ensuring its institutional enforcement.

In addition, to promote this corporate culture, the Teixeira Duarte Group has established the following policies and procedures, duly approved by the Board of Directors of Teixeira Duarte, S.A.:

- **Corporate Management Policy**: reinforces evidence of responsible business conduct and the commitment to Human Rights and the Environment throughout the operations and value chains of the controlled companies.
- **Whistleblowing Policy**: defines the procedures for the receipt, control, and handling of reports/irregularities, whether verbal or written, regarding alleged misconduct involving the controlled companies, and ensures the adoption of measures to prevent and combat inappropriate practices.
- **General Procedure for the Prevention and Combat of Harassment at Work**: sets out the principles of action and procedures deemed appropriate for preventing and addressing harassment in the workplace within the controlled companies.
- **Gifts, Hospitality, and Entertainment Policy**: establishes conduct guidelines regarding the offering and/or receiving of gifts, hospitality, entertainment, or other forms of corporate courtesies within the controlled companies.
- **Policy for Preventing and Combating Money Laundering and Terrorism Financing**: sets out the fundamental principles for preventing and combating money laundering and terrorist financing within the activities of the controlled companies.
- **Corporate Procedure on Competitor Relations**: establishes parameters for the interaction of controlled companies with competitors to ensure compliance with applicable competition values and regulations.

These corporate documents are part of Teixeira Duarte's Compliance Programme and are also applicable to all its controlled companies. They are accessible via an internal knowledge centre dedicated to various Compliance matters, known as the "Kiosk Compliance".

Internal awareness campaigns are also carried out, and Compliance-related content is disseminated via the lockscreens (computer lock screens) of all Teixeira Duarte Group employees.

## — Whistleblowing Mechanisms

### ETHICS CHANNEL

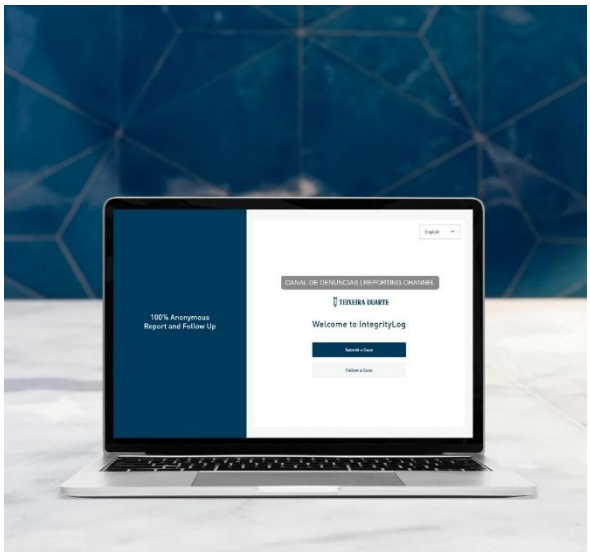
The Ethics Channel implemented by the Teixeira Duarte Group is intended for all directors, employees, service providers, contractors, subcontractors, suppliers, third parties, shareholders, and other stakeholders. It comprises the following options for reporting complaints or irregularities:

i. Whistleblowing Channel ("IntegrityLog"): an external provider platform, managed by an internal team, which allows the reporting of irregularities anonymously, should the whistle-blower so choose.

ii. Mail addressed to the Board of Directors or to the Supervisory Board of Teixeira Duarte, S.A.;

iii. Electronic mail sent to the address compliance@teixeiraduarte.com, with exclusive access granted to the members of the Ethics Team;

iv. Electronic mail sent to the address conselhofiscal@teixeiraduarte.com, with exclusive access granted to the members of the Supervisory Board.




This channel for receiving reports can be accessed externally via the Teixeira Duarte website, and also internally through the Employee Portal and the "Kiosk Compliance". It should be used for reporting complaints/irregularities outlined on the platform itself, namely breaches of conduct, acts of corruption and harassment, data and human rights violations, among others.

## — Investigation of Business Conduct Incidents

All complaints/irregularities reported via the Ethics Channel are assigned an identification number and submitted to an Ethics Team for assessment through a screening phase, which determines, within fifteen days, whether the reported content is relevant to proceed to an investigation phase.

To ensure independence and impartiality in the analysis of the case, a screening report is subsequently sent to the Board of Directors of Teixeira Duarte, S.A., for agreement and deliberation in favour of proceeding to the investigation phase. This process also applies to complaints marked for archiving.

If no grounds are found to justify an investigation, the case is closed and the whistle-blower is duly informed within the fifteen-day period. If there are elements warranting further analysis, an investigation is conducted with discretion, impartiality, and the necessary confidentiality and respect for the anonymity of the whistle-blower, if they have so chosen. Depending on the complexity or technicality of the investigation, members of the Ethics Team may also request additional resources from the Board of Directors, including the support of financial, legal, and/or technical experts.

Once the investigation phase is concluded, which may last up to three months, an investigation report is prepared by the Ethics Team with a conclusion as to whether the reported irregularity is substantiated or not, along with recommendations for preventive or corrective measures. This report is also submitted to the Board of Directors for approval.

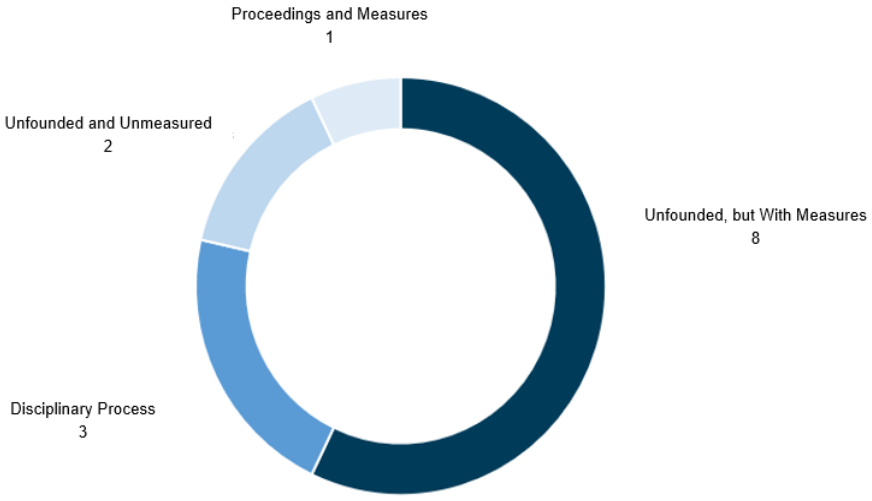
Upon a favourable decision, the outcome of the investigation is communicated to the whistle-blower, and the necessary measures are directed to the responsible parties for practical implementation.

In 2024, Teixeira Duarte Group and its controlled companies recorded 15 reports falling under the following categories:

| Subject | Number of reports |
|---|---|
| Abuse of Power | 1 |
| Moral harassment | 7 |
| Sexual harassment | 3 |
| Confidentiality | 1 |
| Human Rights | 1 |

| | |
|---|---|
| Discrimination | 1 |
| Safety and Health | 1 |
| Total | 15 |

After investigating the 15 reports, 1 report was archived. The remaining reports resulted as follows:




Investigation results of the 2024 reports

— **Whistleblowers protection**

In the context of protecting whistle-blowers, Teixeira Duarte acts in accordance with Law No. 93/2021, of December 20th, to which it is subject, ensuring the confidentiality, integrity, protection of personal data of the whistle-blower/accused, and the anonymity of the reports received, as well as the absence of any retaliation for good-faith reports.

Retaliation against whistle-blowers is condemned and may lead to disciplinary proceedings against the perpetrators and those who allowed such retaliation.

To raise awareness and reinforce the importance of this matter, and to make the work environment safer, more ethical, and compliant, Teixeira Duarte has included a course on the Ethics Channel in its Employee Training Programme since 2023. This course covers the available communication channels, the flow for handling the reports received, and the protective measures applicable to whistle-blowers.

The completion rate of this training by all employees of Teixeira Duarte Group and its subsidiaries is monitored by the Corporate Compliance Department, with the support of the respective Management Teams. This training is also part of the onboarding process for new employees.

— **Business conduct training**

To ensure the understanding and adherence to the Teixeira Duarte Code of Ethics and Conduct (the Code) applicable to its controlled companies, this corporate document is included in the onboarding process for all employees, serving as training on business conduct.

In addition, Teixeira Duarte provides training on its Ethics Channel, Prevention and Combat of Harassment at Work, and Prevention of Corruption to all employees across all geographies.

The content of the Prevention of Corruption training aims to reinforce the importance of all employees' commitment to preventing and detecting acts of corruption and related offences; ensuring the effectiveness of internal controls regarding transparency, integrity, and efficiency; demonstrating the applicable sanctions, both individually and collectively, for acts of corruption and related offences; and ensuring Teixeira Duarte and its controlled companies' legal compliance with the applicable legislation.

Since its launch in March 2023, over 700 employees based in Portugal have completed this training, which is mandatory for employees with greater exposure to these risks, and is also part of the onboarding process for new employees.

The training is also available for other geographies where Teixeira Duarte Group and its controlled companies operate, through an e-learning platform, which can be accessed via the Employee Portal and the “Kiosk Compliance.”

In 2024, Teixeira Duarte also appointed the Chief Compliance Officer as the Human Rights Officer, representing its commitment to compliance in the area of Human Rights, as well as responding to new legal requirements regarding corporate sustainability, namely the Taxonomy Regulation (Minimum Safeguards).

— **Functions Most Exposed to the Risk of Corruption and Bribery**

Teixeira Duarte’s Plan for Prevention of Risks of Corruption and Related Infractions identifies areas with the highest potential for the occurrence of acts of corruption and related offences. These areas are tasked with identifying, assessing, mitigating, and monitoring the risks inherent to their activities, aiming to anticipate and/or mitigate possible situations that could have negative impacts and consequences for these entities, thereby minimising the associated risk levels.

**ESRS G1-3 Prevention and detection of corruption and bribery**

Teixeira Duarte’s approach to the prevention of corruption and bribery is established through normative documents that form part of its Compliance Programme, as well as the availability of mandatory Corruption Prevention training for employees with greater exposure to these risks.

In the event of a past, present, or reasonably foreseeable future instance of corruption, Teixeira Duarte encourages all its directors, employees, service providers, contractors, subcontractors, suppliers, third parties, shareholders, and stakeholders to make use of the available Reporting Mechanisms to communicate the incident.

Information regarding the policies implemented to anticipate, detect, and respond to cases of corruption and bribery can be found in section G1-1.

The individuals responsible for analysing the reported cases are always from departments unrelated to the subject of the report.

Currently, the Teixeira Duarte Group has in place a General Measures Package, which consists of a set of measures implemented across all identified risk areas under the PPR. This package includes systemic control measures, normative documents, and training.

The implementation of the PPR is subject to a control and monitoring system, which includes evaluation reports carried out twice a year to ensure the effectiveness of the measures contained within it. This process also ensures the measures are updated in accordance with the organization’s evolving business dynamics.

**ESRS G1-4 Incidents of corruption or bribery**

Teixeira Duarte and its controlled companies were not subject to any fines or penalties for violations of anti-corruption or anti-bribery laws, nor were they involved in any legal actions related to corruption or bribery during the reporting year.

During 2024, through the Ethics Channel, two "Corruption" related reports were filed and forwarded for investigation. After thorough review, it was concluded that the alleged facts were not substantiated, and therefore, no actions or corrective measures were required.

# ENTITY SPECIFIC INFORMATION

## INNOVATION AND TECHNOLOGY

As a result of the double materiality process, two opportunities related to the Construction sector were considered material.

Innovation and Technology

| | | |
|---|---|---|
| Innovation, combined with technological development in the construction sector, creates opportunities for the development of more sustainable and efficient buildings, particularly in terms of using more eco-friendly, recyclable, and/or reusable materials, energy-efficient production, and waste reduction techniques. This contributes to enhancing the undertaking’s value and reputation, increasing its competitiveness, and reducing its carbon footprint. | Type | Opportunity |
| | Sector | Construction |
| | Value chain | Own operations |
| | Real \| Potential | Potential; Medium term - Between the reporting year and up to 5 years |
| The adoption of advanced technologies such as Building Information Modelling (BIM) and project management software simplifies construction processes, leading to more | Type | Opportunity |
| | Sector | Construction |

| | | |
|---|---|---|
| efficient project planning, a reduction in errors, and better resource management. | Value chain | Own operations |
| | Real \| Potential | Potential; Medium term - Between the reporting year and up to 5 years |

**MDR-P Policies adopted to manage material sustainability matters**

"Ingenuity", the first of Teixeira Duarte's core values, is synonymous with innovation and reflects over 100 years of practice, giving rise to the brand identity of "House of Engineering" for which Teixeira Duarte is recognised.

The Teixeira Duarte Group Code of Ethics and Conduct, which applies to all administrators, employees, and other representatives, as well as to all entities within its consolidation and management scope, establishes the responsibility of employees to autonomously promote innovation, utilising both their skills and the human and technical resources provided by the companies in which they work.

Considering the diverse nature of its business areas and geographies in which it operates, the Group has chosen not to implement a single, overarching policy across all its subsidiaries. In fact, a decentralised management structure, where each business segment has full autonomy in managing its own innovation processes, has been recognised as more effective.

Nevertheless, Teixeira Duarte possesses a transversal innovation culture, evident in the main management tools and commitments made by all the companies to their respective stakeholders, as seen in their respective **Corporate Management Policies**.

It is worth mentioning that within each of the Group's sub-holdings, there is a member of the respective Board of Directors responsible for ensuring good governance of innovation at the level of the subsidiaries under their control, notably through the organisation of innovation information, fostering synergies, and driving Research and Development (R&D) and innovation in business.

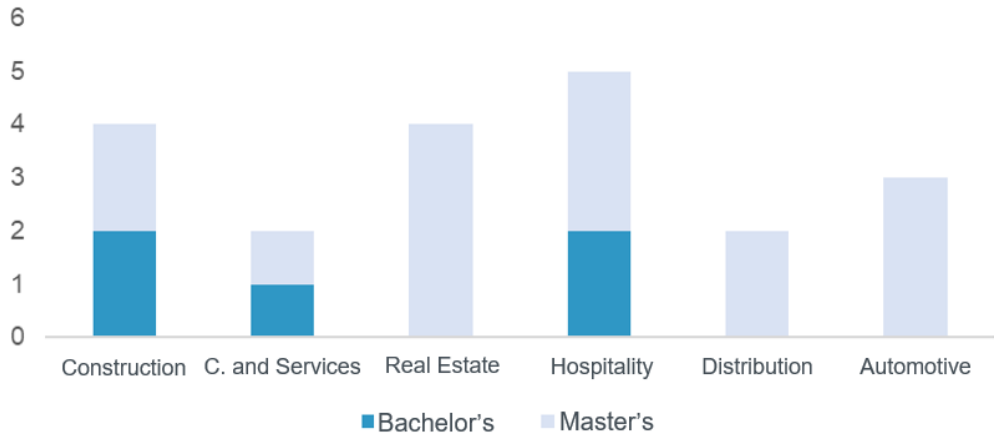
The Group's **Competency Development Policy** (ESRS S1-1 disclosure requirement) is also an important policy for addressing risks and seeking opportunities in innovation. The implementation of new working methods and advanced technologies requires skills that demand appropriate training.

In this regard, it is important to highlight that Teixeira Duarte is implementing an ambitious plan to consolidate the BIM methodology, with the aim of achieving a level of competence across all BIM dimensions that sets a market benchmark. To achieve this, Teixeira Duarte is strongly committed to employee training, the creation of BIM standards and templates adapted to its reality, and the development of applications that enable process optimisation. As a result, the number of projects managed using the BIM methodology continues to increase year after year.

**MDR-A Actions and resources in relation to material sustainability matters**

All business sectors of the Teixeira Duarte Group have employees dedicated to R&D and/or Innovation activities. Hospitality and Real Estate sectors even have an internal Innovation Committee.

**Number of employees involved in the management and coordination of R&D and Innovation activities by education level** (data as of 31/12/2024)




The focus on quality, continuously improving overall performance, competitiveness, and the intention to meet the needs and expectations of its clients, led several companies within the Teixeira Duarte Group to invest in the implementation and certification of Quality Management Systems according to the ISO 9001 standard.

This standard provides companies with a framework that promotes innovation within a controlled and high-quality environment, encouraging creativity and continuous process improvement. The main construction companies of the Group in Portugal, Brazil, and Mozambique have maintained the Quality Management System for several years, recognizing the process-based and risk-based approach as an effective framework for fostering innovation and enhancing the organization's competitiveness.

Sectors and markets where Teixeira Duarte Group companies had, as of December 31st 2024, certified Quality Management Systems according to the ISO 9001 standard:

- **Construction:** Portugal, Brazil and Mozambique;
- **Concessions and Services**: Portugal, Angola, Brazil, Spain and Mozambique;
- **Real Estate:** Portugal and Brazil;
- **Distribution:** Angola

The digitalisation of processes and the use of interconnected systems increase the vulnerability of all companies to cyberattacks. For this reason, the Teixeira Duarte Group has set as a strategic goal the adoption of information management practices in accordance with the highest international standards and a strong regulatory framework. In 2024, Teixeira Duarte - Engenharia e Construções, S.A. obtained certification under the international standard **ISO 27001:2022** for its Information Security Management System, becoming the first entity among the Top 5 construction companies in Portugal to achieve this certification.

Maintaining this certification, along with its planned extension to other areas or geographies, will require the entire Teixeira Duarte Group to change its approach to these matters, adopting new practices that will lead to a culture of information security. This process will be gradual, with 2025 being dedicated to the Consolidation, Training, and Awareness of Information Security within the Teixeira Duarte Group.

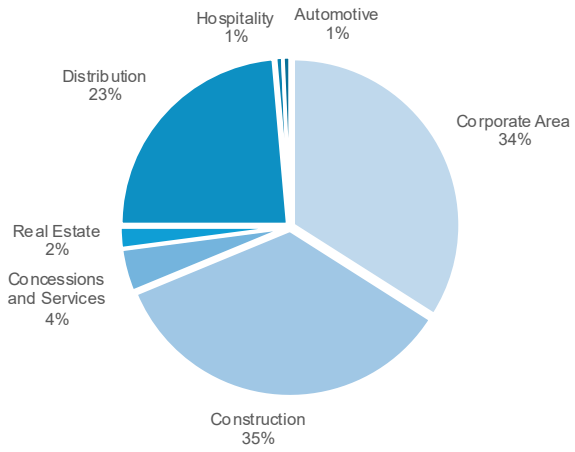
At the Group level, it is worth highlighting, in 2024, the activity of the Innovation Committee, created in 2022 and composed of members from the Boards of Directors of the two sub-holdings, along with representatives from various business areas and the corporate area. In partnership with the Catholic University, the Committee led the "Back-to-Market" programme in 2023, which aimed to diagnose the maturity and specific needs of the Teixeira Duarte Group regarding Innovation.

Following this diagnosis, the Committee promoted the production of a Group Innovation Report in 2024, an instrument designed to provide visibility to the main R&D and Innovation projects ongoing in the different business areas, reflecting their key performance indicators, including financial investments, human capital, and activities related to the Innovation ecosystem.

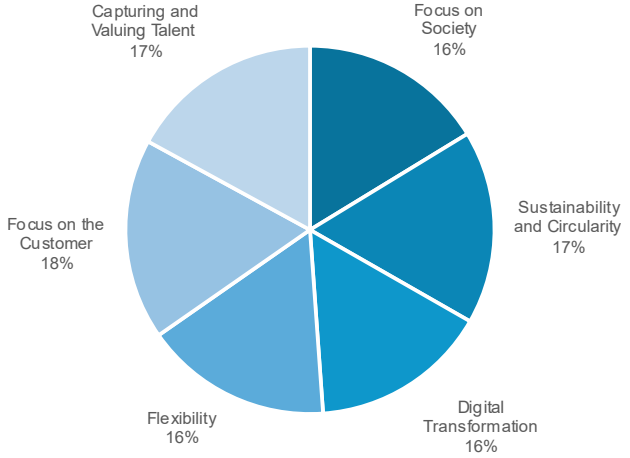
In order to foster Innovation, Teixeira Duarte Group established an annual Ideas Competition in 2024. The theme for the first edition was: "Transformation for a Better World". The aim of this challenge was to contribute to ensuring that innovation leads to a significant and positive change in the companies controlled by the Group, towards a more sustainable and inclusive future.

The first phase of the competition concluded with a total of 144 proposals submitted from various markets, with potential application across all areas of the Group's activities, and covering various "drivers" of change.

Application areas of the proposals submitted




Drivers of change in the proposals submitted




These ideas were evaluated according to the following criteria: innovation character, feasibility and replicability, process optimization, energy and material efficiency, positive social impact, and technical and scientific merit.

Fourteen ideas (10%) were awarded, advancing to the second phase for the development of the business model. This last phase will conclude in May 2025.




To ensure the protection of all intellectual property rights generated within the scope of Research, Development, and Innovation, Teixeira Duarte - Engenharia e Construções, S.A. has been granted several patents in Portugal. In 2024, no new invention patents were submitted for registration.

Regarding trademarks, within the universe of Teixeira Duarte Group companies, there is a vast number of protected trademarks for exclusive use in various countries. The total of trademarks protected by these companies has been over 500 since 2017.

Other measures are implemented by the business areas to promote Innovation:

- Internal initiatives for idea generation and capture.
- Listening to needs and/or promoting innovation with clients.
- Participation in associations, platforms, and/or industry networks.
- Active partnerships/collaborations for the development of R&D and innovation initiatives/projects with external entities to the Teixeira Duarte Group.

In the specific scope of Research and Development, the Teixeira Duarte Group is today a unique platform for research in the Architecture, Engineering, and Construction (AEC) sector, and is committed to further strengthening this role. The broad spectrum of activities carried out by the Group in Construction, Real Estate Development, and Facilities Management provides a rich environment for integrating academic research with industry practice, fostering impactful academic involvement through:

- Data collection capabilities: Teixeira Duarte's experience across all areas of the built environment and access to internal data allows for comprehensive research, based on national and international case studies.
- Training opportunities: Through on-the-job training, e-learning, and technical site visits, practical learning experiences are provided, deepening understanding of construction practices.
- Networking and dissemination: Collaboration with professionals and academics fosters knowledge exchange and creates dissemination opportunities. Teixeira Duarte has numerous partnerships with academia and industry associations around the world.

The opportunity to contribute to advancing knowledge and practices in the construction industry has led to Teixeira Duarte – Engenharia e Construções, S.A.'s involvement in several European projects, with the most recent and notable being the GreeNexUS project, which the company is part of as a consortium, under the Marie Skłodowska-Curie Actions programme. This is the EU's leading reference for doctoral and post-doctoral projects, where Teixeira Duarte takes the lead on the topic of "Green-BIM."

Launched in February 2023 and concluding in December 2026, this collaborative program guides a doctoral programme with the aim of: 1) creating a framework to promote green buildings as drivers for improving urban quality and environmental health in future low-carbon societies; 2) establishing a BIM workflow for designing high-performance green buildings; 3) defining guidelines for new professional requirements and future platforms to accelerate BIM development.

This consortium, supported by the Horizon Europe programme, brings together 20 institutions from nine European countries collaborating on the development of 10 strategic themes aimed at making European cities more sustainable, healthy, and safe. Teixeira Duarte, in partnership with six European universities, benefits from this project fully funded by the European Commission, being the only company with this status within the consortium.

The OMICRON project, in which Teixeira Duarte – Engenharia e Construções, S.A. collaborates, also saw developments in 2024. This European project, funded by Horizon 2020 under the Mobility for Growth call, brings together 15 partners from 7 countries, aiming to develop innovative solutions for the maintenance and regeneration of road infrastructure. The project focuses on utilizing more automated solutions, optimized through robotic technologies and intelligent decision-support tools.

Teixeira Duarte is responsible for coordinating the main demonstrator of the project that aims to develop modular solutions for the execution of superior passages (for situations of: highway widening; fauna pathways and replacement of existing ones), in a fast, safe and sustainable mode.

Still within the sphere of Research and Development, in 2024, EPOS – Empresa Portuguesa de Obras Subterrâneas, S.A. was actively involved in two strategically relevant projects. The “RoboShot@FRC: Robotised System for Optimised Fibre-Reinforced Concrete Spraying in Railway Tunnels is developed in collaboration with partners such as Leirimetal, Teclis, University of Minho, Polytechnic of Leiria, and Infraestruturas de Portugal, under the Research and Technological Development Incentives System (SI ID&T). This project led to the creation of an integrated robotised system for spraying fibre-reinforced concrete, offering an innovative and economically competitive solution.

The second highlight project from EPOS is “Malha-sol: Innovative Method for Applying Wire Mesh in Mining Galleries,” which is still under development and has been submitted for the Tax Incentives for Business R&D (SIFIDE). This project aims to develop an innovative and efficient process for applying mesh-sol in the Neves-Corvo Mine galleries, meeting new safety requirements.

Additionally, the project prepares and trains workers for the new production process using methodologies based on Augmented Reality, ensuring that new workers no longer need to go down into the mine to learn, enhancing safety and providing equipment for the production process. Another significant objective of the project is the digitalization of monitoring and quality control in the production process. The introduction of laser scanning and BIM technologies will revolutionize the way it was previously done.

Investment in advanced equipment and new technologies to transform construction processes is one of the core principles of innovation in the sector.

In this regard, as an example, Teixeira Duarte – Engenharia e Construções, S.A. acquired a laser scan equipment with innovative technology that is currently unique in Portugal. The NavVis VLX 3, which is notable for being fully portable and operated by just one person, uses a laser beam to measure the distance with precision between the scanner and an object or surface. It is widely used in areas such as topographic mapping, civil engineering, architecture, archaeology, and structural monitoring. The analysis of the data collected by the laser scan allows for the creation of detailed three-dimensional models of the existing environment and provides accurate information regarding the shape, size, and characteristics of surfaces.

**MDR-M Metrics in relation to material sustainability matters**

The investment in R&D activities made by the Construction area in 2024 amounted to 369.044 euros, with 38% coming from the Group's companies' own funds and 62% from financing.

| 2024 | Captured ideas | Ideas being developed | In POC / implementation stage |
|---|---|---|---|
| Construction | 53 | 10 | n/a |
| Concessions and Services | 78 | 25 | 9 |
| Real Estate | 25 | 25 | 7 |
| Hospitality | 160 | 31 | 19 |
| Distribution | 43 | 29 | 14 |
| Automotive | 32 | 24 | 14 |

**MDR-T Tracking effectiveness of policies and actions through targets**

The companies within the Teixeira Duarte Group will continue to invest in promoting innovation, with their employees and clients being the primary sources for generating ideas. As 2024 was the first year of systematically gathering information on this material topic, Teixeira Duarte has not yet established measurable goals. However, it anticipates being able to define such goals by the 2026 fiscal year.

# FURTHER INFORMATION ON ACTIVITY IN 2024

## PROGRAMMES WITH ECONOMICAL AND SOCIAL IMPACT

Teixeira Duarte Group believes that actions aimed at the collective good are not just a reflection of corporate responsibility, but a strategic investment that fosters a virtuous cycle of growth and sustainable development, both for the company and for society.

The programs created by Teixeira Duarte with this purpose in various markets have a proven track record of results that benefit all stakeholders, helping to strengthen the resilience of the social and economic ecosystems where the Group's companies operate.

## *Fazer Pescar* programme

### Scope(s)

Employability
Professional qualification
Social Accountability

### Target Group

Young people living in an underprivileged social situation.

### Sectors / Companies of the Group involved

All sectors operating in Angola.

### Description

*"Teach a man to fish and you'll feed him for the rest of his life", Lao Tzu*

"*Fazer Pescar*" (Go Fishing) is an initiative that has been operating in Angola for over 10 years, with the aim of creating employment opportunities for young people in situations of social vulnerability. It provides them with training and professional experience, enabling them to secure their future and contribute to the development of their communities.

The programme consists of 3,5 months of training, which includes components of social integration, integration in the company and integration at work. At the end of the course, trainees with positive assessments join companies Group companies.

Attendance is free and trainees benefit from meals, transport allowance, personal accident insurance, uniforms, school supplies and medical monitoring.

### Challenge

Attracting and training talent for the operations of the Teixeira Duarte Group's companies, leveraging the resources and tools focused on the training and professional development of employees already established across the Group's various companies.

"Fazer Pescar" is one of the corporate social accountability initiatives Teixeira Duarte Group has strongly invested in and will continue to invest in, with significant positive impacts on the growth of its companies, its people, and the communities it engages with.

### Impacts

- 64 classes trained over 21 editions held since 2013 (2 editions with 8 classes in 2024);
- 803 young persons graduated since 2013, with 756 young persons being integrated into the Group's companies;
- As of December 31st 2024, the individuals integrated through the program represented 9% of the employees across the companies.

### Contribution to the Sustainable Development Goals






Closing Session of the 20th Edition of the Fazer Pescar programme (June 2024) - Angola




Closing Session of the 20th Edition of the Fazer Pescar programme (June 2024) - Angola

## *Fazenda Maxi* Programme

### Scope(s)

Employability
Inclusive economy
Food Quality and Safety
Professional qualification
Responsible practices in the value chain

### Target Group

Agricultural producers, with an emphasis on small and medium-sized producers.

### Sectors / Companies of the Group involved

Distribution Sector in Angola.

### Description

A programme created in 2012 and promoted by CND through its "Maxi" brand, which establishes partnerships with producers, with the aim of developing national production and making the best national agricultural products accessible to the entire population.

Through this programme, the CND provides producers with technical advice throughout the production process and specialised training with a view to improving the quality and regularity of their production. On the other hand, it ensures the distribution of products to the "Maxi" stores, collecting and transporting them.

The savings obtained by shortening the distribution chain are passed on to the end client.

The CND's support for producers includes technical support, supply, logistics and Food Quality and Safety of the products, with a fleet of refrigerated vehicles, specially developed shipping boxes and operational support for their central structure.

In 2024, CND carried out its first export of tropical fruits produced by the farmers at *Fazenda Maxi*, for which it obtained the "GlobalG.A.P for Producer Groups" certification, in partnership with the IFC – World Bank during 2023.

### Challenge

To reduce the challenges faced by CND's food retail business in sourcing high-quality agricultural products at affordable prices for all, in a consistent and sustainable manner, by leveraging the organisation's existing logistical and human resources, including its technical and training structures.

### Impacts

- 2.670 purchased in 2024 (a sharp decline compared to previous years due to the lack of inputs in the market, adverse weather conditions, and a decrease in vegetable production driven by incentives for grain cultivation to supply local flour mills).
- In 2024 it represented 60% of the volume of the Fruit & Vegetable category of the "Maxi" stores, continuing to contribute to the reduction of the import rate in the category;
- Products purchased from 35 partners across the entire Angolan territory;
- More than 130 product references supplied;
- Knowledge and "know-how" transfer.
- Strengthening the technical capacities of producers to move towards more competitive and sustainable production standards;
- Professional development of small agricultural entrepreneurs;
- Revitalisation of local economies and subsequent promotion of the settlement of people in rural areas;
- More diversified and high-quality domestic product offer

### Contribution to the Sustainable Development Goals



## *Todos Doamos* Programme

### Scope(s)

Social Accountability

### Target Group

Teixeira Duarte Group Employees.

Social institutions that support people in markets where Teixeira Duarte Group companies operate.

### Sectors / Companies of the Group involved

All companies included in the consolidation perimeter of Teixeira Duarte can join the Programme.

### Description

The Todos Doamos Programme is a corporate social accountability initiative, implemented annually by the Teixeira Duarte Group since 2015. It allows the Group's companies to strengthen the support their employees wish to provide to projects and social welfare institutions that assist individuals in need. Thus, the employees who choose the institutions to support.

The Todos Doamos Programme includes both financial donations and the option for employees to contribute their time through volunteering.

The Group's companies donate double the amount donated by employees and/or grant the employee two days of work leave for volunteering activities, for each day of vacation, weekly rest, or holiday used for the same purpose. In other words, the institutions benefit from triple the support - financial and/or time - that the employee made available on a personal basis.

Any employee can apply for the Programme, indicating a social institution based in a country where the Group operates.

The Todos Doamos Programme for 2024 was in effect between January 1st and December 25th.

### Challenge

Support social solidarity projects and institutions through initiatives that involve employees in direct action that is neither exclusive nor centralised in a decision by the Board of Directors.

### Impacts

- 47 applications in 2024 (-3 than in 2023);
- In 2024, a total of 59.776,00 euros was raised through employee donations and donations from Teixeira Duarte Group companies (+ 7.449,00 euros when compared to 2023).
- 35 institutions were supported through financial donations in Portugal, Angola, Brazil, and Mozambique in 2024 (+1 when compared to 2023).

### Contribution to the Sustainable Development Goals



## *Dar Vida* Programme

### Scope(s)

Public Health
Information
Social Accountability

### Target Group

Teixeira Duarte Group employees.

Health Care Institutions

### Sectors / Companies of the Group involved

Activity Sectors in Angola and Mozambique.

### Description

Social accountability programme created in 2019 in Angola by the Group's Construction sector and currently promoted by several subsidiaries in Angola and Mozambique.

It aims to promote the regular voluntary blood donation of employees.

By making its employees aware of the importance of voluntary blood donation and providing conditions for donations to be made, through technical partnerships, the Group aims to contribute to reducing the current shortage of blood stocks in health institutions and stimulate a greater sense of solidarity with employees and their personal lives.

### Challenge

To contribute to the improvement of the voluntary blood donation system that allows universal access to timely supplies of safe, quality assured blood and blood components. In countries where the Group operates, such as Angola and Mozambique, the percentage of voluntary blood donations is quite low. As a result, many employees may directly or indirectly face periods of blood shortages during their lives, which can indirectly affect their professional performance.

### Impacts

- 41 collection actions carried out in Angola since 2019 (1 in 2024) that totalled 439 donations from employees;
- 7 collection actions carried out in Mozambique since 2021 (1 in 2023) that totalled 245 donations from employees;
- On average, 450 ml of blood are collected from each donation, which can help save the lives of up to 3 people;
- Since the beginning of the Programme, in these two countries, 684 blood collections have been carried out that have made it possible to help save the lives of more than 2.050 persons;
- Promotion of partnerships and closer relations with health institutions.

### Contribution to the Sustainable Development Goals



## CONTRIBUTION TO THE REGULATORY ACTIVITY OF THE CONSTRUCTION SECTOR

The contribution to the standardisation of the activity sectors is a means of competitive differentiation for the companies, as it privileges the development of the activities in line with rules of the trade and national and international standards.

In 2024, Teixeira Duarte - Engenharia e Construções kept its participation in the *Technical Working Group* of the *European Federation of Foundation Contractors* (EFFC) which aims at the cooperation and development of guides and standards for the execution of geotechnical.

Teixeira Duarte - Engenharia e Construções, S.A. is part of the working group WG11 of the Technical Committee TC182 of ISO, responsible for drafting the standard ISO 22477-2 Geotechnical investigation and testing - Testing of geotechnical structures - Part 2: *Testing of piles: Static tension load testing* e ISO 22477-6 *Geotechnical investigation and testing – Testing of geotechnical structures – Part 6: Testing of soil nails and rock bolts*.

Teixeira Duarte also participates in the standardisation activities of the Portuguese Technical Committee for Standardisation CT156 - Geotechnics in Civil Engineering.

In the domain of the BIM standardisation in Portugal, the company participates in the CT 197, whose mission is to develop the standardisation within the scope of the classification systems, modelling of information and processes throughout the life cycle of the construction projects and follow the developments of CEN/TC 442, CEN (*European Committee for Standardisation*) technical committee regarding BIM standardisation.

In collaboration with the Higher Technical Institute and the National Laboratory for Civil Engineering (LNEC), Teixeira Duarte - Engenharia e Construções, S.A. is part of a working group called "BIM Measurement and Quantification System." This group's main objective is to analyse the adaptation of the "Rules of Measurement in Construction" standard for the incorporation of modern methodologies that use BIM software.

In 2024, Teixeira Duarte - Engenharia e Construções, S.A. maintained its participation in the Portuguese Society of Geotechnics (SPG), participating in the groups GT2 Port Geotechnics and GT4 - BIM and Information Management in Underground Works of the Portuguese Commission of Tunnels and Underground Space (CPT), which focus on the organisation of and participation in training sessions and technical-scientific divulging events, the promotion visits of projects and the development and publication of technical documentation in the various domains of the transportation geotechnics, among others.

## PARTNERSHIPS WITH ENTITIES IN THE INDUSTRIAL, SCIENTIFIC, AND TECHNOLOGICAL SYSTEM OF THE CONSTRUCTION SECTOR




Public Act of Constitution of the Construction Foundation (July 2024)

Within the Construction sector, the Teixeira Duarte Group promotes innovation and technological development by engaging in R&D activities in partnership with institutions within the scientific and technological system, as well as with other companies in the industry.

## Main Partnerships in Portugal

### Portuguese Construction Technology Platform

The PTPC brings together companies, designers, universities, public entities and other entities of the Scientific and Technological National System, with the mission of promoting reflection on the Construction sector, implementing initiatives and Research projects, Development and Innovation, contributing to increased competitiveness in the economy's general framework and promoting cooperation between stakeholders in the Construction and Public Works sector or related to it.

Teixeira Duarte - Engenharia e Construções, S.A. chairs PTPC since its establishment in 2011.

### AEC Cluster – Architecture, Engineering and Construction

Established in 2016, the AEC Cluster is managed by PTPC. Operating in the economic sector of Architecture, Engineering and Construction and respective rank or value chain, favouring the achievement of high innovation, technological development and competitive capacity levels, cooperation and networking and the cluster's internationalization development through, namely, the participation in international networks.

### Built CoLAB - Collaborative Laboratory for the Environment Built from the Future

In 2020, PTPC approved the application for a Collaborative Laboratory for the provision of services, by highly qualified human resources, that promote the development of cooperative or internal business skills. The overall value of the 5-year non-repayable grant is 3.4 million euros.

Teixeira Duarte - Engenharia e Construções, S.A. holds the Presidency of BUILT CoLAB's Board of.

### Construction Foundation




Teixeira Duarte - Engenharia e Construções, S.A. is a founding member of the Construction Foundation, established in 2024. The foundation's aim is to bring together and coordinate efforts from the key entities in the AEC (Architecture, Engineering, and Construction) sector, particularly through contributing to the collective understanding of the country's actual needs in this area. This encompasses fields such as the design of infrastructures and buildings, considering sustainable economic development and the defence of national interests and autonomy.

The Construction Foundation includes the *Ordem dos Engenheiros* (Engineering Association), the *Ordem dos Arquitetos* (Architects Association), the *Ordem dos Economistas* (Economists Association), and 14 leading companies in the construction and project sectors in Portugal.

### Portuguese Association of Structural Engineering (PASE)

The association constitutes the Portuguese group of the International Association for Bridge & Structural Engineering (IABSE), and Teixeira Duarte - Engenharia e Construções, S.A. participates in it through the PTPC, focusing on the development and promotion of structural engineering at an international level.

The company is responsible for organising large international congresses and conferences.

### Fund for the Development of the Sciences of Construction (FUNDCIC)

Teixeira Duarte - Engenharia e Construções, S.A. chairs the General Meeting of FUNDCIC, a scientific association governed by private law that brings together, as associates, among various entities, the National Civil Engineering Laboratory, and which, for non-profit purposes, has as its purpose the support for engineering research and development.

### Association for Training and Development in Civil Engineering and Architecture (FUNDEC)

Teixeira Duarte - Engenharia e Construções, S.A. is member of the Advisory Board of FUNDEC since its foundation. FUNDEC has defined as goals the institutionalisation of continuous training actions, add value and recycle persons and companies operating on the wide domain of Civil Engineering and Architecture. Simultaneously, FUNDEC supports companies through the provision of services of science and technology.

### Association *BuildingSMART*

Teixeira Duarte - Engenharia e Construções, S.A. is associated of *BuildingSMART*, whose main objective is to promote the efficiency in the construction sector through the use of open standards of interoperability in BIM (“Building Information) to achieve new levels of reduction of costs, execution time and quality.

## Main International Partnerships

### ENCORD - *European Network of Construction for Research and Development*

Teixeira Duarte - Engenharia e Construções, S.A. was admitted to ENCORD in 2014. ENCORD is the European Commission's contact association in matters regarding innovation in construction and superintends the activity of the ECTP - *European Construction Technology Platform*.

ENCORD receives the participation of the major construction companies in Europe in the promotion of innovation and competitiveness.

### ECTP – *European Construction Technology Platform*

ECTP is a similar association to PTPC but with a European scope. As the President of PTPC, Teixeira Duarte - Engenharia e Construções, S.A. is the vice-president of ECTP and the president of the DBE (Digital Built Environment) Committee of ECTP.

### B4P - *Built4People*

Teixeira Duarte, through PTPC and ECTP, is a member of the Board of Directors of the Built4People partnership under the "Horizon Europe" programme. The partnership aims to catalyse the transition to a people-centred, climate-neutral, sustainable and intelligent built environment.

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## METHODOLOGICAL NOTES ON INFORMATION RENDERED

### ESRS E1-5 Energy consumption and mix

At Teixeira Duarte, the main sources of energy consumption include electricity usage in offices, factories, and warehouses, as well as fuel consumption in fixed equipment and the company's fleet. For fixed equipment and the fleet, Teixeira Duarte uses fossil fuels such as diesel and gasoline. The electricity consumed comes from fossil sources.

The conversion factors used in 2024 were as follows:

| Fuel | Density | Lower Heating Value (LHV) |
|---|---|---|
| Diesel | APA – NIR 2024 | APA – NIR 2024 |
| Petrol | APA – NIR 2024 | APA – NIR 2024 |

### ESRS E1-6 Gross Scopes 1, 2, 3 and Total GHG emissions

#### General methodological notes

For the calculation of greenhouse gas (GHG) emissions, Teixeira Duarte considered, whenever possible and relevant, the various greenhouse gases identified by the Kyoto Protocol, namely: carbon dioxide (CO2), methane (CH4), nitrous oxide (N2O), hydrofluorocarbons (HFC), perfluorocarbons (PFC), and sulphur hexafluoride (SF6). To quantify the emissions of each GHG, the respective Global Warming Potential (GWP) factor was used.

In the calculation methodology employed, the GWP values provided in the IPCC Fifth Assessment Report (AR5) were taken into account, as recommended by the GHG Protocol.

| | $CO_2$ | $CH_4$ | $N_2O$ |
|---|---|---|---|
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The emission factors used were chosen based on the best available information, the most up-to-date, and with the reporting year closest to 2024.

For the first reporting of Scope 3 emissions, a screening process was carried out to identify both applicable and non-applicable categories, specifically materials, in order to address AR 46. The materiality criteria considered during the screening phase were magnitude and degree of influence. To determine the magnitude, appropriate estimates were made in the first year using secondary information, considering the unavailability of primary information for the vast majority of emission sources. For this determination, a mapping of the data available within the Teixeira Duarte Group was performed. Given the available information, and considering this was the first calculation exercise, a calculation methodology based on extrapolation was selected. A total of 10 companies from the Teixeira Duarte Group were chosen, representing the six sectors: automotive, concessions and services, construction, distribution, hospitality, and real estate. The calculation of all applicable categories was performed for each of these companies. For the remaining 120 companies, emissions were extrapolated based on the following criteria:

- Emission data from companies in the same sector was used for extrapolation.
- An emissions indicator (GHG per euro of turnover) was defined for the analysed companies, which was then applied to the turnover of the remaining companies to estimate their emissions.
- The emissions related to Category 7 - Commuting and Category 15 - Investments were not included in the extrapolation and were calculated separately using a distinct methodology.
- The emissions for Category 10 - Processing of sold products were not extrapolated, as data on intermediate products were collected for all the companies where this category is applicable;
- For Category 6 - Business Travel, the data from the selected companies were considered representative of the entire Teixeira Duarte Group, except for TEIXEIRA DUARTE - Engenharia e Construções, S.A. - Brazil Branch. For this company, an extrapolation of business travel emissions was performed.

**Methodology for calculating Scope 1 emissions**

For Scope 1 emissions, the following sources of GHG emissions were considered:

- Fuel consumption in fixed equipment.
- Fuel consumption in mobile equipment, such as the company's fleet.

There were no refills during 2024, and as such, it is considered that there were no emissions resulting from refrigerant gas leaks.

**Fleet**

The GHG emissions associated with the mobile fleet combustion were calculated based on the records of fuel supply costs for the fleet. Using the financial data, the consumption was estimated through the average cost per type of fuel (petrol or diesel), in euros per litre. It was assumed that all vehicles in the fleet were cargo vehicles, except when it was specified that the fuel had been purchased for light vehicles. For the calculation, the emission factors from the APA NIR were used. Although these factors are adjusted for the Portuguese reality, due to the lack of specific information for Angola, they were applied to both regions. When selecting the emission factors, the average segment was considered, averaging the Euro Standards from Euro 3 to Euro 6d.

In the construction sector, since it was not possible to separate the consumption of fixed and mobile sources, all equipment consumption was included in the fleet emissions.

**Fixed Equipment**

The same methodology was applied to the emissions related to fuel consumption in fixed installations and equipment. The consumption was estimated based on the average price per type of fuel, and the APA NIR emission factors were used.

**Methodology for calculating Scope 2 emissions**

For the calculation of Scope 2 emissions, the electricity purchased for use in the Group's offices, factories, and warehouses was considered.

Scope 2 emissions were calculated through two methodologies, in accordance with the GHG Protocol:

- Location-based Method: Reflects the average emissions intensity of the grid in which the energy consumption occurs (according to the most recent available information for each supplier).
- Market-based Method: Reflects the emissions from electricity that the company has chosen, derived from the emission factors of contractual instruments (based on the most recent available information for each supplier).

In cases where the electricity supplier does not disclose the emission factor, it was calculated based on the energy mix and emission factors provided by ERSE (regulatory body). Where it was not possible to identify the electricity supplier, the location-based emission factor was used for the market-based method calculation.

ESTA - Gestão de Hotéis was not considered for the calculation, as its consumption was deemed non-material. Lagoas Hotel, S.A. and TDGI - Tecnologia de Gestão de Imóveis, S.A. lease their spaces to another entity, and therefore, their electricity consumption was accounted for under Scope 3 - Category 8 (Upstream Leased Assets).

**Methodologies, Assumptions, and Allocation Methods Used for the Calculation of Scope 3 Emissions**

**Category 1 - Purchased goods and services**

The activity data were multiplied by an appropriate emission factor, considering the type of material or service acquired. Since the cost of purchased materials includes transportation costs, it was assumed that 95% of the total expense corresponds to the material cost for the purpose of estimating emissions. For the calculation of emissions from this category, financial data (€) were used for both the acquisition of materials and services. Emission factors from ADEME (*Agence de l'environnement et de la maîtrise de l'énergie*) were applied.

Internal purchases made between companies within the Group were excluded, as the external purchase is already reflected in another company within the Group. Similarly, services provided by companies within the Group were not accounted for in order to avoid double counting.

Data from Teixeira Duarte - Engenharia e Construções (Angola), Lda was not considered as it was not available. CND and DCG purchase products imported by other Group companies, and most of these purchases are already reflected in other companies within the Group. To avoid double counting, purchases from these companies were not considered.

**Category 2 - Capital goods**

To estimate the emissions from the acquisition of capital goods, the following assumptions were made:

- All items identified as "basic equipment" and "tools and utensils" were included in the "Machinery and Equipment" category.
- Items classified under the categories "Buildings and other constructions," "Tangible fixed assets in progress," and "Other tangible fixed assets" were considered part of the "Construction" category.
- Items from the categories "Intangible assets in progress" and "Computer software" were allocated to the "IT" category.
- Finally, items from the "Administrative equipment" category were included in the "Furniture and Utensils" category, except for items identified as IT equipment.

Data related to capital goods purchased or acquired (typically Capex) in euros were provided, up until the point of receipt by the inventory-holding organisation. Emission factors from ADEME were used for the calculation of emissions.

**Category 3 - Fuel- and energy-related activities (not included in scopes 1 and 2)**

Emissions upstream of fuels (Scope 1) and electricity acquisition (Scope 2) were considered. Regarding electricity, network losses were also taken into account.

Activity data were obtained for both Scope 1 and Scope 2. For fuels, the DEFRA 2024 emission factor was used. For the extraction, refining, and transportation of fuels for electricity generation, the DEFRA 2021 emission factor was applied. For the production (combustion) of electricity lost in the network, the emission factor from APREN 2024 was used for Portugal and from IRENA 2024 for Angola. Finally, for network losses, the emission factor from REN was used for Portugal and from Enerdata 2024 for Angola.

**Category 4 - Upstream transportation and distribution**

In addition to exclusive transportation services, the cost of transportation was estimated based on the purchase data. It was assumed that transportation accounts for 5% of the total cost of the materials acquired, as the cost of these materials includes transportation expenses. For these 5%, it was assumed that all transportation is land-based.

To calculate the emissions for this category, the ADEME emission factors were used.

**Category 5 – Waste**

Emissions were calculated based on the quantity, in tonnes, of waste sent for treatment during the reporting year. To do this, specific emission factors were applied according to the type of waste and its final destination.

For the final destination "Recovery," it was assumed that the final treatment was recycling. For waste sent for "Disposal," "Incineration," or "Landfilling," disposal was always considered. In this case, a conservative approach was adopted, assuming that the disposal method used contributes the most to GHG emissions.

For the data provided in cubic metres ($m^3$), a conversion to tonnes was made based on the specific weight or density provided by DEFRA or the APA. For data provided in euros, an estimate of the tonnes of waste removed was made based on the tariff of a waste management operator. Although the data presented in euros pertains to a company in Angola, information from an operator active in Portugal was used, as no information was available for Angola.

The types of waste considered were those consulted in the Integrated Waste Registration Map (MIRR) of 2024, which is reported annually to the Portuguese Environment Agency (APA). When information on the weight of waste was not available, the costs associated with waste management and treatment were used instead.

The information was gathered from the following companies:

- Data from 2023 from "TEIXEIRA DUARTE – Engenharia e Construções, SA";
- Data from 2024 from "TDGI - Tecnologia de Gestão de Imóveis, SA";
- Data from 2024 from "ESTA - Gestão de Hotéis, SA";
- Data from 2024 from "LAGOAS HOTEL, SA";
- Data from 2024 from "TDA - Comércio e Indústria (SU), Lda";
- Data from 2024 (in euros) from "CND – Companhia Nacional de Distribuição (SU), Lda".

The data from TEIXEIRA DUARTE – Distribuição, SA were not considered, as they were assessed as non-material for the analysis.

For the calculation of emissions in this category, the emission factors were taken from EcoInvent and DEFRA 2024.

**Category 6 - Business travel**

The emissions in this category were calculated using data from the business travel costs for each company. Included were the kilometres reimbursed to employees for using their own vehicles, as well as car and plane trips and hotel stays.

Emission factors from ADEME (*Agence de l'environnement et de la maîtrise de l'énergie*) were applied.

**Category 7 - Commuting**

Due to the lack of information regarding the employees' commuting patterns, a conservative approach was taken to estimate the emissions related to commuting. It was assumed that, on average, employees travel 30 km each way (totalling 60 km for a round trip) to commute to work by car. It was also assumed that employees commute to the company 5 days a week, with 5 weeks of annual leave (out of a total of 52 weeks). For the calculation, the number of employees in each company was considered, and an emission factor from DEFRA was used, corresponding to an average car with an unknown fuel type.

**Category 8 - Upstream leasedassets**

For the calculation of emissions, electricity consumption in kWh and refrigerant gas refills were considered. For leased assets without an indication of the electricity supplier, were used the location-based emission factors from APREN 2024 (Portugal) and IRENA 2024 (Angola) . In cases where the electricity supplier was specified, was applied the emission factor from Iberdrola 2024. The GHG emissions related to refrigerant gas leaks in upstream leased assets were calculated based on the quantity refilled (kg) and the respective Global Warming Potential (GWP) of each refrigerant gas, taken from DEFRA 2024.

**Category 9 - Downstream transport and distribution**

Emissions related to subcontracted transport companies were considered. For the calculation of emissions, were used data regarding the costs associated with transporting products sold by transport type (e.g., road, sea, air). In this category, emissions from customers travelling to and from the points of sale are optional, according to the GHG Protocol methodology. For this reason, these emissions were not included in the estimate.

It was assumed that the transport conducted by couriers corresponds to road transport. Waste transport was not included, as this transport is already accounted for indirectly through the emission factors associated with waste.

To calculate the emissions for this category, the ADEME emission factors were used.

**Category 10 - Processing of sold products**

The analysis of this category was carried out exclusively for the automotive sector, as it is the only sector within Teixeira Duarte that markets intermediate products. Data collection covered all companies in this sector, and extrapolation was not necessary for this category. To calculate the emissions, the quantities of automotive parts and components sold by Teixeira Duarte and the energy consumption per unit of product sold were considered. This was determined from a Life Cycle Analysis (LCA) of the production of a light passenger vehicle body, available in EcoInvent. Taking a conservative approach, it was assumed that the total electricity consumption for body production is equivalent to the electricity consumption associated with the incorporation of materials sold by Teixeira Duarte, as it is not possible to isolate the consumption of incorporating these materials. Given the difficulty in estimating the energy consumption specifically related to the transformation of sold products (automotive parts and components), the assumptions made result in an overestimation of emissions, which is necessary to verify the materiality of the category.

The location-based emission factor IRENA 2024 for Angola was used, as all the companies whose data were considered in this category have facilities located in Angola.

**Category 11 - Use of sold products**

To estimate the emissions of sold projects/products, the following methodologies were used:

- **Building:** Estimation of emissions associated with electricity consumption in a building throughout the project's lifespan was carried out as follows: The energy consumption was calculated based on the average annual energy consumption. The annual consumption was estimated using the energy intensity factors of the PCAF for Portugal, taking into account the type of building (residential). To estimate the energy consumption of a building/project in Angola, it was assumed that the energy intensity for building typologies is the same as in Portugal, due to the lack of specific information for Angola. Additionally, since there was no information regarding the building's energy class in Angola, a conservative approach was followed, considering the rating F. In the absence of specific data, it was estimated that the lifespan of a building or apartment is 50 years. Location-based emission factors were to calculate the emissions, for Portugal (DEFRA 2024) and Angola (IRENA 2024).
- **Electrical appliances:** For the calculation of emissions related to electrical appliances, it was considered the number of units sold by type of electrical appliance. In the first calculation exercise, a Top 5 of the most sold products was considered, taking into account the complexity of calculating emissions for all products sold by the Distribution sector. The estimation of emissions associated with the energy consumption of the appliances throughout their useful life was carried out. The average consumption and lifespan were estimated based on available literature averages. To calculate the emissions, location-based emission factors from Portugal (DEFRA 2024) and Angola (IRENA 2024) were used, specifically for electrical appliances consuming electricity. It was assumed that the stoves sold in Angola would be gas stoves. In this case, the DEFRA 2024 emission factor specific to the fuel (gas) used for the appliance was applied.
- **Cars:** For the cars, the quantity of vehicles sold per model was considered, and an estimation of emissions associated with the vehicle's traffic throughout its useful life was made, based on the average fuel consumption (litres/100 km) of each model. The distances travelled were estimated for each vehicle type, based on the total number of vehicles in 2022 (the most recent data available) and the total kilometres travelled in 2022, according to data from the APA. It was assumed that the annual distance travelled by vehicles in Angola is the same as in Portugal. To calculate the emissions, the fuel-specific emission factor was used, assuming, from a conservative perspective, that all vehicles are diesel-powered.

**Category 12 - End oflife treatment of sold products**

The hospitality sector was excluded from the Operational Boundary due to the unavailability of the necessary information for the calculation.

To estimate the emissions at the end of life of cars, a Life Cycle Assessment (LCA) of the production of a light passenger vehicle, consulted from EcoInvent, was used. It was concluded that 69.5% of the vehicle corresponds to the bodywork and 30.5% to the internal combustion engine. Based on the same LCA, it was assumed that the main material of the bodywork is steel, while the engine is made of aluminium. For the cars, the weight of each model sold was considered, and from this value, the weights of its main components were estimated.

In the case of buildings, the areas of each building were obtained, and a ceiling height of 3 meters was considered, as per the minimum standard established by the General Urban Building Regulations (RGEU) in Portugal for floors intended for commercial establishments. Based on the EcoInvent LCA data, the amount of waste, in tons, per cubic meter of building volume was estimated, considering the three main materials that make up a building (brick, concrete, and cement).

For home appliances, the units sold were considered, and an average weight per type of equipment was assumed, based on the available literature. The end-of-life emissions were calculated using a general emission factor for electrical equipment.

Following a conservative approach, it was assumed that the end-of-life for all products sold was landfill.

Emission factors from DEFRA 2024 were used for the calculation of emissions in this category, the .

**Category 13 - Downstream leased assets**

For the analysis, it was considered the area of each building and its respective category (residential, commercial, offices, among others). To estimate the emissions, the emission factors from the PCAF were used, assuming a conservative energy certification with a classification of "F".

**Category 15 – Investments**

The companies over which there is no operational control were included. To estimate the emissions from these companies, the turnover of each was considered, taking into account applicability, CAE (Classification of Economic Activities), and financial holdings. In cases where turnover was not applicable, the Enterprise Value Including Cash (EVIC) was used to estimate emissions.

PCAF methodology ("The Global GHG Accounting and Reporting Standard for the Financial Industry") was applied for the calculation. The emission factor per turnover was calculated based on data from INE, Eurostat, DGEG, and APREN, referring to the years 2021 and 2022, according to the most recent available information. The emission intensity of Portugal was considered as a reference to estimate emissions from other geographies, due to the unavailability of data.

Due to the lack of data for CAE 66, it was not possible to calculate the emission intensity for this sector, and the company corresponding to this CAE was excluded from the calculation.

**Limitations**

- For the calculation of emissions from the fleet and fixed sources (Scope 1), consumption was estimated based on fuel costs (€). The estimation based on financial data requires the average fuel price, which makes the data more unstable and less reliable compared to using actual consumption data in litres.
- In some of the sectors analysed, it was not possible to differentiate between the fleet consumption and the fixed sources consumption. Therefore, all consumption was attributed to the fleet, disregarding the fixed sources, which could result in an overestimation of the emissions associated with the fleet, to the detriment of the fixed sources.
- Similarly to Scope 1, electricity consumption was estimated based on financial data (€).
- In the screening performed for the Scope 3 categories, the calculation of emissions was mostly done using estimates and secondary data as the basis for assessing the materiality of the Scope 3 categories. Using primary data, rather than estimates and secondary data, allows for greater precision in emission calculations.
- To estimate emissions from the category of product usage, a top list of the main household appliances sold by Teixeira Duarte was considered, and assumptions were made to calculate the weights and consumption of the products. Given that real data was not used, the estimation of emissions may not be as precise and reliable.
- The category of commuting emissions was estimated based on a high-level analysis, using the number of employees in each company.
- For data collection, the ten most representative companies of the Group were selected. The carbon footprint of the remaining companies was estimated through extrapolation of emissions, using each company's turnover as the basis.

# IV. ACTIVITY BY SECTORS

Below is a report of the activity carried out by Teixeira Duarte Group companies in various sectors, following a similar structure for each sector. This structure includes providing context for the respective sector within the Teixeira Duarte Group, followed by presenting Sales and Services Rendered, EBITDA, and Consolidated Operating Results (EBIT), the contribution of that business area to the Group, and concluding with an exposition on the performance during 2024, accompanied by non-consolidated indicators that allow for an analysis and perspective on the total activity rather than just its final contribution to consolidated figures.



Contract job for the Modernisation of the Railway Line of Beira Alta Celorico da Beira - Guarda - Portugal

# IV.1 Construction

The construction sector is the flagship activity of the Teixeira Duarte Group, accounting for about half of its activity and its number of employees. These facts give it high relevance not only for its representativeness but also for the historical and technical responsibility of a century-old company, whose longevity surely results from its ability to evolve and adapt.

The Group operates in the areas of Geotechnics and Foundations, Buildings, Infrastructure (including Maritime Works and Rehabilitation), Metalmechanics, Underground Works, and Railway Works, in the strategic markets of Portugal, Angola, Brazil, and Mozambique, also taking advantage of opportunities to operate in other geographies only within the scope of some contracts, sometimes even in specific areas of this sector, as is the case with infrastructures in Cape Verde, underground works in Spain and Peru, or railway works in Gabon.

Its size, expressed in its six areas of operation and its geographical dispersion reflected in its four strategic markets and in the others in which it has operated more punctually, as well as changes in economic and geopolitical conjunctures and even internal changes, have led to a strategic repositioning that the Group prioritises and whose implementation has already borne fruit in its operation and organisation.

Teixeira Duarte aims to evolve not only in what it does but - mostly - in how it is done and, for that reason, knows it is **Ingenuity** - reflected in the success of the engineering solutions and in the efficiency of the execution of projects and contract jobs it undertakes; that it is the **Truth** to make it evolve and trust proven abilities and, at the same time, create bonds with clients and suppliers so that they become partners; and finally, it knows it is the **Commitment** with the goals and obligations undertaken before all stakeholders and for that reason knows that, to keep honouring and accomplishing what it is, is also evolving and believing, united and aligned as a whole, such endeavour of commitment between the company itself and its employees, clients, suppliers, those who support and believe in Teixeira Duarte, the community and its shareholders.

In this evolution, the clear triple objective of "doing differently to do better" - also keeping up with the most modern and top technological innovations in the sector -, a strategic and organic alignment, and strong and united leadership with its top structures - materialised internally in the reinforcement being made in the Board of Directors of Teixeira Duarte - Engineering and Construction, S.A. and in the constitution of an Operational Executive Committee that leads (and is evolving) the production and commercial models and the interaction between both structures in a more aligned and complementary way - as well as the reorganisation of global management by geographies, are some examples of the objective improvement that is being achieved and that will increase the results of this important and historical Sector of the Teixeira Duarte Group, where it feels that it fulfils its mission and purpose of contributing to the effective "construction" of a better world.

With the aim of optimising resource management, and to implement greater rigour and standardisation in cost control and work planning, the decision was made to centralize all production resources and to create a new area of support for Planning and Cost Control.

There are many fronts on which, throughout its more than 100 years of history, the "construction" of Teixeira Duarte has improved people's lives: whether through the initial capture of water and artesian wells; or by providing quality and dignified housing; whether through schools that promote better education; hospitals that accommodate and solve the health problems of each citizen; courts and other buildings of essential public entities for the proper functioning of any locality or country; essential community infrastructure related to electricity, other forms of energy, water, gas, mines, and raw material extraction; offices, factories, and other essential workspaces for economic development; even to airports, railway lines, or roads that connect us internally and externally to each other and to the world. That is also our pride, that is also our certainty of contributing through our activity and the way we do it - which we best exemplify in our non-financial activity report, integrated into this management report - towards a truly better world.

Teixeira Duarte divides its capabilities into what it calls six **AREAS OF ACTIVITY**:

**Geotechnics and Foundations**, in which, through its technical staff, geological and geotechnical reconnaissance teams, and Project Management Department, it develops tailored engineering solutions for its clients at the soil-structure interface for each "challenge" and also carries out the respective construction works with its own resources and technologies, whether for soil treatment, foundation reinforcement, deep foundations, excavations and peripheral containment, slope stabilisations, among other specialised works.

**Buildings**, based on the construction and renovation of all types of buildings, including large-scale and complex structures, whether public or private, and intended for various uses and segments, from residential to office spaces, commercial, healthcare, hospitality, services, and industrial construction.




Design Museum: Contract job for the full refurbishment of MUDE's building, Lisboa – Portugal

In the **Infrastructures** sector, where the companies of the Teixeira Duarte Group bring together a vast and diverse set of executed works, namely roads and motorways, bridges and viaducts, dams, tunnels, railways, railway stations and interfaces, marine, river and harbour works, environmental construction and also infrastructures for the production of energy, water and natural gas and sanitation, including Rehabilitation works (structural reinforcement and restoration) of built heritage.

**A Metalworking** is the activity area dedicated to metal construction, a speciality in which it excels in manufacturing and assembly, with a particular focus on mechanics, namely the field of synchronised movement systems. These skills enable the Group to study, develop and implement highly complex and precise technical solutions, namely in the production, assembly and handling of large structures.

In **Underground Works**, the Teixeira Duarte Group holds 100% of the capital of a specialist company "E.P.O.S. - Empresa Portuguesa de Obras Subterrâneas, S.A." (EPOS, S.A.), which has been operating in the civil construction and public works industry since 1986, specialising in underground construction and carrying out projects in the field of mining exploitation.

And in Rail Works, the Teixeira Duarte Group owns 100% of the capital of a specialist company, "SOMAFEL - Engenharia e Obras Ferroviárias, S.A.," which has been dedicated to the construction, renovation, and maintenance of railway infrastructure including electrification (catenary) since 1956. Apart from its technical expertise and decades of experience working in various markets, the company stands out for its ability to work in four different gauges, in both track and catenary specialities, with specialised equipment and human resources.

All the aforementioned operational and geographical areas divide their production and commercial skills into structures that are essential in forming executive teams and in career development, which include Areas of Activity and Directorates. They also have a set of specific Support Structures for the construction sector, particularly in the areas of Procurement; Formwork, Rebar Cages and Concrete; Commercial; Innovation; Equipment Management; Proposals Logistics; Planning and Cost Control; Human Resources; and Management Systems, as well as an Operational Hub located in Montijo, covering an area of over 100.000 m², which constitutes a significant asset for the Group and the services provided to its clients.

In this Sector, the Group also has an important Design Department, through which are carried out technical engineering studies and designs, for the whole Teixeira Duarte Group, which has proven to be of the utmost importance in the submittal of bids and designs with solid technical grounds. This structure also oversees the coordination and implementation of BIM (Building Information Modelling) across the entire Teixeira Duarte Group, consolidating internal and external training, developing projects using this methodology, and establishing internal procedures.

Its founder, Engineer Ricardo Esquível Teixeira Duarte, who completed the first Civil Engineering course taught at the Instituto Superior Técnico and who played a role as President of the Order of Engineers, has always been recognised by his peers for his technical and innovation value.

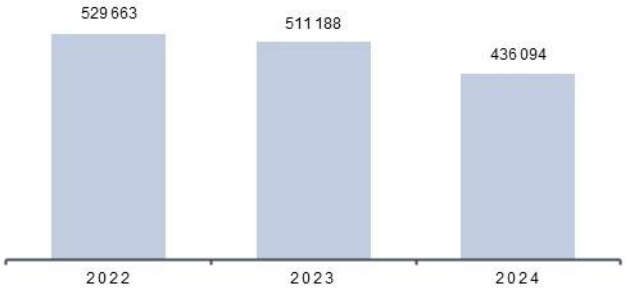
Teixeira Duarte continued its operations marked by this hallmark, always positioning itself as a true House of Engineering. From large infrastructures such as bridges, dams, roads and other public works, as well as hospitals and large buildings constituting historical landmarks, the Teixeira Duarte brand is recognised as a synonym of knowledge and experience, being a constant presence in the construction market.

Apart from Teixeira Duarte - Engenharia e Construções, S.A. - the main company of the Group, there are also other affiliated companies that operate in specific areas of Construction, namely in Underground and Railway works, as well as several Joint Ventures and similar structures assigned to specific projects.

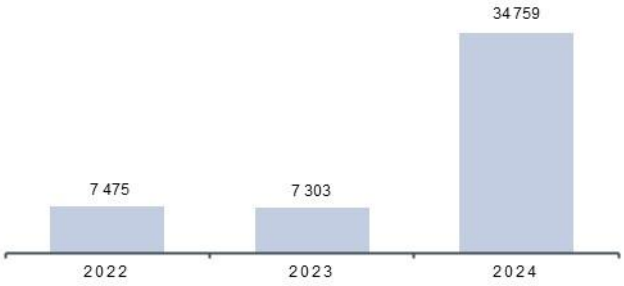
**CONSTRUCTION ORGANISATIONAL CHART**



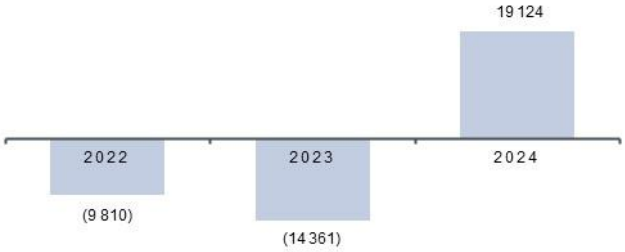
## CONTRIBUTION OF THIS SECTOR TO THE GROUP




Evolution of the Sales and services rendered by the Construction
(Amounts in thousand euros)




Evolution of Construction EBITDA
(Amounts in thousand euros)




Evolution of Construction Operating Results (EBIT)
(Amounts in thousand euros)

Overall, Sales and Provision of Construction Services decreased by 14,7% compared to 2022.

Portugal registered a 12,1% decrease compared to the same period last year, and external markets saw a 17,5% reduction compared to the same period the previous year, amounting to a decrease of 42.489 thousand euros. This includes reductions of 24.158 thousand euros in Brazil, 7.211 thousand euros in Mozambique, and 16.885 thousand euros in other markets, despite the increase in Angola of 5.765 thousand euros compared to 2023.

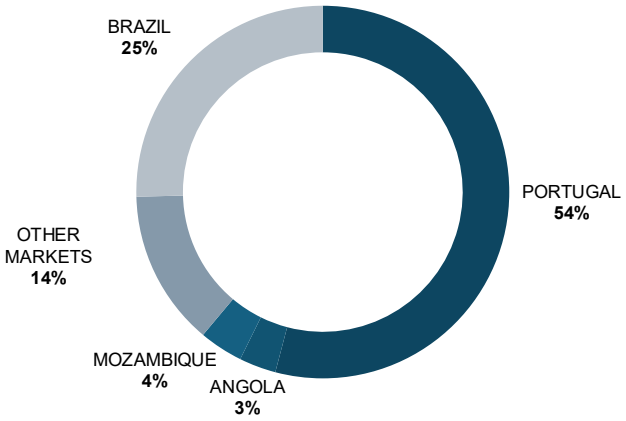
External markets now represent 45,9% of Construction Sales and Services, compared to 47,5% in 2023.

The EBITDA in Construction recorded an increase of 27.456 thousand euros compared to last year, reaching an EBITDA of 34.759 thousand euros in 2024.

## ACTIVITY IN 2024

In non-consolidated terms, for a perspective on the total activity in 2024, it is reported that the operating income achieved by the companies of the Teixeira Duarte Group in the Construction sector reached a total value of 515.171 thousand euros, a decrease of 14,7% compared to 2023.

In 2024, the Teixeira Duarte Group companies operating in this Construction sector operated in the historical and strategic markets of Portugal, Angola, Brazil, and Mozambique, as well as in others with operations still in progress or with specific contracts, such as Algeria, Cape Verde, Colombia, Spain, Kuwait, Gabon, and Peru.




Weight of the Countries in Construction Sales and Services Rendered

The performance in these geographies – and within them, in each of the mentioned Areas of Operation – will be analysed next.

**Portugal**

The **Geotechnics and Foundations** area of activity has focused its activities on the application of construction technologies that interact with soil and rock masses. Specifically, this includes the execution of indirect or deep foundations for various structures, urban excavations using peripheral retaining systems, geomechanical reinforcement treatments for slopes and rock masses, as well as their waterproofing.

In the Geotechnical and Foundations area, good results were achieved this year, and equipment and operations were well optimised. Business opportunities were obtained, some in contracts where the Company itself executed subsequent phases, and others where Teixeira Duarte's high technical expertise was a decisive factor in contracting.

2024 was overall a year of growth in all markets where this Area of Activity operates and the commercial activity keeps a good pace, reason why it is expected to maintain in 2025 a level of activity similar to the one of 2024. Portugal shows high ratios of activity and encouraging prospects.

Among the cases of contracts where subsequent buildings were also executed by Teixeira Duarte, the following stand out:

- Completion of the excavation and retaining system works for the new car park adjacent to the Centro Comercial Colombo in Lisboa, as well as foundation reinforcement on level -3, as part of the contract for the 1st Phase of the Office Tower of the Centro Comercial Colombo and respective Car Park, in Lisboa, for Sonae;

In other domains, it is worth mentioning the following works:

Integrated in building projects:

- Execution of the retaining system works for the expansion of Funchal's Seminary for International Sharing School (Madeira);
- Execution of the excavation and retaining system works for the building *Alcântara Lote 12 Siloauto* (Lisboa);
- Execution of the excavation and retaining system works in Plots A and B1 – Excavation and retaining system – FIDELIDADE (Lisboa);
- Execution of the retaining system works for the Hotel Canaan (Montijo).




Entrecampos Integrated Operation: Excavation and retaining system, Lisboa – Portugal.

Integrated in engineering structures and infrastructure projects:

- Execution of the Retaining system works - phases 2 and 3 – station Casa da Música – Ruby Line - (Porto);
- Execution of the works of the Plot 1 – Ponta Delgada – Intervention at Sítio do Lombinho – stabilisation of slopes (Madeira);
- Execution of the foundation works for the Liscont Yard Modernisation Project – Phase 2 (Lisboa);
- Execution of the Design / Build of the solution for the stabilisation of the slopes of Bairro da Bela Vista – City Council of Loures (Loures);
- Execution of the works for the Rehabilitation of the retaining structures and slopes at EN8, KM11+050, for IP – Infraestruturas de Portugal (Loures);
- Execution of the foundation works for the enlargement of IC20 Express way of Caparica – PS002 and PI-A2 – (Almada);
- Execution of the foundation works within the scope of the Alhandra Upgrade Project – KILN 7 – CIMPOR (Alhandra);
- Execution of the foundation works for the no Vila do Conde Fashion Outlet – (Vila do Conde);
- Execution of several works for the Geotechnical Survey within the scope of the High-Speed Rail tender procedures, Package A – CONSÓRCIO LUSOLAV – AVACE ACE and AVAN Norte;
- Execution of the works for the Stabilisation and retaining system of the Northern Cliff of Quinta da Azenha – (Almada);
- Execution of the works of the retaining system within the scope of the Contract job for the waterproofing of the Bottom Outlet and Water Inlet Gallery of the Dam of Freixeirinha – (Montemor-o-Novo).

Throughout the year 2024, the company also carried out various projects involving indirect, industrial, and residential foundations, using continuous flight auger (CFA) piles. Additionally, numerous geological-geotechnical exploration and reconnaissance works were conducted, including rotary drilling with continuous sampling and subsequent laboratory testing.



Stabilisation and retaining system of the North Cliff at Quinta da Azenha, Lazareto, Almada – Portugal.

It is expected that, in 2025, this area of activity will continue the strategic alignment assumed in recent years and further optimise its operational profitability. With its recognised expertise in projects, engineering, and high technology and innovation, it will continue to serve clients in such a sensitive and specialised area of construction, where the Teixeira Duarte Group has over 100 years of experience.

In the field of **Buildings**, throughout 2024, activities continued in the residential sector, both for internal real estate developments and external clients. Operations in the service and office building segments were maintained, while the company strengthened its presence in industrial construction with a new project for the client Cimpor. Additionally, a new and significant contract was secured in the hospital construction sector – a historically important and prominent area for Teixeira Duarte.

Within the scope of the residential segment and for real estate department of Teixeira Duarte Group, stand out the following projects:

- Completion of the construction of Lot Q19 in "Quinta do Cravel," also in Vila Nova de Gaia;
- Continuation of the construction of the residential buildings of plots 1 and 3, of the "Vila Rio" development in Póvoa de Santa Iria, Vila Franca de Xira;
- Commencement of the construction of residential buildings of Plots 6 and 9 of the "Vila Rio" development in Póvoa de Santa Iria, Vila Franca de Xira;
- Completion of the second phase of the "Fábrica 1921" real estate development in Benfica, Lisboa;
- Commencement of the construction of building “Kori V16”, in Vila Nova de Gaia;
- Commencement of the construction of the multi-family building Vintage 18, in Vila Nova de Gaia.



Real Estate Development Fábrica 1921, Lisboa – Portugal

Still in the residential sector, but for external clients, stand out:

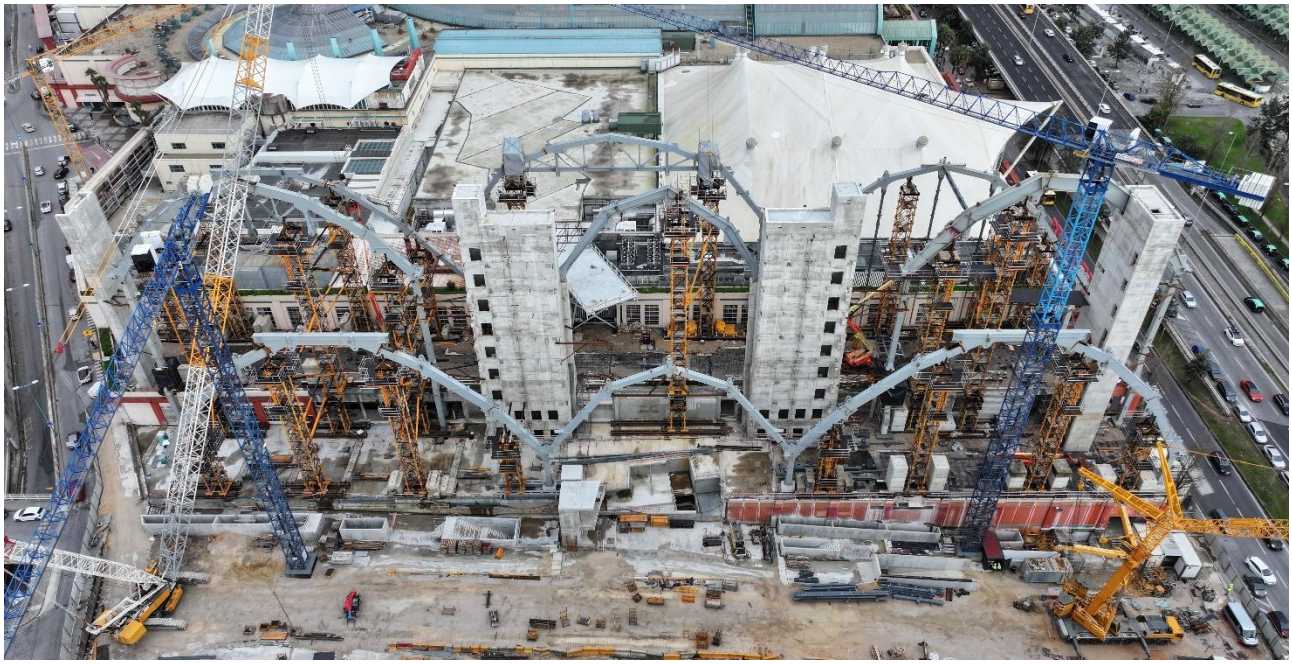
- For “OCM Capital Partners”, the construction of the residential development in Plots 19 and 21 of "Parque dos Cisnes", in Miraflores;
- In Cascais, for “Grand Bay Residences - SICAFI, S.A.”, within the scope of the contract job “Cascais Eastern Entrance”, ongoing since 2019, started the finishes and special installations works of Plots 2 and 3;
- Completion of the "Legacy" residential and hotel project for "REFORMOSA" in Cascais.
- Completion of the second phase of construction for the "High Lapa" residential development, also for "REFORMOSA,".
- Continuation of the rehabilitation and expansion works of the building at Rua Garrett, No. 53 and 67, in Lisboa, for "Barlow Invest NV."
- In Oeiras, for “Construção Pública, E.P.E.”, it was initiated the Design / Build of the Housing Buildings to be built at the former Naval Radio Station– Comandante Nunes Ribeiro, Plot 4.




Cascais Eastern Entrance, Cascais – Portugal.

Within the scope of offices, services, are worthy of note:

- Completion of the contract for the "1st Phase of the Office Tower at Centro Comercial Colombo and respective Car Park", in Lisboa, for "SONAE SIERRA".
- Completion of the contract for the "MUDE - Museum of Design and Fashion" project, in the former headquarters of "Banco Nacional Ultramarino", for "Lisboa Ocidental SRU - Sociedade de Reabilitação Urbana E.M., S.A.".
- Completion of finishes and installations of the "Dom Luís Boavista" Hotel, part of the Hilton chain, located on Rua D. Luís in Lisboa, for the "Sete Colinas Closed Real Estate Investment Fund".
- Completion of the construction of a Sports Platform and a Multipurpose Room for Colégio Moderno, in Lisboa;
- Beginning of the contract job for the remodelling and expansion of a building at Travessa Escola Araújo 24, parish of Arroios, in Lisboa – hospitality development Villa Helena for Lime Stone Capital;
- Commencement of the project for the execution of finishes and special installations for Phases 1, 2, and 3 of the Verdelago tourist development in Altura, Faro.
- Contract job for the renovation of the swimming pool, gym and Pilates room, of the hotel Portobay Falésia, in Olhos de Água, Albufeira.



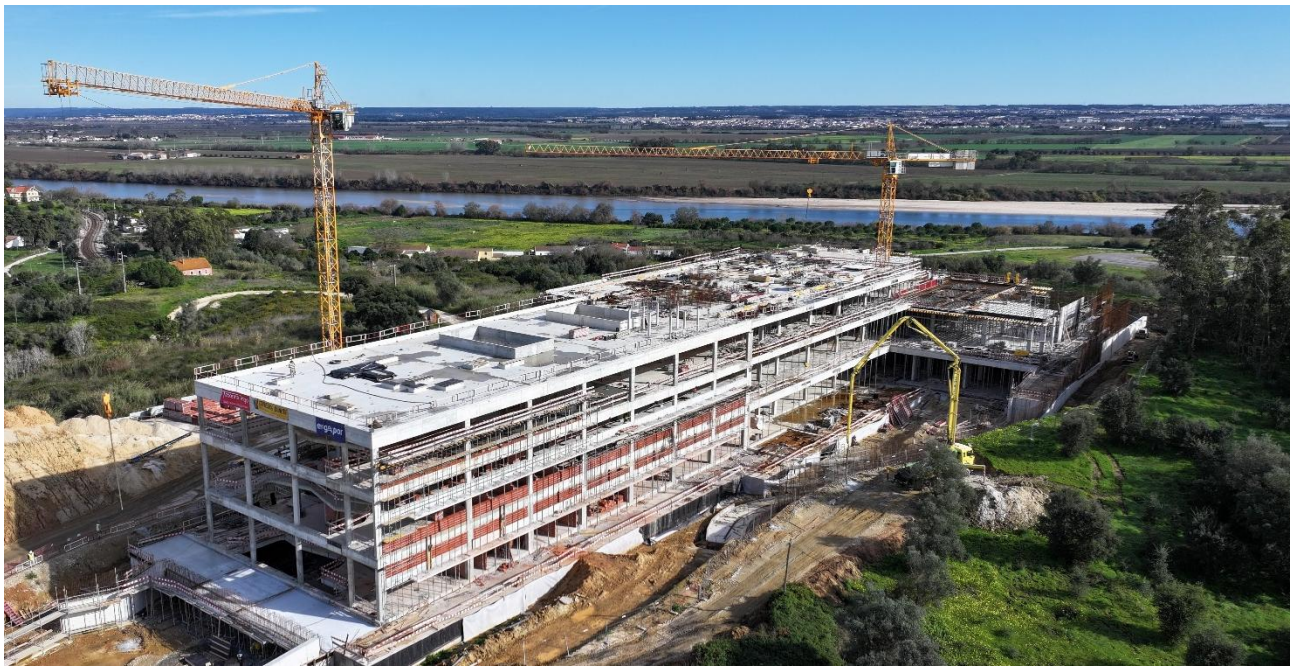
2nd Phase of the Office Tower of the Colombo Shopping Centre and respective Car Park, Lisboa - Portugal

In the industrial construction segment, where Teixeira Duarte has had many successful years, stand out:

- Continuation of the civil construction contract job for the Expansion of Repsol Polymers' Sines Industrial Complex, for "TECNIMONT, SpA";
- Beginning of the execution of the contract job "Upgrade of Line 7 of Alhandra Production Centre (UPG L7 – CPA – Civil Works)", Project UPG L7 – CPA, for Cimpor, in Alhandra.

In the hospital domain, stands out the contract job for the:

- Construction of the new Hospital da Luz Ribatejo, in Santarém, for Luz Saúde.



Hospital da Luz Ribatejo, Santarém - Portugal

Towards the end of 2024, new residential construction contracts were secured for real estate developments within the Teixeira Duarte Group, continuing the consolidation of the internal reorganisation initiated in 2023. This involved optimising operational performance and placing particular emphasis, in the residential sector, on Teixeira Duarte Group's own property developments. There was also a strategic focus on buildings, offices, hospitality, services, and industrial construction segments, where Teixeira Duarte is concentrating its commercial efforts.

In the area of **Infrastructures**, Teixeira Duarte continued to fulfil its obligations in ongoing projects, optimised performance within them, and secured new contracts resulting from a stance taken in recent years of greater prudence in response to market conditions. In the year under review, the company operated in all three of its sub-areas of activity: Infrastructures, Rehabilitation and Maritime and Port Works



Railway Line of Beira Alta, Section Celorico da Beira – Guarda - Portugal

In the scope of Infrastructures, the following contracts are highlighted:

- Completion of the "Contract for the Civil Works of Ourique's Substation Expansion" in Beja district, for "REN – Rede Elétrica Nacional".
- Execution, within the scope of the "Campo Grande Viaducts ACE" – formed by "Teixeira Duarte - Engenharia e Construções, S.A." and its subsidiary "SOMAFEL– Engenharia e Obras Ferroviárias, S.A." - of the works of the Contract job for the Design and execution of the major works, finishes and systems within the scope of the materialisation of the Expansion Plan of *Metropolitano de Lisboa* – Extension of the Yellow and Green Lines – VIADUCTS OF CAMPO GRANDE – PLOT 3, for "Metropolitano de Lisboa, E.P.E."- within the scope of this contract were executed, the north viaduct connecting to the yellow line - (VL2) - with a length of 410,703 m, which replaces the existing viaduct in the connection of the Campo Grande station to Telheiras, becoming a section of the yellow line, and the viaduct connecting the green line - (VL1) – with a length of 157,607 m, which connects the two lines creating a diagonal connection between the existing viaducts (south and north) to the west of the station, closing and becoming part of the future circular line;
- Completion of the "Contract for the Design and Adaptation of the Mainland Maritime Traffic Control Centre and Procurement of Goods and Installation Services for the Creation of the Sea Control Centre", for the Directorate-General for Natural Resources, Safety, and Maritime;
- For IP, Infraestruturas de Portugal, S.A., the completion of the execution of the contract works of track and overhead contact line between Évora and Elvas / Frontier and the civil works of the sub-section Évora - Évora North, which was carried out by a consortium that also includes SOMAFEL – Engenharia e Obras Ferroviárias, S.A., a company of the Group;
- Completion of the Contract works for the Modernisation of the Railway Line of Beira da Alta, section Celorico da Beira – Guarda, which was executed in consortium with the participation of SOMAFEL – Engenharia e Obras Ferroviárias, S.A., a company of the Group, for "IP, Infraestruturas de Portugal, S.A.;

- Completion of the Waterproofing of the Bottom Outlet and Water Inlet Gallery of the Freixeirinha Dam, located in the municipality of Montemor-o-Novo, Évora district, for the Directorate-General for Agriculture and Rural Development – The works involved the complete waterproofing of the Bottom Outlet and Water Inlet Gallery using a full-lining solution, consisting of welded steel plates with an internal diameter of approximately 1600 mm.
- Completion of the interventions to ensure accessibility for people with reduced mobility at Campo Grande metro station, also for "Metropolitano de Lisboa, E.P.E."
- Commencement of construction works, in consortium, for the IP2 – Eastern Bypass of Évora contract, for “IP – Infraestruturas de Portugal, S.A.” – The bypass extends over 12.794 km, running predominantly in a North-South direction, and will include dual carriageways, grade-separated junctions, and connections to the existing road network via the following interchanges: Vale de Figueiras Intersection, Fonte Boa do Degebe Interchange, and the Roundabout connecting to the EN18. The route begins at the Évora East Intersection of the A6, immediately after the toll plaza, continuing the alignment from the exit of the toll area and transforming the current junction with the EN. 18.

In the sub-area of Rehabilitation:

- Completion of the project "IC15 - Duarte Pacheco Viaduct, seismic reinforcement and complementary rehabilitation", for "IP, Infrasetruturas de Portugal, S.A." - The intervention comprised the rehabilitation and structural reinforcement, paving the whole deck and painting the Portuguese engineering work, with approximately 80 years of life serving the national road network. The main challenges overcome during construction included the need to install a complex scaffolding system over central road and railway infrastructures in Lisboa's mobility system (IP7, Avenida de Ceuta, Cintura Line, and Line of the South) and carrying out work requiring full closure over railway lines.
- Beginning of the Civil Works of the contract job "IC17 CRIL - Grilo Tunnel - Infrastructure and Safety Systems Rehabilitation - Design / Build Regime", for "IP, Infraestruturas de Portugal, S.A.". - The contract involves the upgrade of safety, energy efficiency, and sustainability requirements for this tunnel, which has been in service for twenty years, to ensure the highest level of service and the integrated operation of the adjacent network. It also aims to comply with European Directive 2004/54/EC and its transposition into Portuguese legislation (Decree-Law No. 75/2014, of 13 May), regarding the minimum safety requirements for tunnels on the trans-European road network and the national road network.
- Commencement of works of the "Contract job for the Removal of Existing Pathologies and Repair of the Façades of the VODAFONE BUILDING – Porto" for AF PORTFÓLIO IMOBILIÁRIO – Open Real Estate Investment Fund. The works include the treatment of the façades and external walls, including concrete repair, filling of cracks in various openings, and the application of finishes to homogenise the walls.



IC17 CRIL - Grilo Tunnel, Lisboa - Portugal

In the sub-area of port and maritime infrastructures:

- Continuation, through a consortium of companies including Teixeira Duarte, of the "Contract job for the Repair of the Protection Pier, Curtain Wall, and Infrastructure of the Commercial Port of Ponta Delgada, within the scope of the Damages Resulting from Hurricane Lorenzo" (which struck the Azores archipelago on October 2nd and 3rd 2019), for "Portos dos Açores, S.A." - The reinforcement intervention involves the prefabrication of Antifer type cubic blocks weighing between 250 and 670 kN, and their subsequent placement on the outer side of the pier, along 5 sectors totalling 1.110 meters in length. These blocks create "sacrificial prisms" at the base of the protective mantle of the breakwater structure, with berms at an elevation of +3.5 m (ZH) and widths ranging from 20 to 30 m.
- Also, at the Port of Ponta Delgada, Açores, for the Directorate-General for National Defence Resources, Teixeira Duarte - Engenharia e Construções, S.A. commenced the contract job for the "Restoration of Safety and Operational Conditions of the Quay at the POL NATO Depot in Ponta Delgada (DPNPD) – Phase 2". The project is carried out by a consortium and its completion should occur in 2025;
- Continuation, by the consortium led by Teixeira Duarte, of the contract job for the extension of the outer breakwater and maritime access at the Port of Leixões, for "APDL - Administração dos Portos do Douro, Leixões e Viana do Castelo, S.A.", which includes the extension of the outer breakwater by 300 metres, as well as the maritime access works.

Also in Portugal, the following projects carried out on the island of Madeira stand out, a region where Teixeira Duarte - Engenharia e Construções, S.A. resumed continuous operations and where it aim to grow again in a sustainable manner:

- For the Regional Secretariat for Equipment and Infrastructures of Madeira, as consortium leader, Teixeira Duarte - Engenharia e Construções, S.A. carried out the contract for the restoration of minimum safety and operational conditions on the ER 211 following the storm of December 25th 2020 – Plot 1 – Ponta Delgada;
- For the Electricity Company of Madeira, S.A., Teixeira Duarte - Engenharia e Construções, S.A. completed the contract job for the reinforcement of the underground electrical cable network on the Machico expressway;
- For Arts Investments – Consultants and Investments, S.A., Teixeira Duarte - Engenharia e Construções, S.A. began works related to the contract job for the “Adaptation of the Encarnação Seminary for the Installation of the Future International Sharing School of Funchal.”

In 2024, the Metalmechanics division expanded its activities in both Portugal and Brazil, working directly with external clients or in collaboration with other areas of the Group. Noteworthy projects in its already extensive portfolio include the rehabilitation and construction of metal and composite bridges and viaducts, buildings, various metal structures, industrial constructions, hydromechanical equipment,

and mobile equipment. Additionally, the division is also involved in mechanical work, particularly in the repair and adaptation of equipment, with a specific focus on mining machinery.

At the manufacturing facilities in the Teixeira Duarte Operational Hub, the production of metal structures continued for various Group projects and external clients, as well as the repair of equipment.

In the area of metallic structures manufacturing, the EXC4 certification level was maintained under the EN 1090 standard.

In 2024, the execution of the following contracts stands out:

- Contract job for the Reinforcement and Repair of Full-Route Gantries and in the Liaison to the External Network, in A12 – Motorway Setúbal Montijo and Liaison to Alto do Guerra, for BRISA – Concessão Rodoviária, S.A.;
- "Contract job for the Strengthening and Repair of Full-Route Gantries/Semi-Gantries and the Connection to the External Network, on the A9 – Lisbon External Regional Ring Road and A10 – Bucelas/Carregado Motorway – Lot B", for BRISA – Concessão Rodoviária, S.A.;
- "Contract for the Supply and Installation of a Metal Quay at the Marquês de Pombal Station Manoeuvre Quay", for METROPOLITANO DE LISBOA, E.P.E.;
- "Contract job for the Supply and Installation of a Cofferdam for the Castelo de Bode Flood Spillway", for EDP- Gestão e Produção de Energia, S.A.;
- "Contract job for the Creation of Access to the Observation Devices in the Downstream Valley of the Dam and Their Protection – Santa Luzia Hydroelectric Power Plant", for EDP- Gestão e Produção de Energia, S.A.;
- Supply of containers for the installation of hydrogen production units, for "UTIS - Ultimate Technology to Industrial Savings".

For the Group's projects, noteworthy participation includes various contract jobs, namely:

- Works related to Anchor Bolts for the "Repsol Alba Project Sines – I04 Civil Works" for TECNIMONT;
- Metallic structures for the commercial gallery project at Lagoas Park for TDGI, S.A.;
- Metallic structures for the building project at Rua Garret No. 53 to 57;
- Metallic structures for the project at CIMPOR Alhandra – Line 7 Upgrade.
- Lifting works for the replacement of bearings and reinforcement with prestress of concrete decks in the contract job "IC15 - Duarte Pacheco Viaduct– seismic reinforcement and complementary rehabilitation", for INFRAESTRUTURAS DE PORTUGAL, S.A.;
- Metallic structure and cladding works for the "Sports Platform Rehabilitation and Construction of Multipurpose Room" for Colégio Moderno, Lda.;
- Completion of works for the "Waterproofing of the Bottom Outlet and Water Inlet Gallery of the Freixeirinha Dam" for DGAR.

In the Mechanical speciality, focused on the repair, maintenance, and adaptation of equipment, the activity was carried out at the Teixeira Duarte Operational Hub workshops and at the workshops in Neves Corvo. Collaboration with EPOS, S.A., a Group company, was maintained, as well as with the main client, SOMINCOR – Sociedade Mineira de Neves Corvo, S.A.

The “Technical Support” contract with SOMINCOR – Sociedade Mineira de Neves Corvo, S.A. was also renewed, covering the repair and maintenance of mining equipment at the client’s facilities. This long-standing partnership reflects the client’s continued trust in the services provided by TD.

In terms of commercial activity, the company has maintained a vigilant presence in the Portuguese market, conducting numerous studies and submitting a significant number of proposals, with expectations of a success rate that will allow for increased business volume. Additional prospects in this market stem from upcoming infrastructure projects with a considerable metal structure component, some of which have already materialised, including:

- "Contract job for the Supply and Installation of a Metallic Quay at the Chelas Station Branch Line", for METROPOLITANO DE LISBOA, E.P.E.;

In **Underground Works**, the trend of recent years continues, with a strong growth in activity compared to 2023.

In **Portugal**, at the Neves Corvo Mine, the contract signed with the client “SOMINCOR – Sociedade Mineira de Neves Corvo, S.A.” at the end of 2023 was continued, with its term set until October 31st 2026. The turnover at the Neves Corvo Mine in 2024 recorded a significant increase compared with 2023.

At the Aljustrel Mines, work continued under the contract entitled “Excavation, Retaining System and Transport Works at the Aljustrel Mines”, which had been signed in November 2022 with the client “ALMINA – Minas do Alentejo S.A.”, along with the first addendum signed in March 2023 for the construction of a new ramp to access underground mining infrastructure from the surface.




Aljustrel Mines - Portugal

With regard to Railway Works, the high level of activity seen in recent years was maintained, supported by projects under the Ferrovia 2020 Programme for the client IP – Infraestruturas de Portugal, S.A., particularly the contracts on the Line of Beira Alta, Cerdeira/Vilar Formoso sections, which were practically completed in 2024, and the Évora/Elvas section, currently in full execution.



Railway Line of Beira Alta, Cerdeira-Vilar Formoso - Portugal

There was also strong performance in activities related to the Maintenance Contract for Lots 1 and 2 (covering 70% of the national railway network) for the same client, IP – Infraestruturas de Portugal, S.A., delivered through the ACE – SOMEFER (with Somafel as the lead partner, holding a 36,5% stake), as well as in the associated railway maintenance and rehabilitation works, notably on the Lines of the North and of the South.

It is also worth noting the completion, in 2024, of the final phase of the Campo Grande Viaducts for Metropolitano de Lisboa, in which SOMAFEL is part of a consortium with Teixeira Duarte.

In the commercial area, the year 2024 was marked by studies related to the high-speed rail line sections between Porto and Soure. Two significant contracts were awarded for the client IP – Infraestruturas de Portugal, S.A., namely: the Alfarelos Station on the Line of the North and the electrification of the Douro Line, between Marco and Régua.

**Angola**

In 2024, the Construction sector in Angola continued to face significant challenges, notably high inflation, exchange rate volatility, and rising material costs. There was also a halt in some ongoing projects and a slowdown in investment in new ones, thereby hindering the recovery of activity.

In this highly adverse economic context, Teixeira Duarte maintained a strong strategic focus on enhancing the technical capacity and quality of its engineering services, seeking partnerships that would allow for the gradual and sustainable growth of its operations, while preserving the internal balance required to fulfil mutual commitments with its clients.

The **Geotechnics** area of activity, despite market difficulties and uncertainty, recorded an increase in activity compared to 2023, delivering a strong performance, whether directly for end clients or as a specialist subcontractor. The following contracts are particularly noteworthy:

- Completion of the pile foundations for the Catumbela Hospital in Benguela, for "VAMED - Engineering Deutschland GmbH".
- Completion of the retaining system and excavation for the new clinic of the Angolan private healthcare network "Clínica Sagrada Esperança" in Cabinda.
- Foundation with piles and retaining system of the Artist House for Kora, in Luanda
- Geological-geotechnical exploration and reconnaissance at the Tailings Dam of the Catoca Mine in Saurimo, for the international consulting firm in this area, "Knight Piésold".
- Execution of foundation piles for ALNG, in Soyo.
- Geological and geotechnical investigation and survey at the Lobito Mining Terminal
- Execution of piles for Sapiem, in Soyo.
- Foundations with piles for the Power Transmission Lines, within the scope of Gove-Matala project.
- Foundations with piles and retaining system for the new headquarters building of Banco BIR, in Luanda.



Provincial Hospital of Catumbela, Benguela - Angola

In the **Buildings** sector, activity remains constrained by the challenges of a more restrained economic environment, although it still exceeded the levels recorded in 2023. Worthy of note are the following projects:

- Continuation of the rehabilitation of Hotel HCTA, a hospitality unit of the Group, in Talatona;
- Continuation of the reinforced concrete structure of the General Hospital of Catumbela, for the Dubai healthcare technology company "Alkra Technologies FZ-LLC. (project suspended in April);
- Ongoing construction of a hospital unit for the Angolan private healthcare network "Clínica Sagrada Esperança" in Cabinda, featuring two operating rooms and twenty-one inpatient beds;
- Commencement – following the completion of the first phase of foundations and retaining system – of the rehabilitation and construction project for the Casa do Artista, Palace of Music and Theatre, reinforced concrete structure for Kora in Luanda.
- Contract job for the refurbishment and expansion of the Embassy of Switzerland, in Luanda;

Despite the context, and considering the projects under review, a revenue increase is expected for 2025.



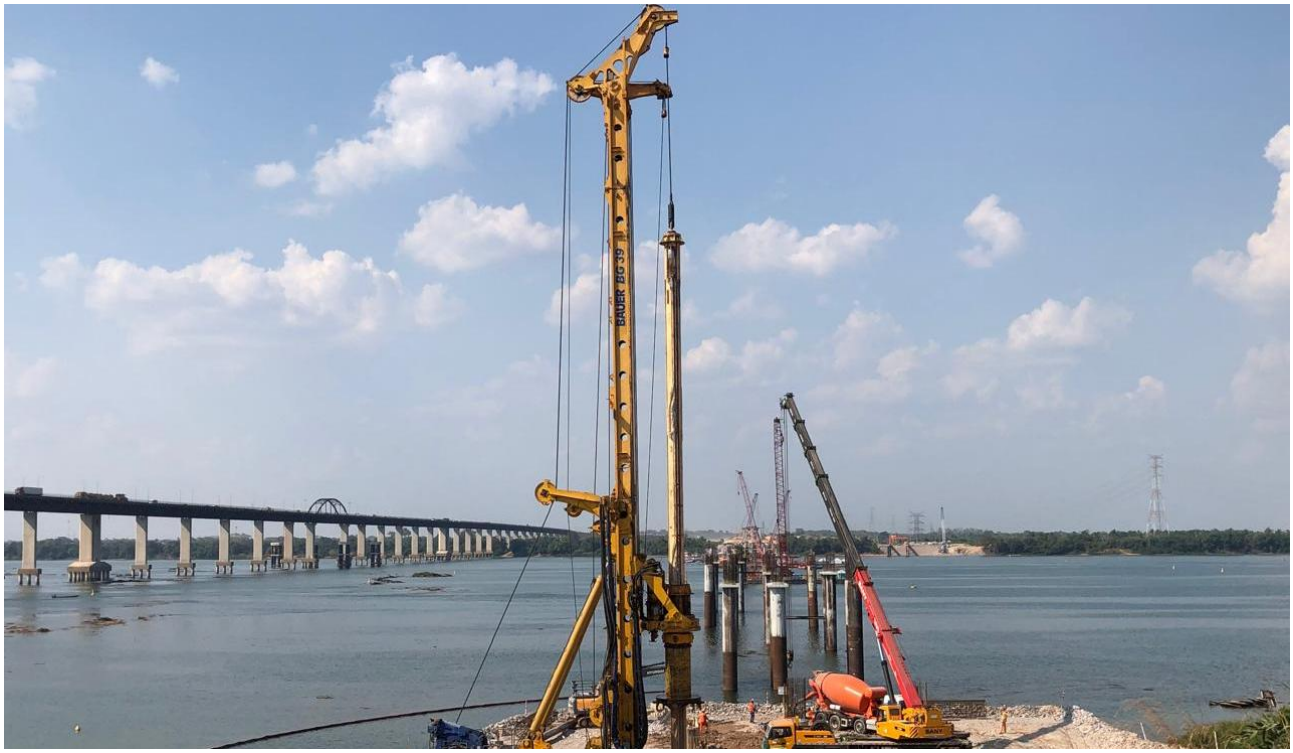
Remodelling of 10 Villas - HCTA Villas, Luanda - Angola

**Brazil**

In this country, operations were primarily focused on large private clients.

In the **Geotechnics** area of activity, strong activity continued in the São Paulo residential market, complemented by infrastructure works in various regions of the country, with the following projects standing out:

- Real Estate Development “Ári Butantã” for “CONSTRUCOMPANY E INCORPORAÇÃO LTDA”;
- Real Estate Development “Recanto Oliveiras” for “TECNISA ENGENHARIA E COMÉRCIO LTDA”;
- Real Estate Development “Obelisco” for “COSTA HIROTA CONSTRUTORA LTDA”;
- Real Estate Development “Copa” for “QUATTRI ENGENHARIA LTDA”;
- Real Estate Development “BSP Estados Unidos” for “R. YAZBEK LTDA”;
- Real Estate Development “Loomi CSA” for “EPSON ENGENHARIA E EMPREENDIMENTOS”;
- Real Estate Development “DAMATA201” for “SOLIDI ENGENHARIA E CONSTRUÇÕES LTDA”;
- Execution of foundation piles for the new Road Bridge in Jundiaí for the "CONSÓRCIO VILA HORTOLÂNDIA";
- Execution of foundation piles as part of the refurbishment of the Santo Amaro Station on Line 05 of the São Paulo Metro for "EGTC Infra S.A.";
- Execution of foundation piles as part of the civil works for the Boa Esperança, Jacu-Pêssego, and Pátio Ragueb Chohfi stations on Line 15 - Silver of the Metro, for the "CONSÓRCIO EXPRESSO BOA ESPERANÇA";
- Service of driving metal casings for the execution of 5 piles in Sections 1 and 2, with the provision of labour and equipment for the BTP Pile Repair Works for "CONCREJATO SERVICOS TECNICOS DE ENGENHARIA S/A";
- Execution of the retaining system using diaphragm walls as part of the civil works for the Boa Esperança, Jacu-Pêssego, and Pátio Ragueb Chohfi stations on Line 15 - Silver of the Metro, for the "CONSÓRCIO EXPRESSO BOA ESPERANÇA";
- Execution of foundation piles for the implementation of a Monorail System on Line 15 – Silver of the São Paulo Metro, for the "CONSÓRCIO EXPRESSO IPIRANGA";
- Execution of foundation piles for both the Railway Bridge and the Road Bridge over the Tocantins River for the consortium Ponte Rio Tocantins- APOIO 38 / 39;
- Execution of foundation piles for the Bridge over Rio dos Bois for EMPA.




Foundations for the Railway Bridge and Road Bridge over the Tocantins River – Brazil

During the year 2024, within the **Buildings** sector, the following projects stand out:

- Completion of the execution of the contract job for the works of modernisation and expansion of the passengers' terminal and improvement of the airport infrastructure of the runways and yards of the International Airport of Boa Vista – Atlas Brasil Cantanhede, in the state of Roraima and of the International Airport of Porto Velho – Governador Jorge Teixeira de Oliveira, in the state of Rondonia. A contract under EPC (Engineering, Procurement, and Construction) regime for the Airports Concessionaire of the Amazon (Vinci Airports Group), through a consortium led by Teixeira Duarte;
- Continuation of the execution of services for the complete implementation of the construction works of Porto Futuro 02, comprising all implementation, construction, and refurbishment works, of the project located in the municipality of Belém, Pará state, for VALE, where the 30th United Nations Climate Change Conference (COP 30) will take place in November 2025;
- Continuation of the contract for the Pre-Construction of Jesus Christ of Latter-day Saints (commonly known as the Mormons) Church, in the city of Santos, in the state of São Paulo;
- In January 2024, was initiated the contract for the Pre-Construction of Jesus Christ of Latter-day Saints Church, in the city of Maceió, in the state of São Paulo.
- On August 22nd 2024, began the execution of the contract for the provision of services for the development and execution of projects and civil works, by global contract, under the EPC regime, for 'Pack 3' buildings, for the Toyota do Brasil, Ltda vehicle factory, for the expansion of its industrial complex in Sorocaba, in the state of São Paulo;
- On October 31st 2024, for the Pre-Construction of Jesus Christ of Latter-day Saints Church, in the city of João Pessoa, in the state of Paraíba.
- On October 31st 2024, began the execution of the contract for the Provision of Services for the Refurbishment, Adaptation and Expansion of 3 Substations - Osasco, Santa Rita and Santa Terezina, in the State of São Paulo - for the Concessionaire of Lines 8 and 9 of the Sistema de Trens Metropolitanos de São Paulo SA.



Modernisation and expansion of Porto Velho International Airport, Rondónia – Brazil

The activity carried out in 2024 in the Infrastructure area included the following contracts:

- Completion of the Project Preparation and Execution Works for the Duplication of Highway BR-116/BA - Lots 06, 40 km long, in the state of Bahia, for the National Transport Infrastructure Department (NTID);
- Continuation of the contract for the decommissioning of the Campo Grande Dam, in the municipality of Mariana, state of Minas Gerais, for VALE;
- In March 2024, began the execution of the contract for the Execution of Civil Works, Drainage, Earthworks, Special Works of Art and Other Activities relating to the Construction of Package 1B of Fico - Central-West Integration Railway with Supply of Materials, in the State of Goiás, for VALE;
- In October 2024, was initiated the execution of the Contract for the Provision of Services for the Preparation of the Executive Project with the Development of Detailed Engineering for the Bacaba Project Bridge, in Canaã dos Carajás, State of Pará, for SALOBO METAIS SA.



Campo Grande Dam, Minas Gerais - Brazil

In the specific sub-area of rehabilitation, in 2024, it is worth noting the following projects executed all for VALE:

- Completion of the two maintenance contracts of engineering works and metallic bridges, of the Estrada de Ferro (railway) Vitória – Minas;
- Completion of the Structural Recovery contract for the Terminal Island Guaíba (TIG) Dock, in the Mangaratiba region, in the state of Rio de Janeiro;
- On February 28th 2024, began the execution of the contract for the Replacement of the Fundão River Metal Bridge on the Vitória Minas Railway, in the city of Fundão, in the state of Espírito Santo.

**Metalmechanics** activity in Brazil returned to a more expressive level than in the previous year.

The 'Replacement of the Fundão River Bridge on the EFVM' contract in Espírito Santo was carried out for VALE. The work consisted of replacing an old metallic railway bridge, about 80 years old, with a new metal truss. A very peculiar construction process was adopted, a complex engineering solution for replacing the bridge.

As part of the works for the UN Environment Conference, COP30, to be held in Belém (PA), the Metalmechanics sector participated in the Porto Futuro II project for VALE, which involved the rehabilitation of the metallic structures of five old warehouses at the Docks of Belém and their adaptation for leisure and event spaces. This was achieved by installing new metal mezzanines inside the warehouses, as well as various metal roofs on the exterior. This project is currently ongoing, with an expected completion date in the first half of 2025.



Porto Futuro II, Belém - Brasil

In 2024, the area of **Underground Works** benefited from the terms of the effects of the termination agreement broke with the client AngloGold Ashanti, in the end of 2023; however, it did not manage to sign new contracts despite the commercial effort made.

The Group continues to invest in developing activity in this area in this country, pursuing commercial activities in order to resume its activity in 2025.

As to **Railway Works** in Brazil, the significant activity growth, when compared to last year, is worthy of note.

The commercial area was less active than last year as a result of the postponement of some investments by the main clients.

From the activity in 2024, the following contracts stand out, optimising equipment utilisation and improving performance during the year:

- Completion of 108 km of new railway track of the Plots MVP 02 and 03, in the state of Ceará, on the Transnordestina railway, for the client *CSN - Companhia Siderúrgica Nacional*;
- Completion of the last major duplication, TIMM - *Terra indigena Mãe Maria* (Mãe Maria indigenous land), on the Carajás Railway, in the state of Pará, for VALE;
- Beginning of the construction of FICO - *Ferrovia de integração Centro-Oeste* (Centre-West Integration Railway), through the 'FICO Start-up' contract, on a new railway that is expected to be 387 km long.

**Mozambique**

In 2024, the construction sector continued to face major obstacles resulting from a difficult economic climate, aggravated by factors such as post-election tensions and climatic challenges, which continue to limit its potential for expansion.

In the **Geotechnics** sector, stand out the following works:

- Continuation of the execution of the retaining system and foundation piles of the building Sidónio Tower, in Maputo, for "H&B Investimentos";
- Geological and geotechnical survey, "on shore" and "off shore", for Pier 14, for MPDC – Port of Maputo;
- Geological and geotechnical survey for the future bridge over river Licungo, in Mocuba, for Millennium Challenge Account – MCA Moçambique.




Head Office Building of the Constitutional Council, Maputo - Mozambique

IN the Buildings sector, there was a activity increase, when compared with 2023, standing out the following works:

- Continuation of the construction of the Head Office Building for the Constitutional Council in the city of Maputo;
- Commencement of foundations and structure for the residential building, Sidónio Tower, for "H&B Investimentos Imobiliários";
- Continuation of the architectural works for TSK Moçambique, in Temane, within the scope of the Thermal Power Plant.

The activity of **Infrastructures** in Mozambique was rather scarce throughout 2024, just small interventions in the Port of Nacala, under the warranty period of this project, whose final acceptance occurred during the second semester. For 2025, it is expected an activity growth in this area of activity, given the contracting intentions expressed at the end of the year.

In **Railway Works**, the projects stand out:

- Continuation of the execution of approximately 300 km of heavy mechanical tamping on the Machipanda Line, in the Manica district, near the border with Zimbabwe, for "Portos e Caminhos de Ferro de Moçambique, E.P."

**Other markets**

As mentioned above, in addition to the four strategic markets where Teixeira Duarte operates in the Construction Sector, there are also other countries where the Group operates more sporadically, whose activity in 2024 is described below: Algeria, Cape Verde, Colombia, Spain, Gabon, Kuwait and Peru.

In **Algeria**, the political and economic outlook continued to limit the activity development, being most of the projects halted.

In this context, negotiations continue with local authorities aimed at closing outstanding files in order to safeguard the interests of the parties.

In **Cape Verde**, it should be noted that the consortium led by Teixeira Duarte continued its work on the Cape Verde Airports project - First investment phase, under the ‘Engineering, Procurement, and Construction Agreement’ contract signed with Cabo Verde Airports S.A. (Grupo Vinci), which involves rehabilitating the airport areas of seven islands. The contract provides for the improvement and adaptation of runways to international airport regulations according to each development’s class, consisting of improving the finishes, the functionality of the wind turbines and the installation of energy production systems in order to provide them with more environmentally friendly energy solutions.

The progress of the work is scheduled for the end of December 2024, with work on the islands of Sal, São Vicente, Santiago and Maio at an advanced stage of completion, with work still underway on the islands of São Nicolau, São Filipe and Boavista.




Amílcar Cabral International Airport, Sal Island – Cape Verde

The contract involves the mobilisation of large-scale teams and equipment, both to develop the execution designs and to carry out the work '*in situ*', presenting significant logistical challenges, given the number of different geographies involved at the same time.

In this market, there are good prospects for continuing the ongoing activity, both through other opportunities associated with new projects for the client "Cabo Verde Airports, S.A." and through securing projects whose tendering is expected to occur in the short and medium term, in the area of infrastructure works, with the purpose of broaden our presence and of contributing to the economic and social development of the Cape Verde.

In **Colombia**, Teixeira Duarte focused primarily on the three main projects outlined below:

- Continuation of the construction of a "Cut and Cover" structure known as "Deprimido Calle 72" in Bogotá, for the concessionaire "Metro Línea 1".
- Completion of approximately 11.000 meters of foundation 800 mm and 1200 mm diameter piles, at a depth of 40 meters, for the "Vive el Rio" building, in the city of Barranquilla;
- Execution of all the work on around 6.500 $m^2$ of moulded wall and 7.400 lm of 1.400 mm piles at a depth of 50 metres for the foundations and excavation of the basements of the building known as 'Manzana 46' in Bogotá, for Construtora Arquitectura y Concreto.

Teixeira Duarte remains attentive to this market, aiming to seize any emerging opportunities and carefully analysing the feasibility of maintaining and possibly expanding its presence. It's worth noting the macro context of the public works sector, which presents a positive outlook for investment by the State.

In **Spain**, Teixeira Duarte only operates in the **Underground Works** sector, and its activity has remained largely focused on providing services in the mining sector, complemented in 2024 by a contract to carry out shotcrete lining in shafts at the Aguas Teñidas Mine.

The execution of two maintenance service contracts at the Aguas Teñidas Mine in Huelva for "MATSA – Mina de Aguas Teñidas, S.A.U." continued: one for mining equipment and the other for truck maintenance. Both contracts were signed in October 2020 for a duration of five years.

In **Gabon**, the Group operates through SOMAFEL, S.A. in the field of railway works. In 2024, SOMAFEL continued the execution of the contract for heavy-duty tamping services on the railway line between Libreville and Franceville for "*SETRAG – Société d'Exploitation du Transgabonais*" (the concessionaire of the 650 km line known as "Transgabonais"). An additional contract with the same purpose was signed and initiated, allowing for the doubling of its activity in this market until December 2025.

In **Kuwait**, Teixeira Duarte finished, in the first semester of 2024, the execution the contract job for the construction of the Waste Water Treatment Plant of Umm Al Hayman, for WTE Wassertechnik GmbH – Kuwait Branch, whose provisional acceptance was signed on June 30th 2024.



Umm Al Hayman Waste Water Treatment Plant - Kuwait

In **Peru**, in 2024, Teixeira Duarte operated in the area of **Underground Works**, winning five new contracts in the Lima Metro for the client 'Consórcio Construtor M2 Lima', and a contract with a new client in this geography, 'LATAM AIRLINES PERÚ S.A,' resulting in significant growth in turnover compared to last year.

In addition to the continuation, in 2024, of the work belonging to three subcontracts contracted in 2023, namely the work on the ventilation shaft 'PV01-BIS - Line 4', the civil works on the ventilation shafts 'PV15 and PV 14'; and E1 - Gambetta Station on Line 4', five new contracts were awarded in 2024 to the client "Consórcio Construtor M2 Lima", namely:

- Subcontract called '*Obras Civiles Túneles Ramales Patio Taller Boca Negra'*, signed on January 19th, with an execution time-span of 7 months and a price of 2,87 million USD;
- Contract for the excavation, support and remaining civil works of ventilation shafts 'PV09 and PV 11', signed on July 4th for a price of 2,88 million USD and with an execution time-span of 9 months;
- Contract for the execution of civil works for ventilation shafts PV4-1, PV4-2 and PV4-3 Branch L4, signed on July 4th for 1,99 million USD and with an execution time-span of 7 months;
- Contract for the civil works of ventilation shaft PV13, signed on July 26th for 3,02 million USD and with an execution time-span of 9 months;

- Contract for the civil works of ventilation shaft PV12, signed on November 5th for 1,56 million USD and with an execution time-span of 7 months



Lima Underground – Peru

With “LATAM AIRLINES PERÚ S.A.”, on September 30th 2024, it was signed a contract for the execution of earthworks, for an amount of 700 thousand USD, with a deadline of 90 days.

# IV.2 Concessions and Services

Teixeira Duarte Group began operating in this sector in 1984, in Macau, through a stake in "CPM - Companhia de Parques de Macau, S.A.," which it still holds today. Over the years, the Group expanded its presence to include other ventures in Portugal, Angola, Algeria, Brazil, Belgium, Spain, Luxembourg, Mozambique, Qatar, and Venezuela.

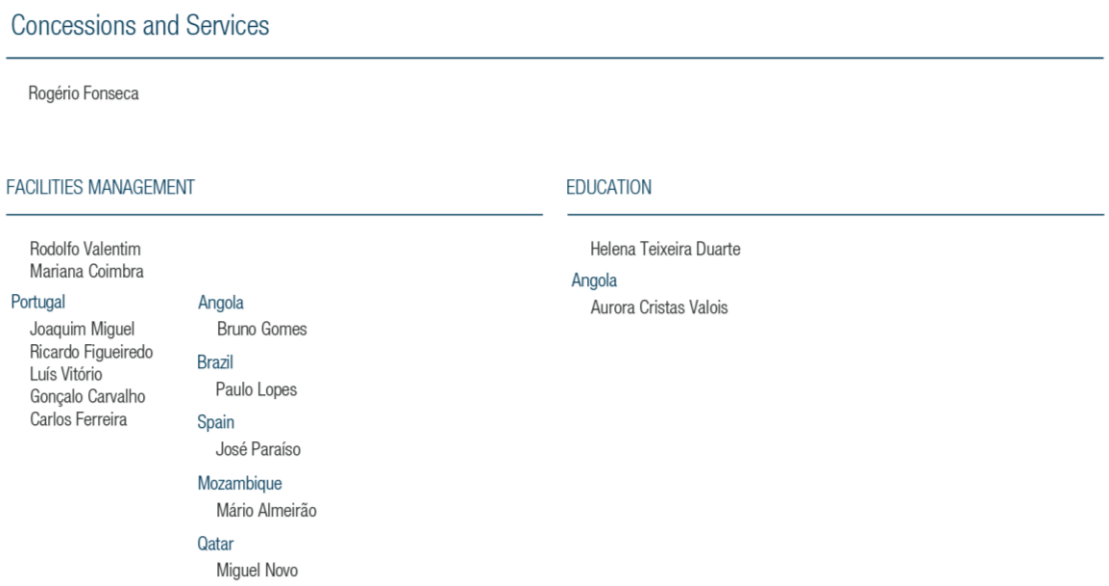
In the field of Concessions and Services, the Group's companies have been involved in Facilities Management and Facilities Services, Educational Activities in Angola, Environmental initiatives, and Small Hydropower Plants (SHPs) in Brazil.

Additionally, Teixeira Duarte holds minority stakes in various other entities, the management of which is not conducted by the Group's structures and, in most cases, does not form part of its consolidation perimeter. Nonetheless, some key points about the most important entities will also be provided at the end of this chapter. Nonetheless, some notes about the most important ones will also be provided at the end of this chapter.

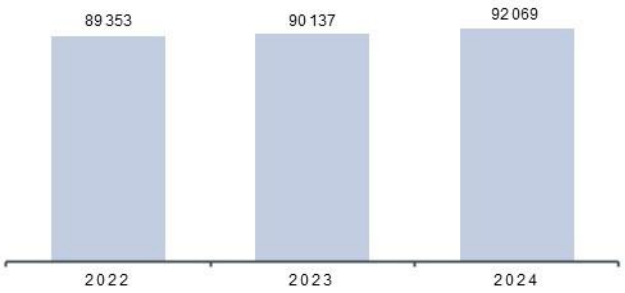
Teixeira Duarte maintains its position of not being a long-term investor in the field of **Concessions** – primarily participating in projects where tenders included this construction-concession modality – although it holds some stakes for strategic and occasional reasons.

Within the **Services** sector, the two areas of greatest impact for Teixeira Duarte are Facilities Management and Education. Facilities Management has been Teixeira Duarte's focus in this sector since 2000 through the TDGI brand. Its contribution to the Group has been consistently growing, bringing significant commercial advantages to the Group's engineering positioning, as will be further detailed ahead.

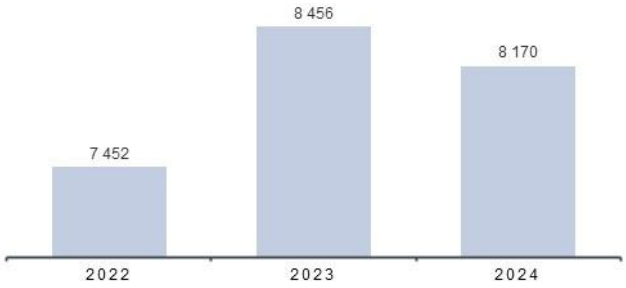
**CONCESSIONS AND SERVICES ORGANISATIONAL CHART**



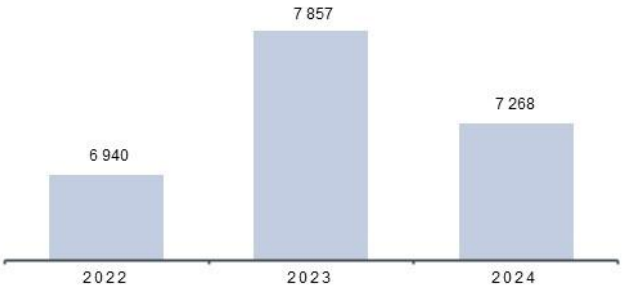
## CONTRIBUTION OF THIS SECTOR TO THE GROUP




Evolution of the Sales and services rendered by Concessions and services
(Amounts in thousand euros)




Evolution of Concessions and Services EBITDA
(Amounts in thousand euros)




Evolution of Concessions and Services Operating Results (EBIT)
(Amounts in thousand euros)

The Sales and services rendered of the Concessions and services had a growth of 2,1%, when comparing to 2023.

In Portugal, there was a 7,6% increase compared to 2023, mainly driven by new contracts and clients from SPACE UP, as well as growth from existing clients.

It is worth noting that in **Angola**, where the Group experienced a 1,4% reduction compared to 2023, excluding the devaluation of the Angolan Kwanza, the Group would have recorded an increase of 25,5%.

In **Brazil**, the Group recorded a 14,5% increase compared to the same period, impacted by the appreciation of the Brazilian Real. Without the effect of the appreciation, the increase would have been 7,2% compared to 2023.

In **Mozambique**, the Group had an increase of 6,7% of the volume in of the Sales and services rendered compared to the same of the previous year.

The EBITDA in Concessions and Services amounted to 8.170 thousand euros, representing a decrease of 3,4% compared to last year.

**ACTIVITY IN 2024**

In terms of non-consolidated figures, to provide an overview of the total activity in 2024, the Group's operating revenues in the Concessions and Services sector reached a global value of 96.869 thousand euros, 40,9% of which pertain to activities conducted abroad. Overall, these figures reflect a decrease of 3,1% compared to 2023. To further understand the significance of the Group's main areas of activity in this sector, it is noted that out of the mentioned non-consolidated operating revenues, 87% are from the Facilities Management area, 9% from the Education sector, and 4% from the Environmental sector.

**FACILITIES MANAGEMENT / FACILITIES SERVICES**

Since the year 2000, the Teixeira Duarte Group has been active in Facilities Management / Facilities Services, operating through the TDGI brand, in Portugal, Angola, Argélia, Bélgica, Brazil, Spain, Luxembourg, Mozambique and Qatar, and has as main operation areas: (i) Integrated Management of Hard and Soft Services; (ii) Technical Maintenance; (iii) Energy Analysis, Diagnosis, and Solutions; (iv) Space and Construction Management.

Engineering is at the core of TDGI, driving the development of specific technical competencies and suitable technological solutions that enhance service quality, operational efficiency, and cost optimisation for clients.

In **Portugal**, 2024 was again a year of turnover growth, to which all areas of operation contributed. Several new contracts were initiated, and existing contracts with current clients were generally renewed.

In the areas of Integrated Hard and Soft Services Management and Technical Maintenance, which represent the core business of TDGI, the continued partnership with SODEXO stands out, particularly in the multi-year contract renewals with MSD and NOKIA. Also notable this year is the volume of work in project management for clients such as NESTLÉ, MSD, and TETRAPAK. The growth of contracts with DECATHLON and GRUPO PERCASSI, both in the retail sector, is also highlighted, along with new contracts with PONTE GADEA and LACE INVESTMENTS. In 2024, TDGI continued to grow within GRUPO LUSÍADAS, supporting this client in its expansion, including the maintenance of the new Lusíadas Vilamoura hospital and the 22 HEYDOC dental clinics, which focus on providing dental care and have now been integrated into the GRUPO LUSÍADAS.

Following the success of the project developed in previous years with SIDUL, which involved designing a new sugar supply line and its installation and assembly with the factory in operation (completed in 2023), in 2024 stands out the initiation of a new project with this client, involving the design and engineering phase of a new project. This year, TDGI also carried out various works for RAR within the industrial projects area, where the company has been increasingly focusing its efforts. The industrial sector continues to be a growth area for the company, with notable expansion in 2024 at TABAQUEIRA (a subsidiary of PHILIP MORRIS INTERNATIONAL), where several new projects were completed. Additionally, a contract was awarded by COPAM (PORTUGUESE STARCH COMPANY) for electrical installations, which will begin in early 2025.

In 2024, TDGI continued to invest in the energy and sustainability sector through the Analysis and Diagnostics and Energy Solutions division, which started operating under the TDGI ENERGIES brand to strengthen this area, positioning TDGI as a key player in the energy sector. A key highlight in this sector in 2024 was the installation of photovoltaic panels in 5 facilities of the GRUPO TORREJANA. In the area of electric mobility, TDGI also installed electric vehicle chargers, with notable clients such as MICROSOFT.

The year 2024 also marked a period of consolidation for the SPACE UP brand, under which TDGI's space management and construction sector began operating to reinforce the identity of this business and its market positioning. In 2024, SPACE UP continued to grow, completing projects for clients such as SONAE, TETRAPAK, GRUPO LUSÍADAS, MANPOWER, and JOHNSON&JOHNSON. The fact that some of these clients already had a relationship with TDGI for the management and maintenance of their facilities, or that TDGI had previously completed projects for them, underscores the trust clients have in TDGI and the company’s commitment to long-term relationships with its clients. Lastly, it is worth highlighting the renovation of the Lagoas Park Commercial Gallery in 2024, for CBRE, as part of the modernisation of the park that the current owner has been carrying out in recent years.



Refurbishment of Building 12 at Lagoas Park, Oeiras - Portugal

In **Angola**, which remains one of TDGI's largest markets globally, 2024 was a very positive year. It is worth highlighting TOTAL, one of the reference clients in the Oil & Gas sector. In addition to the existing Operation and Maintenance contracts, TDGI also entered into a new Service Provision Agreement for the Maintenance and Refurbishment of Offshore Platform Facilities. In 2024, TDGI continued its maintenance and renovation services for various onshore spaces and buildings, while also increasing the volume of maintenance work carried out offshore, on oil platforms.

Also in this sector, TDGI maintained its contracts with EQUINOR, SONILS, and SINOPEC. In another key sector for TDGI in this market, Banking, continued contracts with "BNI -," "STANDARD BANK," and "EMIS -" are noteworthy. With STANDARD BANK, TDGI carried out a significant number of refurbishment works for branches across the country, while with EMIS, TDGI supported the opening of the client's new building. In the Building sector, TDGI continued the maintenance of several contracts, including maintenance for Torre IMOB, in Luanda, for the Ministry of Finance, as well as the HCTA, among others. TDGI also continued investing in training in 2024 to further enhance its operational capabilities in this market.

In **Algeria**, TDGI concluded its operations in 2024 following the end of its maintenance contract for the headquarters building of Banco AGB, in Algiers.

In **Brazil**, TDGI experienced a slight turnover decrease, in 2024.

However, the company continued its activities with clients such as TMKT, DECATHLON, HOSPITAL EDMUNDO VASCONCELOS, AKER SOLUTIONS, among others.

A highlight was the contracts for Management, Operation, and Maintenance of facilities for the pharmaceutical company NOVARTIS, with whom TDGI had previously worked. Over the course of the year, TDGI earned the trust of this client, expanding the scope of its activities across various facilities. This new contract and the gradual increase in scope over time indicate the growth strategy TDGI has been pursuing: Gaining clients' trust by making a difference in contract management and execution.

In the Space and Works Management sector, there was also significant activity, with the execution of several works for both existing and new clients. Particular mention should be made of existing clients such as the SC GROUP, DECATHLON, and VOLKSWAGEN, as well as new contracts, including the fit-out works for the new Consulate of Japan, in São Paulo, and the fit-out of a building at the Macaé facilities of the American oilfield services company, WEATHERFORD.

TDGI has been steadily gaining ground in the Brazilian market, acquiring more clients while generally maintaining existing ones.

In **Spain**, TDGI renewed several contracts with clients, such as STONEWEG, TBS, and GRUNDFOS, and expanded its services with clients like APPLE, who awarded TDGI the maintenance of a new store, and GRUPO PERCASSI (which owns brands like Nike, Victoria's Secret, and Lego), who continued to entrust TDGI with the maintenance of new stores and also relied on TDGI for the fit-outs of their facilities. TDGI is focusing on this area in Spain and has strong prospects for 2025.




Maintenance of Nike stores - Spain

In 2024, TDGI also consolidated its operations with the client OMNICOM (contract made with JLL, which holds the international account for OMNICOM), and initiated new contracts with PARAMOUNT and PEPSICO.

In Mozambique, TDGI continued its sustained growth, focusing on creating value and positioning itself as a reference company in the Maintenance and Facilities Management sector. In the Oil & Gas sector, which has been a strong focus for the company, TDGI successfully maintained contracts with various entities, such as ENI and BAKER HUGHES. In the banking sector, TDGI continued its contracts with clients such as BCI, ABSA, MILLENNIUM BIM, NEDBANK, and BANCO DE MOÇAMBIQUE, the latter of which saw an expansion of the contract scope.

TDGI has been consolidating its operations and team, focusing on training and qualifications to be prepared for the challenges ahead. Despite the country's challenges, TDGI's activity in Mozambique grew in 2024, with the company further expanding its presence throughout the entire national territory. Also noteworthy is TDGI's certification in Mozambique in accordance with ISO 45001 – Occupational Health and Safety Management System.

Regarding **Qatar**, TDGI operates through the locally established entity "TDGISERV," a joint venture with the local company "PETROSERV," which has been active for over 30 years in providing services to the Oil & Gas sector.

TDGISERV continued its main contract with QATAR FOUNDATION for the maintenance of the SIDRA MEDICAL & RESEARCH CENTRE, as well as for the maintenance of the facilities at the Al Shaqab Equestrian Centre.

Overall, TGISERV maintained the trust of its clients, keeping its clients trust, such as HAMAD MEDICAL CENTER, QATAR UNIVERSITY, and PHCC.

**EDUCATION**

The "EDUCARE - Educational and Cultural Activities, Lda" is a company wholly owned by the Teixeira Duarte Group, established in 2007 with the purpose of developing the "Colégio S. Francisco de Assis Luanda Sul," located in Talatona/Luanda Sul, Angola.

Recognised by the Portuguese Ministry of Education, it is an educational institution providing high-quality education from Preschool to Secondary Education.

Its Educational Project, based on a solid mission and values, justifies its numerous accolades and the choice of families as a privileged environment for their children's education.

The implementation of diversified activities, involving all curricular areas and aligning pedagogical practices with the Profile of the Student at the End of Schooling and the Essential Learnings, has been one of the pillars of our success as a differentiating factor and promoter of innovative and impactful education development.

Through the personalisation of teaching, investment in educational technologies (highlighting the completion of the project "Technological Modernisation Plan of CSFA Luanda Sul"), and the promotion of interdisciplinary experiences, we ensure that each student develops essential skills such as digital literacy, effective communication, and adaptability to a constantly changing world. Additionally, active citizenship and sustainability projects allow students to gain a global perspective and an ethical commitment to the future.

In 2024, at the invitation of the Directorate-General for School Administration, we participated in the III Meeting of Portuguese Schools Abroad, held in Maputo (Mozambique), which aims to align the cooperation of the network of Portuguese schools abroad.

The academic results achieved in final cycle exams (higher than the national average) and the recognition obtained in national exams (also above average in almost all subjects) confirm that our students are well-prepared to face academic and professional challenges as transformative agents of society.

In September 2024, the school year began with a re-enrolment rate of around 96%, and the secondary education offered courses in Sciences and Technologies (CT), Languages and Humanities (LH), and Socio-economic Sciences (CS).

By December, there was a total enrolment of 844 students, the highest number since the beginning of its activities.



S. Francisco de Assis South Luanda School - Angola

Both academic success and the increase in demand for new enrolments reflect the trust placed by families and the educational community.

Still focused on maintaining an organisational environment with high standards of trust and attentive to the growing shortage of teachers in Portugal, the institution continued to generate a positive perception as a workplace, retaining most of its qualified professionals (80% of teachers) and attracting others from similar educational institutions.

The investment in continuous training remains a priority, ensuring that teachers stay updated on pedagogical methodologies and aligned with best educational practices, while non-teaching staff acquire behavioural skills aimed at improving interpersonal relationships and customer service.

There was continued strong participation in optional Educational Services, with a wide range of options, as well as the development of Complementary Services to Support the Surrounding Community, optimizing the use of the auditorium and thus responding to the demand for additional revenue sources.

For the year 2025, there will be continued careful management of the various areas and resources of "Colégio S. Francisco de Assis Luanda Sul," continuing the solid work that makes this College an educational reference at the national and international levels.



S. Francisco de Assis South Luanda School - Angola

**ENVIRONMENT**

"RECOLTE - Servicios y Medioambiente, S.A.U" (RECOLTE), wholly owned by the Teixeira Duarte Group, has been engaged in providing various environmental services in Spain for several years. In September 2019, an agreement was reached between RECOLTE and URBASER S.A.U. for the transfer of RECOLTE's contractual position in all Administrative and Private Contracts in the Environmental Area in Spain, with the purpose of confirming Teixeira Duarte's exit from this business area.

During the year 2024, RECOLTE maintained its contractual position in the only remaining contract in the Environmental Area that has not been transferred to URBASER, with the municipality of Marín in Pontevedra, which recorded sales and services worth 1.376 thousand euros.

In 2025, RECOLTE will continue to focus on the efficiency of its central structure and anticipates the completion of Teixeira Duarte's exit from this business area, either through the transfer of the contractual position mentioned above or its termination.

**CONCESSIONS**

Port Operation in Venezuela under the "Strategic Alliance for the operation and management of the container terminal at the Port of La Guaira" celebrated with the Venezuelan entity "Bolivariana de Puertos (Bolipuertos), S.A." in 2017, and for a term of 20 years, Teixeira Duarte had been carrying out, since that date, the commercialisation, conservation, operation, administration, construction, and utilisation of the "specialised container terminal (Muelles 27 y 28- Sector Oeste) at the Port of La Guaira". In 2021, Bolipuertos unilaterally and belatedly terminated the contract, in flagrant violation of existing bilateral agreements and Teixeira Duarte's rights and expectations on this matter. After the reactions following the aforementioned termination and those carried out in 2022 and 2023, during 2024, Teixeira Duarte developed procedures aimed at assessing the impacts generated by the unlawful termination, through a consultancy hired for this purpose. Based on the report presented, legal documents were drafted so that, when and if deemed appropriate, formal discussions may be initiated with the Venezuelan state, as a potential route for an amicable resolution of the dispute.

**"TDHOSP - Hospital Building Management, S.A."** (TDHOSP), in which Teixeira Duarte - Engenharia e Construções, S.A. currently holds 10% of the respective share capital, is a company that aims at managing the Cascais Hospital for a period of 30 years, including activities such as design, project, construction, financing, conservation, and maintenance.

Since the completion of the Cascais Hospital Building in February 2010, TDHOSP's activity has focused on managing and maintaining the hospital building, as well as managing and operating its car park.

The thirteenth calendar year of TDHOSP's activity continued to comply with the various evaluation parameters of the Management Contract, namely: Service, Availability and Satisfaction.

Throughout this financial year were issued periodical monthly reports which show the good performance of this Company, thus being expected a positive evaluation of Very Good for 2024. Within the scope of the activities set forth in the management contract, TDHOSP carried out small modifications in the building, requested and supported by the Building Managing Entity and approved by the Public Contracting Entity.

It is noteworthy that Galo Saúde - Parcerias Cascais, S.A. adopted, effective November 5th, 2024, the new corporate name of Ribera Portugal – Parcerias de Cascais, S.A.

**“AEBT - Estradas do Baixo Tejo, S.A.”**, incorporated on January 15th 2009, is a company in which Teixeira Duarte - Engenharia e Construções, S.A. holds a 21,5% stake of share capital and a sub-concession for the activities of design, project, construction, increase in the number of lanes, financing, motorway operation and upkeep, regional road and associated road groupings in the district of Setúbal. AEBT finished the construction activities on its sections in November 2012, with an extension of 25,6 km; since that date, it has been operating a network of 60,2 km. The object of the sub-concession is the:

(I) Construction, exploitation, operation and maintenance of two motorway sections, A33/IC32 – Palhais / Coina and A33/IC32 – Casas Velhas / Palhais (which includes the connection to Trafaria and the connection to Funchalinho), which has a toll fee, except for local traffic, with regard to the last section of A33. The total length of these two road infrastructures is approximately 25,6 km;

(ii) Exploitation, operation and maintenance of the sections which are in service, at the present date, IC32 – Coina / Montijo (IP1), IC3 – Montijo (IP1) / Alcochete, IC20 – Express way of Caparica and IC21 – Express way of Barreiro, which adds up to a total of 34,6 km.

In addition to the normal activities of operating the subcontracted network, AEBT's activity in 2024 was focused on investment activities, continuing the project to increase the number of lanes on the IC20, with completion expected by May 2025.

In 2025, AEBT’s activity will continue to be focused in investment, namely in the completion of the expansion of IC20, including the usual activities of maintenance of infrastructures, given their nature and relevance.

**"CPM - COMPANHIA DE PARQUES DE MACAU, S.A."** is an entity in which the Group maintains an indirect 15% stake in the share capital since its foundation in the mid-1980s, following an international public tender. It was a pioneer and continues to be a reference company in the construction and operation of car parks and related activities in the Special Administrative Region of Macau.

In 2024, the management and operation of the public car parks, for which this subsidiary is a concessionaire in Macau, continued. The number of public car parks managed and operated by the subsidiary decreased from 19 to 8, with this reduction explained by the expiration of concession contracts for operation and management on one hand, and on the other, the fact that the Traffic Services Department has not yet launched a new concession tender. As a result, a transitional management is currently in place. The company is also closely monitoring the developments brought by the government and new technologies in this business in the region, especially concerning the rehabilitation works of various car parks and the plan to install electric vehicle charging equipment in public parking facilities in Macau.

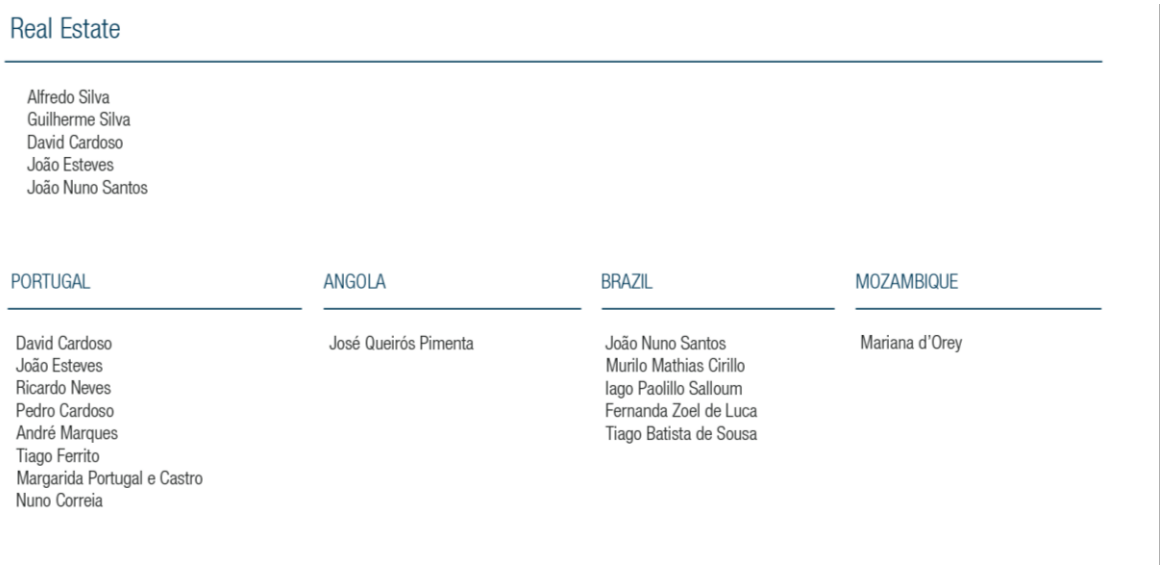
"PAREDÃO DE MINAS ENERGIA, S.A." and "GONGOJI MONTANTE ENERGIA, S.A." are two Brazilian companies directly owned by Teixeira Duarte - Gestão de Participações e Investimentos Imobiliários, S.A., which held licenses for the construction and operation of **Small Hydroelectric Plants (SHPs)**. This corresponds to an area of activity assumed by the Group as non-strategic. In the 2024 fiscal year, efforts continued toward the divestment of the assets held by these companies, primarily consisting of land.

# IV.3 Real Estate

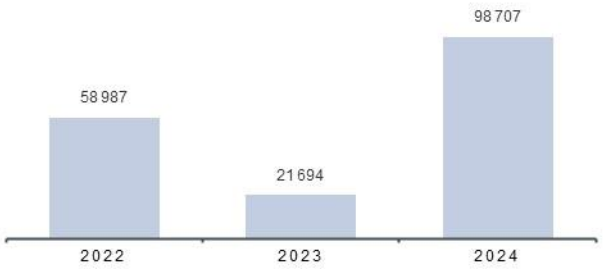
Teixeira Duarte Group's involvement in this sector dates back to the early 1970s, accumulating 50 years of experience and a constant quest for innovation. This foundation has enabled the Group to encompass a wide range of companies that operate from project inception to licensing, promotion, commercialisation, and asset management in the residential, service, and commercial segments.

In addition to its success in the markets of the various countries in which it operates, the teams in this Real Estate Sector are also responsible for managing the real estate assets of the Group in the different regions where Teixeira Duarte operates in this sector. In 2024, this occurred in Portugal, Angola, Brazil, and Mozambique, as detailed below.

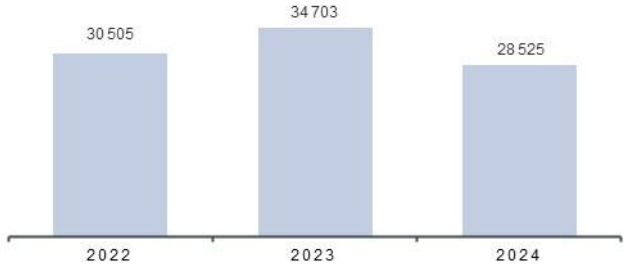
**REAL ESTATE ORGANISATIONAL CHART**



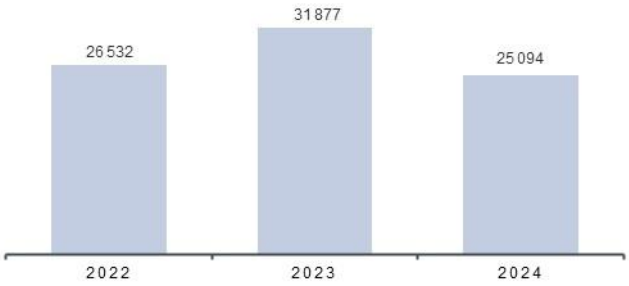

**CONTRIBUTION OF THIS SECTOR TO THE GROUP**




Evolution of the Sales and services rendered by the Real Estate
(Amounts in thousand euros)




Evolution of Real Estate EBITDA
(Amounts in thousand euros)




Evolution of Real Estate Operating Results (EBIT)
(Amounts in thousand euros)

The Group recorded a 355% increase in Sales and Services in the real estate sector compared to the same period last year.

In Portugal, the Group reached 24.078 thousand euros, reflecting an increase of 6.148 thousand euros compared to 2023, driven by the sale of the “Q19” building in “Quinta de Cravel”, Vila Nova de Gaia.

In Brazil, the Group reached a total of 72.522 thousand euros, representing an increase of 71.830 thousand euros compared to the same period last year, as a result of the completion of the “Alta Vista III” and “Princesa Isabel” developments in São Paulo.

The Real Estate segment recorded an EBITDA of 28.525 thousand euros, representing a decrease of 17,8% compared to the same period last year.

The Operating Result for the Real Estate segment in 2024 amounted to 25.094 thousand euros, which represents a decrease of 6.783 thousand euros compared to the 2023 period.

**ACTIVITY IN 2024**

In non-consolidated terms, to provide a perspective on the total activity in 2024, it is reported that the Group's operating income in the Real Estate sector reached a global value of 123.126 thousand euros, representing a 4,2% increase compared to 2023. External markets and Portugal accounted for 47,3% and 52,7% of the activity, compared to 50% and 50% in 2023, respectively.

In this sector, in 2024, the Group continued to develop its portfolio of projects in its two main markets, Portugal and Brazil, primarily in the residential segment, with projects at various stages of the production cycle. In Angola and Mozambique, the activity was lower and focused on managing existing assets, but always with attention to the evolution of their respective economies and potential opportunities.

In **Portugal**, the year 2024 was characterised by strong activity. The commercialisation of developments, mostly aimed at the domestic residential market, progressed at a good pace, with investments continuing to support this commercial performance. There was a focus on managing the increasing costs associated with construction, requiring additional effort from teams in the design and development of products.

In Lisbon, during the period under review, and following the completion and execution of all deeds for the first phase of the residential-led development “Fábrica 1921”, located in Benfica, construction of the second phase of the project was completed, with nearly all corresponding deeds having also been executed.



Real Estate Development “Fábrica 1921” (2nd phase), in Benfica, Lisboa – Portugal

It is worth highlighting that this project represents the regeneration of an entire city block and was recognised in 2023 with the National Urban Rehabilitation Award in the city of Lisbon.

Also in Lisbon, still within the parish of Benfica and as a continuation of the neighbourhood's regeneration process, the construction permit was issued and construction began on the three plots that make up the “Garridas 1867” development, comprising approximately 33.000 m² of above-ground construction area and a public car park (to be transferred to the municipality) with a total of 207 parking spaces.

This development is divided into two plots for residential purposes and one plot designated for the construction of the aforementioned public car park. The two residential plots comprise a total of 178 housing units. The commercialisation process for both plots was launched and, by the end of the financial year, over 120 units had been sold.

Still within the Lisbon metropolitan area, but this time in the municipality of Vila Franca de Xira, the Teixeira Duarte Group continued with the construction of the first two plots - comprising 68 housing units - which form the first phase of the residential-led “Vila Rio” development. Located in Póvoa de Santa Iria, this project includes an above-ground construction area of approximately 136.000 m² and is expected to deliver more than 600 housing units, complemented by retail and service areas. Construction also began on an additional two plots, comprising 123 housing units, marking the second phase of this development.



Development “Vila Rio” (illustrated perspective), Póvoa de Santa Iria – Portugal

With the aim of ensuring uninterrupted progress on this project, the preliminary communications for the so-called third phase of the development were also submitted in 2024. This phase consists of two residential plots, with ground floors designated for retail, located along the riverfront. Additionally, the projects for the public green spaces surrounding the first three phases of the development were completed, including the “Praça do Sal” - a public square that is intended to become the central hub of the development.

Attention is also drawn to the commercial performance of the development, which, by the end of the financial year, recorded 191 housing units under construction, of which only around 20 units remained available on the market.

In the municipality of Loures, approval was granted for the subdivision operation of the development commercially known as “Villas de Santa Marta”, which consists of 42 plots for single-family homes. This project has seen strong market demand, and by the end of the financial year, preparations were underway for the start of infrastructure works.

In Oeiras, a key milestone was the approval and publication, during the first half of the year, of the Detailed Plan for North Caxias. This represents an important step for the development known as “Parque Central”, which foresees the construction of various office, residential, and retail buildings integrated within a large park. The project is intended to serve as an international benchmark for innovation and sustainability, and is being developed in partnership with the company “CSCEC – China Construction Portugal, S.A.” Also noteworthy, by the end of the year, is the initiation of the Environmental Impact Assessment process and the Licensing of the Subdivision Operation with the relevant competent authorities.

Still in Oeiras, special mention should be made of the technical work being carried out by the Municipality, with a view to the consolidation and approval of the so-called Paço de Arcos Business Detailed Plan. This project, covering approximately 16 hectares, aims to create a mixed-use development with around 125.000 m² of total construction area, where the Teixeira Duarte Group will hold significant construction credits, due to its majority position in land parcels covered by this plan.

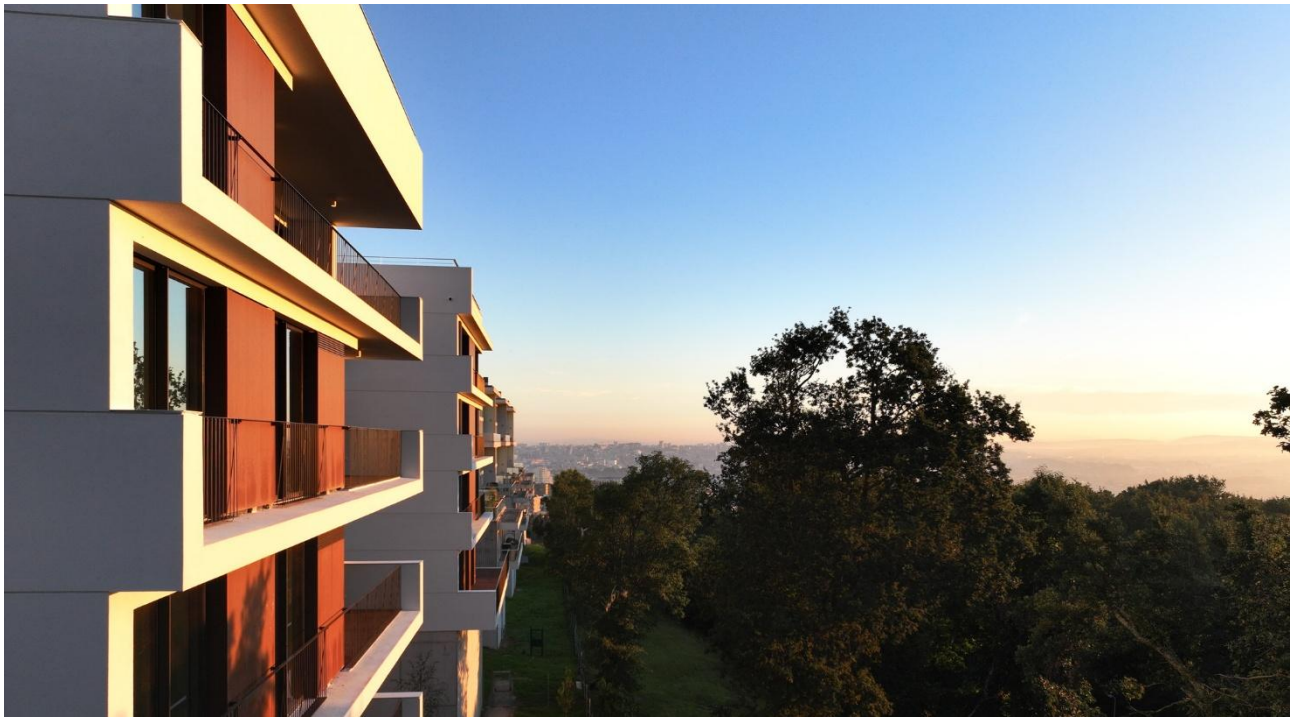
In Vila Nova de Gaia, at the “Santa Marinha Design District” development, the deeds for the 39 units comprising the “River Plaza” residential building were concluded. The building was also honoured with the National Real Estate Award in the Housing category for the Northern Region.

With a similar concept, construction of the “Vintage 18” building began within the same development. This building consists of 80 residential units and one commercial unit, and by the end of the current financial year, approximately 70% of the building had already been sold.

Simultaneously, work continued on the construction of the “Kori DDD” building, a residential project with a unique concept, where flexibility and space customisation ensure more efficient use of the units. Currently, 100 of the 112 units in the building have already been sold.

The alteration to the subdivision permit was also approved, enabling the construction of the Ruby 20 multifamily residential building, comprising 93 housing units. Consequently, the Preliminary Communication for the urban planning operation was submitted.

Also within this development, and following the ongoing urban transformation in Vila Nova de Gaia, which will materialise the Engenheiro Edgar Cardoso Roundabout and its surroundings as a new centrality, a proposal for urban redevelopment was formalised. This proposal includes plots 1, 2, 6, and 8, with the aim of developing and validating a new occupation model for an area of approximately 1,3 hectares. Simultaneously, a proposal was developed to create an identity that reflects the ongoing urban transformation and the projects it encompasses. As part of this, the development's name was changed to “Douro Design District”. Included in this transformation is plot 3, where a mixed-use building (hotel / services) is planned. Efforts have been initiated to bring this project to fruition.

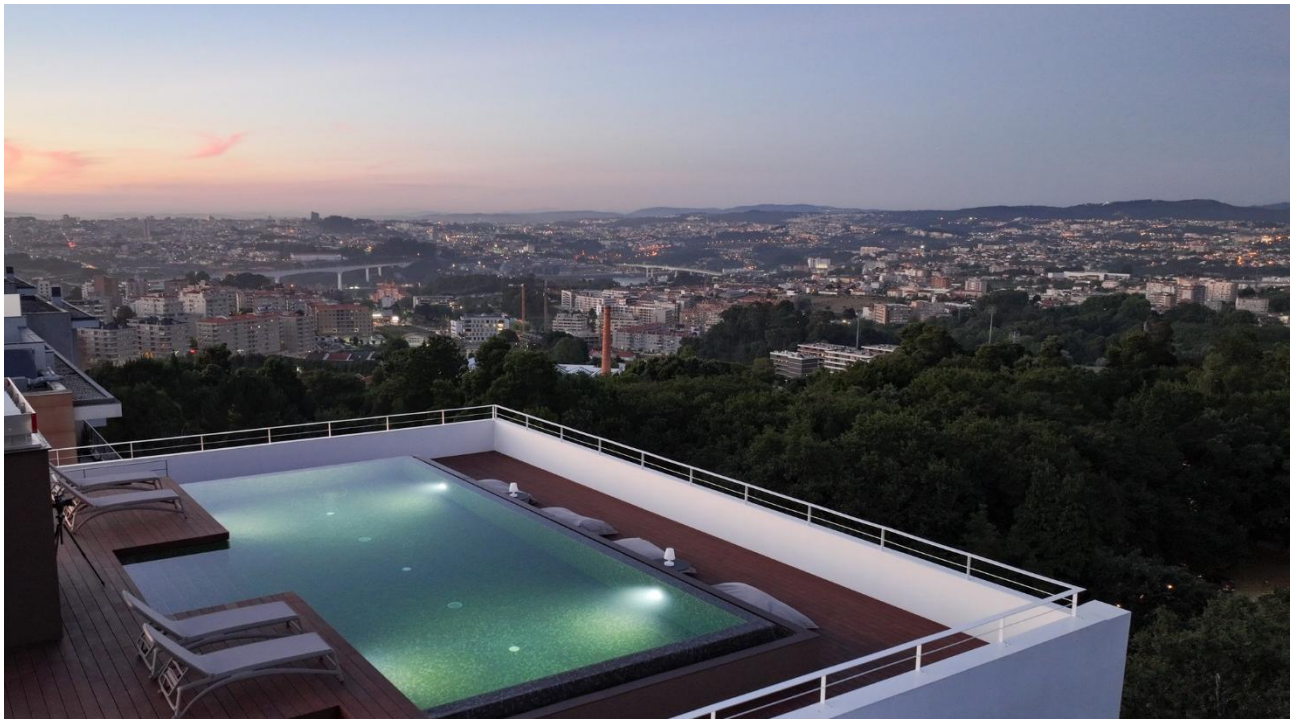


Building “Q19”, Real Estate Development “Quinta de Cravel”, Vila Nova de Gaia - Portugal

Also in Vila Nova de Gaia, within the “Quinta de Cravel” development, the construction of the “Q19” building was completed, and the deeds for the 50 units comprising the building were executed.

Simultaneously, the commercialisation of the “Kori Cravel” multifamily residential building began, with approximately 20 units sold out of the 95 that make up the building.

Meanwhile, the projects for the buildings to be constructed on plots 11, 12 and 23 of the same development were developed, totalling around 90 housing units.



Building “Q19”, Real Estate Development “Quinta de Cravel”, Vila Nova de Gaia - Portugal

For 2025, strong activity is anticipated in Portugal focused on advancing the various ongoing projects through their different stages, namely:

In the Lisbon Metropolitan Area:

- Continuation of the construction of the “Garridas 1867” development and the completion of its commercialisation;
- Ongoing construction and commercialisation at the “Vila Rio” development, with emphasis on the completion of the first phase of the project;
- Execution of the infrastructure works for the “Vilas de Santa Marta” residential subdivision, and the commercialisation of the development.
- Execution and development of technical works for the implementation of the "Parque Central" project.

In the Porto Metropolitan Area:

- Contracting of all available units in the “Kori DDD” and “Vintage 18” buildings, as well as the commercial launch and start of construction of the “Ruby 20” building at the “Douro Design District” development;
- Contracting of 75 units in the “Kori QC” building and the start of the commercialisation of Q23 at the “Quinta de Cravel” development;

In **Angola**, during the third quarter of the current year, a slight economic upturn was observed, with GDP growth of 5,5% compared to the same period last year. In terms of inflation, November saw an increase of approximately 28% compared to the same month of the previous year. The local currency, the Kwanza (Kz), which had experienced a record devaluation in the last year, has remained relatively more “stable” this year, reaching its most negative levels at the beginning of October, when 1€ was equivalent to 1.054 Kz, according to the BNA. In this context, activity was essentially asset management and making the most of the Group's assets.

During 2024, there was a slight improvement in the performance of the properties in operation, particularly in the office segment, with increased occupancy rates in the residential and retail segments, accompanied by strict control of operating costs.

Regarding property sales, a decrease in demand was observed, but it was still possible to commercialise some assets, particularly with the completion of the sale deeds for the Van Dunem Building, a property on Amílcar Cabral, as well as a T3 unit in the “Soleil” building.

For 2025, the focus will be on continuing the operation of income-generating properties, supporting the management of assets in other sectors of the Group, and divesting non-strategic assets.

In **Brazil**, the macroeconomic context in 2024 had a particular performance. On the one hand, the economy is expected to experience GDP growth of around 3.5%, well above projections made at the beginning of the year, alongside a consolidation of the decline in the unemployment rate, which is reaching historic lows. On the other hand, there is a deterioration in the macroeconomic conditions, with a fiscal imbalance in public accounts, as the government has yet to present a sustained plan for controlling spending. In terms of monetary policy, particularly due to consumer spending, there was an inflationary increase, which led the Brazilian Central Bank to reverse the trend of the interest rate curve, starting in 2024, with a trajectory of raising the benchmark interest rate, which reached 12,25% per annum in December.

The year was also marked by significant legislative revisions in the urban planning field, following the approval of the revision to the Master Plan in 2023. This resulted in lower real estate activity in the first half of 2024, both in terms of land acquisitions by property developers and new development launches, as building permit issuances faced delays due to the publication of decrees.

In terms of commercialisation, the São Paulo real estate market saw a 15% increase in sales compared to 2023 in the mid- to high-end segments, while there was a 6% increase in the number of new launches compared to the same period last year.



Real Estate Development “Alta Vista”, São Paulo - Brazil

Regarding the activity carried out during the year 2024, the following stands out:

- The delivery of the “Reserva Alta Vista” development, located in the best neighbourhood of the city of Jundiaí, with approximately 58.000 m² of construction area and 204 units. This development marks the completion of the Alta Vista project, a Teixeira Duarte development, which includes 7 residential towers delivered in phases over the last decade;
- The completion of the “Insígnia Campo Belo” development, with approximately 20,000 m² of construction area, delivered with all 96 units fully sold.
- The continuation of the construction of the “Infinity Brooklin” development, with approximately 41.000 m² of construction area, which recorded a 68% commercialisation rate in December 2024;
- The start of construction of the “Loomi Chácara Santo António” development, with approximately 33.000 m² of construction area, which recorded a 59% commercialisation rate in December 2024;
- The start of sales for the “Insignia Alto da Lapa” development, with approximately 23.000 m² of construction area and 75 units for sale.



Real Estate Development “Insígnia Campo Belo”, São Paulo - Brazil

For 2025, the continuation of the construction of the “Infinity Brooklin” and “Loomi Chacara Santo António” developments is expected, along with the commencement of works for the “Insignia Alto da Lapa” development.



"Insígnia Alto da Lapa" development (model apartment), São Paulo - Brazil.

In **Mozambique**, the year 2024, although showing some signs of recovery at the beginning, with an increase in GDP growth, a decrease in average inflation, and the stability of the Metical, ended with the expectation surrounding the results of the general elections.

Real estate activity was marked by the sale of three non-strategic assets. At "Polana Shopping" in Maputo, in addition to the increase in average rents through contract updates and strict cost control, attention is drawn to the contract with a new tenant, ensuring a high occupancy rate for the asset. For the current year, the objective of continuing the sale of individual assets, improving and optimising the performance of income-generating assets, maintaining strict cost control, and actively engaging in commercial activities will be pursued, alongside supporting the management of assets in other sectors of the Group.

# IV.4 Hospitality

In 2024, the Teixeira Duarte Group operated in this sector through eight hotel units, one in Portugal, four in Angola, and three in Mozambique, totalling 2.478 beds and 1.324 rooms, all operating under the TD Hotels brand.

Teixeira Duarte also conducts business in the catering sector in Angola, particularly within the Group itself.

Since 2022, the Group has held an 18% stake in entities that hold exploitation contracts with a purchase option for two hotel units in Angola, named Yona Lubango and Yona Namibe.

**HOSPITALITY ORGANISATIONAL CHART**

**Hospitality**

Luís Vicente
Cláudia Bazílio

**HOTELS**

Portugal
Sara Almeida

Angola
Diogo Marques
Luís Mascarenhas
Rui Viegas
Pedro Almeida
Sara Rodrigues

Mozambique
Jorge Teixeira
Jacinta Tovela

**TRAVEL AGENCY**

Marisa Freire

**SUPPORT STRUCTURES**

Administrative and Financial
Pedro Reis Telmo Calhau

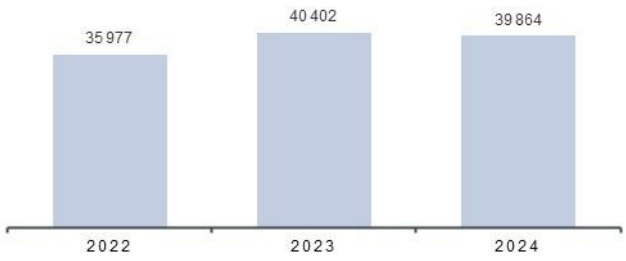
Information Technologies and Management Monitoring
Manuel Ferreira

Human Resources Management and Training
Rute Courela

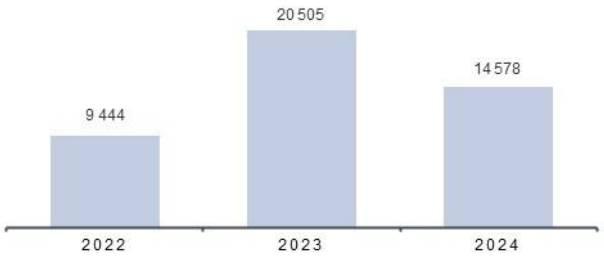
Commercial and Marketing
Diogo Gomes
Mafalda Pimenta

Property Management
António José Paredes

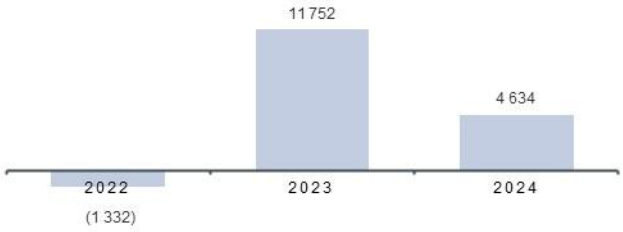
**CONTRIBUTION OF THIS SECTOR TO THE GROUP**




Evolution of the Sales and services rendered by the Hospitality
(Amounts in thousand euros)




Evolution of Hospitality EBITDA
(Amounts in thousand euros)




Evolution of Hospitality Operating Results (EBIT)
(Amounts in thousand euros)

Sales and Services in the Hospitality sector recorded a decrease of 1,3% compared to 2023, with declines of 3,1% in Portugal and 2,3% in Mozambique, respectively.

In Angola, the figures were similar to the previous year. However, it should be noted that, disregarding the devaluation of the Angolan Kwanza, there would have been a 26,6% increase compared to the previous year.

The EBITDA of the Hospitality sector amounted to 14.578 thousand euros, showing a decrease of 5.927 thousand euros compared to the previous year.

The Operating Result of the Hospitality sector amounted to 4.634 thousand euros in 2024, a reduction of 7.118 thousand euros compared to 2023, partly explained by the sale of “SINERAMA – Organizações Turísticas e Hoteleiras, S.A.” in 2023.

**ACTIVITY IN 2024**

In non-consolidated terms, looking at the activity in 2024, the Teixeira Duarte Group recorded operating income in the Hospitality sector totalling 47.876 thousand euros, with foreign markets accounting for 79% of this business area.

In **Portugal**, the Group operates in the hospitality sector with one hotel:

| | | | |
|---|---|---|---|
| LAGOAS PARK HOTEL | four-star hotel | Oeiras | 182 rooms |

Throughout 2024, there was a noticeable increase in demand in the tourism industry, with both business and leisure travel volumes surpassing those of 2023, which was considered the best year ever in this sector.

Overall, the Lagoas Park Hotel saw a 1,1 percentage point increase in occupancy rate, and a 1,3% rise in average price, resulting from price adjustments and adaptation to increased demand, particularly in the Corporate segments, with a significant impact on the hotel’s revenue, despite the decline observed in the events market. The Lagoas Park Hotel recorded its second-best year in terms of turnover, very close to 2023.

For 2025, a stabilisation of tourism activity in Portugal is expected, with a slight increase in demand associated with business and leisure travel, which will impact the Group's hotel unit in this market.

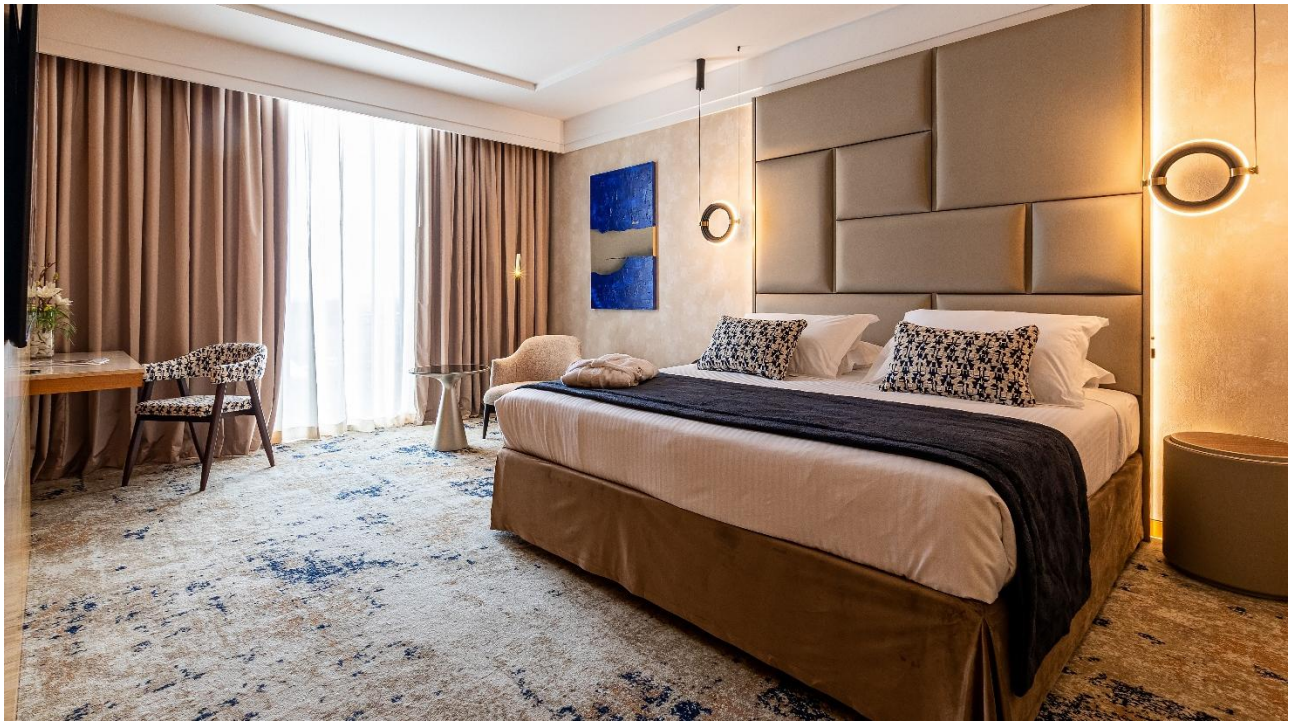
By optimising operational advantages and leveraging decades of management experience in this sector, particularly in the business segment, the Group expects to continue studies related to new business opportunities.

In **Angola**, the Group's companies operating in this sector total 1.472 beds and 821 rooms distributed across four hotels.

| | | | |
|---|---|---|---|
| HOTEL TRÓPICO | four-star hotel | Luanda | 280 rooms |
| HOTEL ALVALADE | four-star hotel | Luanda | 202 rooms |
| HOTEL BAÍA | four-star hotel | Luanda | 138 rooms |
| Hotel Convenções of Talatona (HCTA) | five-star hotel | Luanda | 201 rooms |

The year 2024 was characterised by a timid recovery of economic activity, which influenced the demand and the recovery of the hotel industry in the Angolan market.

Nevertheless, in the first half of the year, there was a slight recovery in the corporate segment, mainly related to the oil sector and consultancy firms, resulting from a commercial strategy developed throughout 2023, which allowed for a turnover in line with the previous year. Notably, the positive contribution of the Hotel Trópico and HCTA stood out.



Hotel Convenções of Talatona (HCTA), Luanda - Angola

The HCTA Hotel and its Talatona Conference Centre performed well, with 2024 registering an increase in turnover compared to the previous year. This result was largely driven by a strong contribution from acquired events, thanks to an effective commercial strategy. During the year, significant commercial contracts were signed, which contributed to improved performance at this unit, particularly through a lodging contract with a multinational oil company for the 20 "Villas" at this hotel.



Villa at Hotel Convenções of Talatona (HCTA), Luanda - Angola

In the catering sector, the Hospitality Sector teams also continued to operate the Group's canteens, adapting to the current reality as necessary.

In 2025, it is anticipated that there will be an increase in demand from some corporate clients in Angola, particularly in the Oil & Gas sectors, as well as in the corporate events market, the latter being especially significant for the HCTA Hotel and its Talatona Conference Centre.

In **Mozambique**, the Group's companies operating in this sector have a total of 642 beds and 321 rooms spread across three hotel units, as follows:

| | | | |
|---|---|---|---|
| HOTEL AVENIDA | four-star hotel | Maputo | 159 rooms |
| HOTEL TIVOLI MAPUTO | three-star hotel | Maputo | 88 rooms |
| HOTEL TIVOLI BEIRA | three-star hotel | Beira | 74 rooms |

In 2024, the Avenida and Tivoli Beira hotels registered improvements in turnover of 1,2% and 4,5% respectively, compared to the same period last year, with a noticeable recovery in activity, especially in the events segment, primarily driven by actions promoted by various NGO present in the market.

The year 2025 presents a challenging outlook for the Mozambique market; however, with the expected evolution and recovery of Oil & Gas projects in the north of the country, coupled with the commercial efforts the group has been consistently developing with the key market players, we anticipate a better performance than in 2024.

Overall, across the three markets where the Group operates in the Hospitality Sector, the good quality of the units operated stands out due to careful management and regular maintenance. Additionally, from an activity standpoint, there was a very good performance, particularly in terms of EBITDA, resulting from the efficient management of the operated units, which have a common strategic alignment. This is supported by the highly effective assistance provided by the central structures developed over the years and by over three decades of experience in this business.

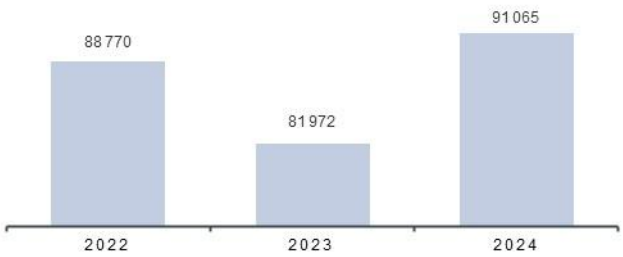
# IV.5 Distribution

Teixeira Duarte Group's activity in this sector began in 1996 and is currently carried out through various international operations. In Portugal, the activity is conducted by "Teixeira Duarte Distribuição, S.A.", while in Angola it is developed through shareholdings operating under the following brands: "Maxi" in the Food Retail segment, "Dakaza" in Specialised Furniture and Decoration Retail, "Farmácia Popular" in Specialised Health and Well-being Retail, and also by the company "DCG, Lda." in Brand Representation and Distribution.

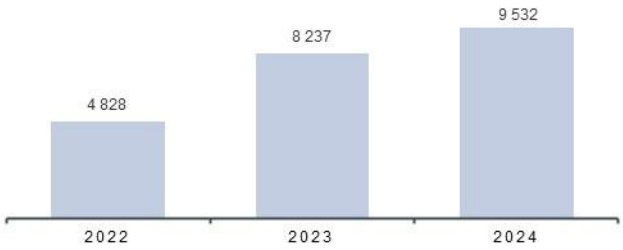
**DISTRIBUTION ORGANISATIONAL CHART**



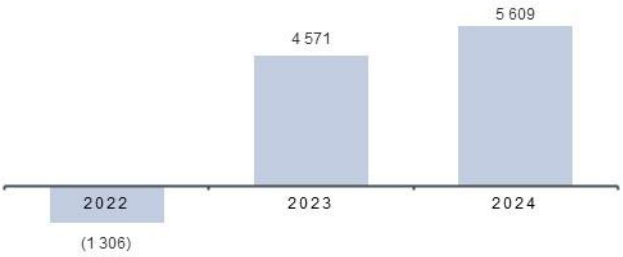

**CONTRIBUTION OF THIS SECTOR TO THE GROUP**




Evolution of the Sales and services rendered by the Distribution
(Amounts in thousand euros)




Evolution of Distribution EBITDA
(Amounts in thousand euros)




Evolution of Distribution Operating Results (EBIT)
(Amounts in thousand euros)

The companies within the Group operating in the Distribution sector experienced a 11,1% increase in Sales and Services compared to the same period last year, penalised by the depreciation of the Angolan Kwanza. Without this depreciation, Sales and Services would have increased by 41,4%.

The Distribution EBITDA recorded a 15,7% increase compared to the previous year, and the Operating Result of the Distribution sector increased by 1.038 thousand euros compared to the previous year, reaching an Operating Result of 5.609 thousand euros.

**ACTIVITY IN 2024**

In non-consolidated terms, for a perspective on the total activity in 2024, it is reported that the operating income achieved by the companies of the Teixeira Duarte Group in the Distribution sector reached a total value of 121.743 thousand euros, a decrease of 7,5% compared to 2023.

**In Portugal**, the activity of the aforementioned subsidiary in 2024 remained relatively stable, although it continued to be significantly impacted by the limited availability of foreign currency from commercial banks in Angola.

A 2,5% decrease in turnover was recorded compared to 2023, although a slight positive variation was achieved relative to forecasts. The company's activity was marked by significant monthly fluctuations, with the second half of the year showing sharp growth compared to the first. This was largely due to improvements in the timely issuance of letters of credit by Angolan commercial banks, a situation that showed notable progress in the second half of the year.

Regarding product prices, both in the domestic and international markets, there was considerable upward pressure, mainly due to climate change and adverse weather events. Meanwhile, maritime transport costs remained relatively stable throughout the year.

In the Furniture and Decoration segment, the Procurement team continued the work initiated in 2023, aiming to ensure the acquisition of products aligned with the new concept of the "Dakaza" brand.

In the Brand Representation and Distribution area, efforts continued to maintain the strong performance of existing partnerships, despite the challenges imposed by the Angolan economic environment. With regard to more recent partnerships, there was a significant effort to fully explore all product lines and represented brands, along with continuous review and adjustment of the strategy, always focusing on adapting to the market and its challenges.

In the second half of 2024, the ISO 9001 certification process was initiated, which will be pursued in 2025 with an innovative and integrated approach alongside “CND – Companhia Nacional de Distribuição (SU), Limitada”.

**In Angola**, the Teixeira Duarte Group operates in this sector through various Business Units and sales outlets, distributed across the following entities:

Through "CND- Companhia Nacional de Distribuição (SU), Lda.:

- Food Retail, under the Maxi brand, with 11 stores.
- Specialised Retail in Furniture and Decoration, under the Dakaza brand, with 4 stores.
- Specialised Retail in Health and Well-being, under the Farmácia Popular brand, with 5 stores.

Through "DCG - Distribuição e Comércio Geral, Lda (SU)", in Brand Representation and Distribution.

**At Maxi**, in 2024, efforts to enhance the shopping experience continued, with significant investments in customer service training and the expansion of the product offering across various categories. In addition, investments were made in stores, such as improvements to air conditioning and lighting. In May, a new store was opened in Lubango, expanding Maxi’s presence in the country. This project, although it presented logistical challenges due to the distance from Luanda, also fostered the development of management skills and the promotion of corporate sales in the region. In contrast, in October, the Rocha Pinto store was closed as it no longer aligned with Maxi’s new model.




Store “Maxi” Morro Bento, Luanda - Angola

The B2B (business-to-business) channel also delivered strong results, with particular emphasis on the “Professional Channel” (Horeca), which grew by 40% in kwanzas compared to 2023, and the “Corporate Channel”, which recorded an 8% increase in kwanzas year-on-year.

The “Fazenda Maxi” Programme, aimed at establishing partnerships with local producers to boost national production, made significant progress, particularly in the digitalisation of reporting, which was key to improving programme management. However, unlike previous years, there was a 19% reduction in the quantity of products sourced, due to a shortage of inputs in the market and adverse weather conditions.

Maxi’s like-for-like turnover grew by 40% in kwanzas, with a 38% increase in margin. Customer traffic increased by 13%, and the average receipt value rose by 24% in kwanzas compared to 2023.

**CND** renewed its ISO 9001 and GLOBALG.A.P. certifications, the latter being crucial for the first fruit export to external clients.

At the **Dakaza** brand, turnover grew by 21% in kwanzas, with a 46% increase in margin, although customer traffic fell by 23%. This performance is attributed to the new strategy implemented at the end of 2023, aimed at capturing the middle and upper-middle class market by offering distinctive design and an innovative shopping experience, while maintaining price balance. At key stores such as Morro Bento and 1º Congresso, sales grew by 30% and 27% respectively in kwanzas, although acceptance was less positive at the Kilamba store.



Store “Dakaza” Morro Bento, Luanda - Angola

The business of **Farmácia Popular** performed positively, with stability in the number of customers. However, the Cacuaco store, due to lower purchasing power, faced more challenges, which were offset by the better performance of the Luanda Porto store, benefiting from higher purchasing power. In 2024, the operation of co-payment sales with insurers was initiated, although the results were still modest. The process of modernising the stores also began, with the goal of enhancing the shopping experience.




“Farmácia Popular” Morro Bento, Luanda - Angola

At DCG, in the Beverages Unit, there was a 20% reduction in quantities sold compared to 2023, but sales in kwanzas increased by 21%, due to price increases and the sale of higher-value wines. In the Food Unit, the highlight was the consolidation of the distribution of the Nestlé brand, which represented 28% of the sales of represented brands. PepsiCo sales grew by 23% in kwanzas, while Coren sales, an Iberian brand of pork and poultry, saw a reduction of 23%, due to import licensing difficulties. On the other hand, Coren's *charcuterie* products grew by 77% in kwanzas. The Mity Fresh brand of frozen vegetables performed well, with a 76% increase in sales in kwanzas, although it was hindered by stock shortages caused by import delays due to the scarcity of foreign currency.




Representations of DCG in Angola

The Group continues with confidence in this sector, relying on its resilience and adaptability, always with the intention of evolving and innovating, which has allowed for strong operational performance and growth in recent years, even amidst the successive adversities it has managed to overcome.

# IV.6 Automotive

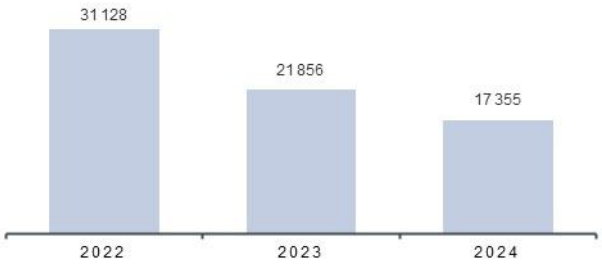
The Teixeira Duarte Group's companies have been operating in the Automotive sector for over thirty years, continuing their activity today through the sale of products from various international manufacturers, operating in the following market segments:

- Passenger cars / Light duty: Nissan, Renault, Chevrolet, JMC, Ssangyong;
- Motorcycles: Honda;
- Equipment Denyo.

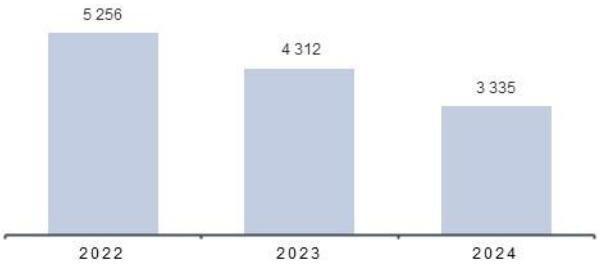
**AUTOMOTIVE ORGANISATIONAL CHART**



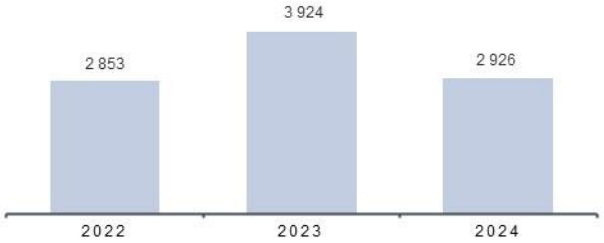

**CONTRIBUTION OF THIS SECTOR TO THE GROUP**




Evolution of the Sales and services rendered by Automotive
(Amounts in thousand euros)




Evolution of Automotive EBITDA
(Amounts in thousand euros)




Evolution of Automotive Operating Results (EBIT)
(Amounts in thousand euros)

The Automotive sector recorded a decrease in Sales and Services of 20,6% compared to the previous year.

In Angola, the main market where the Group operates in this sector, which in 2024 represents 100% of the total Sales and Services, there was a decrease of 20,6% compared to the same period last year, affected by the depreciation of the Angolan Kwanza. It's worth noting that without this devaluation, Sales and Services would have increased by 1,1% compared to 2023.

The Automotive EBITDA decreased by 977 thousand euros compared to the previous year, representing an 22.7% decrease compared to the same period last year.

The Operating Result shows a decrease compared to 2023 of 998 thousand euros, reaching an Operating Result of 2.926 thousand euros.

**ACTIVITY IN 2024**

In non-consolidated terms and to provide an overview of the total activity in 2024, it is reported that the operating income of the Group in the Automotive sector reached a total value of 30.177 thousand euros, representing a decrease of 24,6% compared to the previous year.




Certified Vehicles Stand, TDA Talatona Pole, Luanda - Angola

**In Angola**, the reduction in demand, resulting from the strong depreciation that occurred at the beginning of the second half of 2023, continued to be felt throughout 2024, leading to a decrease in the number of vehicles sold, with a drop of 36%, from 6.983 units sold in 2023 to 4.482 in 2024.

Additionally, the increased difficulty in obtaining foreign payment instruments, essential for the importation of vehicles and parts, also had a negative impact on the available stock, contributing to a negative performance in both vehicle sales and after-sales activities.

In this context, the focus was reinforced on the strategic axes of strict cost management, process optimisation, and investment in the corporate segment, through the consolidation of partnership relationships, involving all aspects of this sector's operations.

The qualification of the staff, with the promotion of various training courses following the professional development models in place for the different technical teams, continues to be one of the key pillars that significantly contributes to strengthening customer loyalty through close service and recognised quality Technical Assistance.

For 2025, there will be a continuation of careful inventory management, resource optimisation, and reinforcement and digitisation of organisational processes in various areas of this business.

The focus will be maintained on deepening institutional relationships with the main brands represented, continuing the work of energising and expanding the geographical network of agents, strengthening the commitment to the corporate segment, and fostering closer relationships with key clients, launching actions that promote the improvement of services provided.

Continuous training of all employees will continue, with particular emphasis on the technical area.

# V. PROSPECTS OF FUTURE DEVELOPMENT

## FACTS OCCURRING AFTER THE END OF THE PERIOD

Teixeira Duarte is not aware of any materially relevant fact, with an impact on the financial statements as of December 31st 2024, that has occurred between that date and the present.

Despite this, it should be noted that on March 27th 2025 the Group's credit management subsidiary signed a refinancing agreement with the three main banks. This agreement, which covers more than 90% of the Group's bank loans, made it possible to optimise the cost of the debt and extend its maturity, as shown in the table below.

| | 2024 | 2024 (a) |
|---|---|---|
| 2025 | 247 006 | 156 346 |
| 2026 | 43 118 | 79 691 |
| 2027 | 45 959 | 18 245 |
| 2028 | 40 562 | 15 491 |
| 2029 | 37 754 | 12 683 |
| 2030 e seguintes | 297 114 | 429 057 |
| | 711 513 | 711 513 |

**(a)** Group Financing as of December 31st 2024, with the new maturities of the Framework Agreement.

The agreement provides for the amortisation of one of the financing tranches, amounting to 78.266 thousand euros, through the delivery of shares in five real estate collective investment companies, an operation that should be completed in the second half of this year.

This negotiation also includes a new line of bank guarantees totalling 190 million euros, which will strengthen the Group's financial stability and the development of its activities, particularly in the construction sector.

These circumstances, combined with the Group's expectations for the future development of its business, will make it possible to repay the outstanding capital in full.

## PROSPECTS OF FUTURE DEVELOPMENT

Teixeira Duarte expects to continue its operations in the various sectors and markets in which it has been active as described above, albeit influenced by the impacts of the inflationary environment and potential exchange rate fluctuations in the countries where the Group operates.

Without prejudice and fully aware of the importance of the Construction in the operating income of the Group, it must be noted that the Construction Orders Portfolio reached, on June 30th 2024, a global amount of 1.539.547 thousand euros.

For 2025, Teixeira Duarte expects to achieve a consolidated operating income of more than 800 million euros.

# VI. PROPOSAL FOR THE ALLOCATION OF RESULTS

**DISTRIBUTION OF NET INCOME TO MEMBERS OF THE BOARD OF DIRECTORS AND EMPLOYEES**

The Teixeira Duarte Group continues with the purpose of distributing profits to the members of the Board of Directors and employees.

This did not occur in 2024 for Teixeira Duarte, S.A., as this objective was achieved by its subsidiary companies, which reported positive individual results and, for this purpose, recorded a total of 4.950.000,00 (four million nine hundred fifty thousand euros) as expenses for the period.

**PROPOSAL FOR THE ALLOCATION OF RESULTS**

The Board of Directors proposes that the net income of "TEIXEIRA DUARTE, S.A." calculated for 2024, positive of 18.876.671,94€ (eighteen million eight hundred seventy-six thousand six hundred seventy-one euros and ninety-four cents), be transferred to retained earnings.

Lagoas Park, on April 24th 2025

The Board of Directors

*Manuel Maria Calainho de Azevedo Teixeira Duarte*

*Maria da Conceição Maia Teixeira Duarte*

*Isabel Maria Nunes Correia Teixeira Duarte*

*Sérgio Paulo Reis Pereira*

*Paulo Alfredo de Carvalho Serradas*

# VII. APPENDIX TO THE MANAGEMENT REPORT OF THE BOARD OF DIRECTORS

## NUMBER OF SECURITIES OF THE MEMBERS OF THE GOVERNING BODIES

In compliance with the duties of information to which it is bound due to several different pieces of current legislation, Teixeira Duarte, S.A. hereby presents a list of securities issued by the Company, and by companies with which it has a controlling or group relationship, held by members of company boards, as well as all acquisitions, encumbrances or transfers during 2024, specifying the amount, the date of the fact and the compensation paid or received:

### I. Number of shares held by members of the governing bodies as of December 31st 2023:

| Name | Company | Quality | Number of shares |
|---|---|---|---|
| José Luciano Vaz Marcos | Teixeira Duarte, S.A | Chairperson of the General Meeting Board | - |
| António José André Martins (a) | Teixeira Duarte, S.A | Vice-Chairperson of the General Meeting Board | - |
| José Pedro Poiares Cobra Ferreira | Teixeira Duarte, S.A | Secretary of the General Meeting Board | - |
| Manuel Maria Calainho de Azevedo Teixeira Duarte | Teixeira Duarte, S.A | Chairperson of the Board of Directors | 5,030,575 |
| Maria da Conceição Maia Teixeira Duarte | Teixeira Duarte, S.A | Director | 3,967,473 |
| Isabel Maria Nunes Correia Teixeira Duarte | Teixeira Duarte, S.A | Director | 50,000 |
| Sérgio Paulo Reis Pereira (a) | Teixeira Duarte, S.A | Director | 100 |
| Paulo Alfredo de Carvalho Serradas (b) | Teixeira Duarte, S.A | Director | 150,000 |
| Ana Cristina Louro Ribeiro Doutor Simões (c) | Teixeira Duarte, S.A | Member | - |
| João Salvador dos Santos Matias | Teixeira Duarte, S.A | Member | 10 |
| Carlos Manuel Bastos Rodrigues (a) | Teixeira Duarte, S.A | Member | - |
| Pedro Miguel Amador Fonseca (a) | Teixeira Duarte, S.A | Alternate of the Supervisory Board | - |
| Moore Stephens & Associados, SROC, S.A. | Teixeira Duarte, S.A | Statutory Auditor | - |

(a) Appointed for the first time to their respective positions at the General Meeting held on May 24th 2023.
(b) Appointed to the position by co-option, unanimously resolved by the Board of Directors on September 28th 2023.
(c) Already a member of the Supervisory Board in the previous term and appointed Chairperson of the Supervisory Board at the General Meeting held on May 24th 2023

### II. Transactions with shares directly and indirectly held by members of the governing bodies during the period comprised between January 1st and December 31st 2024:

No transactions were made during the period under appreciation.

## III. Number of shares held by members of the governing bodies as of December 31st 2024:

| Name | Company | Quality | Number of shares |
|---|---|---|---|
| José Luciano Vaz Marcos | Teixeira Duarte, S.A | Chairperson of the General Meeting Board | - |
| António José André Martins | Teixeira Duarte, S.A | Vice-Chairperson of the General Meeting Board | - |
| Carlos Jorge Cavaca Ferraz (d) | Teixeira Duarte, S.A | Secretary of the General Meeting Board | - |
| Manuel Maria Calainho de Azevedo Teixeira Duarte | Teixeira Duarte, S.A | Chairperson of the Board of Directors | 5,030,575 |
| Maria da Conceição Maia Teixeira Duarte | Teixeira Duarte, S.A | Director | 3,967,473 |
| Isabel Maria Nunes Correia Teixeira Duarte | Teixeira Duarte, S.A | Director | 50,000 |
| Sérgio Paulo Reis Pereira | Teixeira Duarte, S.A | Director | 100 |
| Paulo Alfredo de Carvalho Serradas | Teixeira Duarte, S.A | Director | 150,000 |
| Ana Cristina Louro Ribeiro Doutor Simões | Teixeira Duarte, S.A | Chairperson of the Supervisory Board | - |
| João Salvador dos Santos Matias | Teixeira Duarte, S.A | Member | 10 |
| Carlos Manuel Bastos Rodrigues | Teixeira Duarte, S.A | Member | - |
| Pedro Miguel Amador Fonseca | Teixeira Duarte, S.A | Alternate of the Supervisory Board | - |
| Moore Stephens & Associados, SROC, S.A. | Teixeira Duarte, S.A | Statutory Auditor | - |

(d) Appointed at the General Meeting on May 22nd 2024, to replace the previous holder of the position.

## IV. Number of own shares, corresponding percentage share capital and percentage voting rights to which the own shares would correspond.

There are no own shares.

### LIST OF HOLDERS OF QUALIFIED HOLDINGS ON DECEMBER 31ST 2024

In compliance with applicable legal and regulatory provisions, and based on company records and on information received, TEIXEIRA DUARTE, S.A. hereby discloses the list of holders of qualified shares in its equity on 31 December 2024, indicating the number of shares held and allocated, with the corresponding voting right percentages, calculated under the terms of article 20 of the Securities Code.

| TEIXEIRA DUARTE 1886, S.A. | No. of shares on 31.12.2024 | Share capital with right to vote |
|---|---|---|
| Directly | 158,707,552 | 37,79% |
| Through the members of the Board of Directors of "Teixeira Duarte 1886, S.A." (a) | 5,080,575 | 1,21% |
| TOTAL ATTRIBUTABLE | 163,788,127 | 39,00% |

(a) 5.030.575 shares held by the Chairperson of the Board of Directors, Manuel Maria Calainho de Azevedo Teixeira Duarte; 50.000 shares held by the director Isabel Maria Nunes Correia Teixeira Duarte.

| Miguel Calainho de Azevedo Teixeira Duarte | No. of shares on 31.12.2024 | Share capital with right to vote |
|---|---|---|
| Directly | 316,296 | 0,08% |
| Through the Company directly controlled by the latter "MIDINVEST - Gestão e Investimentos, Sociedade Unipessoal, Lda." | 53,858,610 | 12,82% |
| TOTAL ATTRIBUTABLE | 54,174,906 | 12,90% |

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Real Estate Development “Fábrica 1921”, Lisboa- Portugal

# Corporate Governance Report 2024

REPORT AND ACCOUNTS 2024

# I. INFORMATION ON SHAREHOLDER STRUCTURE, ORGANISATION AND CORPORATE GOVERNANCE

## A. SHAREHOLDER STRUCTURE

I. CAPITAL STRUCTURE

**1. Capital structure (share capital, number of shares, distribution of capital among shareholders, etc.), including indication of shares not admitted to trading, different categories of shares, rights and duties inherent to them, and the percentage of capital represented by each category (Article 29-H, paragraph 1, subparagraph a) of the Securities Code).**

The share capital of **"Teixeira Duarte, S.A."** (hereinafter referred to as "TD, SA"), with a total share capital of 210.000.000.00 € (two hundred and ten million euros), which is fully subscribed and paid up, is represented by 420.000.000 shares with a nominal value of € 0,50 (fifty cents) each.

All of these shares are ordinary, book-entry and registered, and are admitted to trading on a regulated market (EURONEXT LISBON). They belong to a single class, each conferring one vote, and there are no shares with special rights or obligations.

According to the information gathered, the shares representing the share capital of TD,SA were, at the end of the 2024 financial year, held by a total of 3.774 shareholders, distributed as follows:

- Shareholders with up to 42.000 shares 3.260
- Shareholders with 42.001 to 420.000 shares 448
- Shareholders with 420.001 to 4.200.000 shares 54
- Shareholders with 4.200.001 to 42.000.000 shares 10
- Shareholders with more 42.000.000 shares 2

**2. Restrictions on the transferability of shares, such as consent clauses for disposal, or limitations on share ownership (Article 29-H, paragraph 1, subparagraph b) of the Portuguese Securities Code).**

There are no restrictions to the transferability of shares, namely clauses of consent for disposal or limits to the ownership of shares.

**3. Number of own shares, corresponding percentage of share capital and percentage of voting rights that would correspond to own shares (Article 29-H(1)(a) of the Portuguese Securities Code).**

There are no own shares.

**4. Significant agreements to which the Company is a party and which enter into force, are amended or terminated in the event of a change of control of the Company following a public takeover bid, as well as the effects thereof, except where the disclosure of such agreements would, by their nature, seriously harm the Company, unless the Company is specifically required to disclose such information by other legal obligations (Article 29-H, paragraph 1, subparagraph j) of the Portuguese Securities Code).**

TD, SA is not party to any significant agreements that may be terminated in the event of a change of control of the Company, except for provisions included in financing agreements, in line with normal market practice, some of which provide that, in the event of a change of control, the financial institution may request early repayment.

These financing agreements are not likely to adversely affect the economic interest in the transfer of shares, given their terms and conditions.

It should also be noted that TD, SA does not adopt any measures that would result in payments or the assumption of charges by the Company in the event of a change of control or of the composition of the management body, nor any measures that could impair the free transferability of shares or the shareholders' ability to freely assess the performance of the members of the management body.

**5. Regime to which the renewal or revocation of defensive measures is subject, in particular those establishing limitation of the number of votes which may be held or exercised by a single shareholder, individually or in concertation with other shareholders.**

TD, S.A. has no provisions in its Articles of Association and does not take any defensive measures that limit the number of votes that may be held or exercised by a single shareholder, acting individually or in concert with other shareholders.

**6. Shareholders' agreements that are known to the company and may lead to restrictions on the transfer of securities or voting rights (Article 29-H(1)(g) of the Portuguese Securities Code).**

As far as the Company knows, as of December 31st 2024, there were no agreements between shareholders, namely those which might lead to restrictions on matters relative to the transfer of securities or voting rights.

II. SHARES AND BONDS HELD

**7. Identification of the natural and legal persons who, directly or indirectly, hold qualifying stakes (Article 29-H(1)(c) and (d) and Article 16 of the Portuguese Securities Code), with details of the percentage of share capital and votes imputable and the source and reasons for imputation.**

As of December 31st 2024, the owners of qualifying holdings, calculated in accordance with Article 20 of the Portuguese Securities Code, were as follows:

| TEIXEIRA DUARTE 1886, S.A. | No. of shares on 31.12.2024 | Share capital with right to vote |
|---|---|---|
| Directly | 158 707 552 | 37,79% |
| Through the members of the Board of Directors of "Teixeira Duarte 1886, S.A." (a) | 5 080 575 | 1,21% |
| TOTAL ATTRIBUTABLE | 163 788 127 | 39,00% |

(a) 5.030.575 shares held by the Chairperson of the Board of Directors, Manuel Maria Calainho de Azevedo Teixeira Duarte; 50.000 shares held by the director Isabel Maria Nunes Correia Teixeira Duarte.

| Miguel Calainho de Azevedo Teixeira Duarte | No. of shares on 31.12.2024 | Share capital with voting rights |
|---|---|---|
| Directly | 316.296 | 0,08% |
| Through the Company directly controlled by the latter "MIDINVEST - Gestão e Investimentos, Sociedade Unipessoal, Lda." | 53 858 610 | 12,82% |
| TOTAL ATTRIBUTABLE | 54 174 906 | 12,90% |

**8. Indication of the number of shares and bonds held by members of the management and supervisory bodies. [NOTE: the information must be provided in order to comply with the provisions of Article 447(5) of the Commercial Companies Code]**

TD, S.A. presents below a list of securities issued by the Company and by companies with which it is in a controlling or group relationship, held by members of the governing bodies, as well as all acquisitions, encumbrances or transfers during the 2024financial year, specifying the amount, the date of the event and the consideration paid or received.

## I. Number of shares held by members of the governing bodies as of December 31st 2023:

| Name | Company | Quality | Number of shares |
|---|---|---|---|
| José Luciano Vaz Marcos | TD,SA | Chair of the Board of the General Meeting | - |
| António José André Martins (a) | TD,SA | Vice-Chair of the Board of the General Meeting | - |
| José Pedro Poiares Cobra Ferreira | TD,SA | Secretary of Board of General Meeting | - |
| Manuel Maria Calainho de Azevedo Teixeira Duarte | TD,SA | Chair of the Board of Directors | 5.030.575 |
| Maria da Conceição Maia Teixeira Duarte | TD,SA | Member of the Board of Directors | 3.967.473 |
| Isabel Maria Nunes Correia Teixeira Duarte | TD,SA | Member of the Board of Directors | 50.000 |
| Sérgio Paulo Reis Pereira (a) | TD,SA | Member of the Board of Directors | 100 |
| Paulo Alfredo de Carvalho Serradas (b) | TD,SA | Member of the Board of Directors | 150.000 |
| Ana Cristina Louro Ribeiro Doutor Simões (c) | TD,SA | Chair of the Supervisory Board | - |
| João Salvador dos Santos Matias | TD,SA | Member of the Supervisory Board | 10 |
| Carlos Manuel Bastos Rodrigues (a) | TD,SA | Member of the Supervisory Board | - |
| Pedro Miguel Amador Fonseca (a) | TD,SA | Alternate of Supervisory Board | - |
| Moore Stephens & Associados, SROC, SA | TD,SA | Statutory Auditor | - |

(a) Appointed for the first time to their respective positions at the General Meeting held on May 24th 2023.
(b) Appointed to the position by co-option, unanimously resolved by the Board of Directors on September 28th 2023.
(c) Already a member of the Supervisory Board in the previous term and appointed Chairperson of the Supervisory Board at the General Meeting held on May 24th 2023

## II. Transactions with shares directly and indirectly held by members of the governing bodies during the period comprised between January 1st and December 31st 2024:

No transactions were made during the period under appreciation.

## III. Number of shares held by members of the governing bodies as of December 31st 2024:

| Name | Company | Quality | Number of shares |
|---|---|---|---|
| José Luciano Vaz Marcos | TD,SA | Chair of the Board of the General Meeting | - |
| António José André Martins | TD,SA | Vice-Chair of the Board of the General Meeting | - |
| Carlos Jorge Cavaca Ferraz (d) | TD,SA | Secretary of Board of General Meeting | - |
| Manuel Maria Calainho de Azevedo Teixeira Duarte | TD,SA | Chair of the Board of Directors | 5,030,575 |
| Maria da Conceição Maia Teixeira Duarte | TD,SA | Member of the Board of Directors | 3,967,473 |
| Isabel Maria Nunes Correia Teixeira Duarte | TD,SA | Member of the Board of Directors | 50,000 |
| Sérgio Paulo Reis Pereira | TD,SA | Member of the Board of Directors | 100 |
| Paulo Alfredo de Carvalho Serradas | TD,SA | Member of the Board of Directors | 150,000 |
| Ana Cristina Louro Ribeiro Doutor Simões | TD,SA | Chair of the Supervisory Board | - |
| João Salvador dos Santos Matias | TD,SA | Member of the Supervisory Board | 10 |
| Carlos Manuel Bastos Rodrigues | TD,SA | Member of the Supervisory Board | - |
| Pedro Miguel Amador Fonseca | TD,SA | Alternate of Supervisory Board | - |
| Moore Stephens & Associados, SROC, SA | TD,SA | Statutory Auditor | - |

(d) Appointed at the General Meeting on May 22nd 2024, to replace the previous holder of the position

**9. Special powers of the management body, namely concerning resolutions to increase the share capital (Article 29-H(1)(i) of the Portuguese Securities Code) indicating, with respect to these powers, the date on which they were attributed, period until which those powers may be exercised, maximum quantitative limit of the share capital increase, amount already issued under the attribution of powers and the form of implementation of the attributed powers.**

Under the TD, S.A.'s Articles of Association, the Board of Directors is granted special powers to:

- Resolve that the Company participate in the incorporation, subscribe capital, assume interests in or take part in other companies, undertakings, complementary groups or associations of any kind and cooperate, collaborate or enter into consortia with any other entities, as well as provide technical administration and management services, or human and financial resource services to subsidiary companies or companies with which it has entered into a contract of subordination (Article 4 of the Articles of Association); and
- Issue any form or type of bonds, as well as any other instruments or securities, including those representing debt, in such a manner and under such terms as may be allowed by law and under such conditions as may be determined by the body that decides to issue them (Article 8 of the Articles of Association).

The Articles of Association of TD, S.A. do not grant any special powers to the management body to make any resolutions to increase the Company's share capital.

**10. Information on the existence of significant business relations between the holders of qualifying stakes and the company.**

There are no significant business relations between the holders of qualifying stakes and the company.

## B. GOVERNING BODIES AND COMMISSIONS

I. GENERAL MEETING

### a) Composition of the general meeting board

**11. Identification and position of the members of the board of the general meeting and respective term of office.**

Under the terms of Article 14 of TD,SA's Articles of Association, the Board of the General Meeting consists of a Chairperson, a Vice-chairperson and the Company's Secretary. It currently consists of the following members:

Chairperson: José Luciano Vaz Marcos
Vice-Chairperson: António José André Martins
Secretary: Carlos Jorge Cavaca Ferraz

The chairperson and the vice-chairperson of the General Meeting Board were elected at the General Meeting of May 24th 2023, to serve on that body for the 2023/2026 four-year period. The Secretary of the Board of the General Meeting was elected at the General Meeting held on May 22nd 2024 to serve until the end of the current term of office (2023–2026), following the resignation of the previous officeholder.

### b) Exercise of voting rights

**12. Any restrictions on voting rights, such as limitations on the exercise of voting rights depending on the ownership of a certain number or percentage of shares, deadlines imposed for the exercise of such rights, or systems for the separation of patrimonial rights (Article 29-H, paragraph 1, subparagraph f) of the Portuguese Securities Code).**

There are no restrictions on voting rights, namely no limitations on the exercise of voting rights based on the ownership of a specific number or percentage of shares. As for deadlines for exercising such rights, the only limitations are those indicated below in the case of postal voting.

TD, SA has not established any systems for the separation of patrimonial rights, nor any mechanisms that would result in a misalignment between the right to receive dividends or subscribe for new securities and the voting rights attached to each ordinary share.

### General Meeting Call and Preparatory Information

It should also be noted that TD, S.A. discloses, within the applicable legal periods, and in all places imposed by law, the call for General Meetings, together with the proposed resolutions and preparatory information. This is all done to guarantee, promote and encourage the participation of shareholders, either in person or through representatives appointed by them, in the General Meetings.

### Participation in General Meetings

In accordance with Article 13 of the Company's Articles of Association, shareholders may attend, speak and vote at the General Meeting if, on the record date - corresponding to 00:00 hours (GMT) on the fifth trading day prior to the date of the Meeting - they hold shares granting them at least one voting right.

Each share, under the conditions referred to above, corresponds to one vote. Although Article 7 of the Articles of Association provide for the existence of shares with no voting rights, these do not exist.

### Postal Voting

For the exercise of the right to vote by correspondence and for the execution of all other procedures indicated in the Articles of Association, the Company has implemented the indispensable means for the effect, providing all the necessary forms on its website and at its head office, namely drafts of letters and the voting ballot, as well as instructions for their completion.

### Electronic Voting

To enable the exercise of voting rights by electronic means, as well as to implement the other procedures set out in the Articles of Association, the Company has put in place the necessary tools to allow all shareholders to vote using such means.

Recognising that the use of new technologies enhances the exercise of shareholders' rights, TD, SA has implemented an electronic postal voting mechanism that meets the specific security requirements inherent in the voting process via these means, namely with regard to the technical tools required to verify the authenticity of the respective declarations and to ensure the integrity and confidentiality of their content, while also recognising the high level of security and operational reliability required for the receipt of such declarations.

In this context, TD, SA considers that shareholders' participation in General Meetings is fully ensured even if they are unable to attend in person - whether through postal or electronic postal voting, or through the existing proxy mechanisms. The model adopted promotes and encourages shareholder participation in the General Meeting, and the Company is prepared, when justified, to enable remote participation using telematic means.

**13. Indication of the maximum percentage of voting rights that may be exercised by a single shareholder or by shareholders which are engaged in any of the relations listed in Article 20(1) of the Portuguese Securities Code.**

The Articles of Association of TD,SA do not establish any maximum percentage or number of voting rights that may be held or exercised by a single shareholder (either individually or in concert with other shareholders), or by shareholders who are in any of the relationships set out in paragraph 1 of Article 20 of the Securities Market Code.

**14. Identification of resolutions which, by statutory provision, may only be adopted by a qualified majority, in addition to those legally required, and indication of the applicable majorities.**

There are no provisions in the Articles of Association that impose quorums of qualified majorities for resolutions on certain matters by shareholders, without prejudice to legal provisions that, in certain cases, may require qualified majorities or establish other forms of approval of proposals.

II. MANAGEMENT AND SUPERVISION

(Board of Directors, Executive Board of Directors and General and Supervisory Board)

**a) Composition**

**15. Identification of the adopted governance model**

Ever since its incorporation on November 30th 2009, Teixeira Duarte, S.A. has adopted a Corporate Governance model known as the "strengthened Latin" model, with its governing bodies being the General Meeting and its respective board, a Board of Directors, and two independent oversight bodies: the Supervisory Board and the Audit Firm.

It is important to highlight the collaboration existing between all these structures of the Group, as well as the advantages arising from these synergies, which are reflected in the privileged and effective means of achieving objectives that are collectively shared by all.

The corporate governance model adopted fully meets the objectives for which it was designed - to maintain TD, SA with high levels of functionality and efficiency in the performance of the duties of each corporate body, both individually and in their interrelationship. Therefore, this governance model proves to be well-suited to the operating methods of the Company, its structures, and the members of its corporate bodies, particularly the members of the Board of Directors.

**16. Statutory rules on procedural requirements and matters applicable to the appointment and replacement of members, as applicable, of the Board of Directors, Executive Board of Directors and General and Supervisory Board (Article 29-H(1)(h)).**

Members of the management body of TD, S.A. are elected at the General Meeting by a list system, for four years, coinciding with the company's financial years, and they may be re-elected one or more times, under the legally established terms and limitations, and they are deemed sworn in as soon as they are elected, without depending on any further formalities.

Under the special election rules established in the Law, TD, S.A. adopted the systems which enables a Director to be elected amongst the persons proposed in lists which are undersigned and presented by groups of shareholders, provided that none of these groups own shares representing more than twenty percent and less than ten percent of the share capital. Pursuant to this choice, any Director elected in this manner automatically replaces the one last on the list who would have fallen due in the election of the Directors.

The Articles of Association establish the number of consecutive or non-consecutive absences from meetings per term of office at five, without justification accepted by the Board of Directors, which lead to a situation of permanent absence of a Director, with the other consequences established in the Law.

The Articles of Association do not provide for any alternate Director and do not establish any specific rule for the substitution of members of the Board of Directors. Therefore, the general regime established in the Commercial Companies Code on this matter is applicable. This means that the Board of Directors may substitute a Director who ceases to perform duties for any of the reasons stipulated in the law, namely due to resignation or accumulation of absences, and, if deemed necessary and under the applicable terms and conditions, the corresponding co-option is carried out, which must be ratified at the next General Meeting.

The procedural and substantive requirements applicable to the appointment and replacement of members with regard to the composition of the Board of Directors ensure gender, age, qualification, and professional background diversity, as provided for in paragraph (q) of Article 29-H of the Securities Market Code (CVM), as amended by Law no. 99-A/2021, of January 31st.

In effect, in recognition of the advantages of diversity in the composition of its Management and Supervisory Bodies, specifically in terms of age, gender, qualifications and professional background, at the General Meeting of May 26th 2018, TD,SA approved its Diversity Policy of the Governing and Supervisory Bodies of Teixeira Duarte, S.A., which is currently in force and sets out criteria for the selection and appointment of the Company's governing bodies (including the Board of Directors).

In accordance with the provisions of Article 29-H of the Securities Market Code (CVM), as amended by Law No. 99-A/2021 of December 31st, the text of the aforementioned Policy, which remains in force, is hereby disclosed:

***INTRODUCTION:***

*TEIXEIRA DUARTE, SA recognises the advantages derived from the diversity in the composition of its Management and Supervisory Bodies, namely in terms of age, sex, qualifications and professional background.*

*Such benefits result mainly from the enrichment of management models, from a greater efficiency in the evaluation and decision-making processes by weighing different perspectives, taking advantage of the plurality of knowledge, experiences, capacities and competences of the members of those social bodies.*

*At the same time, respect for these differences shows the consolidation of the Human Resources structure of the business Group led by TEIXEIRA DUARTE, SA. through the valorisation of skills and diverse competencies, making the Company itself a reflection of the community in which it is present and of the various markets and sectors in which it operates.*

*This "Diversity Policy of the Management and Supervisory Bodies of Teixeira Duarte, SA" was prepared taking into account, in addition to the applicable legal provisions, the historical reality of the company and of the entire TEIXEIRA DUARTE Group, which it operates.*

*Having said this, it is hereby clarified that although diversity in the above terms is an important criterion, it is not an absolute one, nor is it superimposed on others considered to be also adequate to the sustainable development of the activity of the Company and the Group and to the simultaneous compliance with applicable legal regulations.*

***BOARD OF DIRECTORS:***

*The privileged criterion for the selection and appointment of the members of the Board of Directors of the top company of the Teixeira Duarte Group - currently Teixeira Duarte, SA - has been to focus on (i) executive members and therefore linked to the Group's activity; and, within these (ii) those which have been designated internally as "household persons"; a focus of trust in the identification with the same values, with a shared history and that privileges this connection more idiosyncratic than the choice of an outside expert in any sector of activity, market of action, or corporate area.*

*That is why now all members of the board of directors have more than twenty-five years in the service of the Teixeira Duarte Group, as well as many of the members of the Group's Senior Management.*

*For this reason, it is understood that all the commitments to be undertaken and the measures to be implemented should take into account the one that has been the privileged criterion for the selection and appointment of the members of the Board of Directors, as well as their adequacy to the activities developed by the Corporate Group that Teixeira Duarte, SA leads, and to the realities of the markets and sectors in which it operates.*

*It is in this context that Teixeira Duarte, SA undertakes to make its best efforts to promote diversity in the composition of the Board of Directors, namely through:*

- *Compliance with the normative provisions in force regarding diversity, in particular non-discrimination and equal opportunities, arising from the Law and other applicable regulations, as well as from the rules contained in the "Code of Ethics and Conduct of the Teixeira Duarte Group" and the other documents based on it and applicable to the whole Group;*
- *Ensuring equal opportunities and treatment, in particular on the basis of age, sex, qualifications and professional background;*
- *Do not carry out any kind of discriminatory action based on ancestry, age, sex, sexual orientation, gender identity, marital status, family situation, economic situation, education, social origin or social condition, genetic heritage, reduced working capacity, disability, chronic illness, nationality, ethnic origin or race, territory of origin, language, religion, political or ideological beliefs and trade union membership, in compliance with the "Code of Ethics and Conduct of the Teixeira Duarte Group" on this matter;*
- *Continue to focus on the diversity of ages, focusing on the balance resulting from the combination of the knowledge and experience of older people with the innovative perspective of the younger ones;*
- *Ensure compliance with the legal norms concerning gender diversity, ensuring adequate representation of women and men in the Board of Directors, based on their competencies, skills, experience and qualifications;*
- *Ensure that the Board of Directors continues to integrate people with different basic qualifications, as long as appropriate to the position to be exercised and in accordance with the characteristics, size and activities developed by the Business Group led by Teixeira Duarte, S.A.;*
- *Keep the focus on the "in-house people" as a privileged criterion, while valuing the combination of people with experience in different sectors, countries and corporate areas.*

***SUPERVISORY BODIES:***

*Pursuant to the corporate model in force at Teixeira Duarte, SA, the supervisory bodies are the Supervisory Board and the Audit Firm.*

*As the Audit Firm is not a collegiate body by nature, and therefore does not include a plurality of members, this body is excluded from this "Diversity Policy of the Management and Supervisory Bodies of "Teixeira Duarte, S.A.".*

*The Supervisory Board is currently composed of three permanent members and one alternate, undertaking the following commitments to promote the diversity of its composition:*

- *Compliance with the normative provisions in force regarding diversity, in particular non-discrimination and equal opportunities, arising from the Law and other applicable regulations, as well as from the rules contained in the "Code of Ethics and Conduct of the Teixeira Duarte Group" and the other documents based on it and applicable to the whole Group;*
- *Ensuring equal opportunities and treatment, in particular on the basis of age, sex, qualifications and professional background;*
- *Do not carry out any kind of discriminatory action based on ancestry, age, sex, sexual orientation, gender identity, marital status, family situation, economic situation, education, social origin or social condition, genetic heritage, reduced working capacity, disability, chronic illness, nationality, ethnic origin or race, territory of origin, language, religion, political or ideological beliefs and trade union membership, in compliance with the "Code of Ethics and Conduct of the Teixeira Duarte Group" on this matter;*
- *Continue to focus on the diversity of ages, focusing on the balance resulting from the combination of the knowledge and experience of older people with the innovative perspective of the younger ones;*
- *Develop efforts to promote adequate representation of women and men in the Supervisory Board, always based on their competencies, skills, experience and qualifications;*
- *Ensure that the Supervisory Board continues to integrate people with different basic qualifications, as long as appropriate to the position to be exercised and in line with the characteristics, size and activities developed by the Corporate Group led by Teixeira Duarte, S.A.;*
- *Continue to focus on valuing the diversity of professional backgrounds of the members of the Supervisory Board, promoting the appointment of people with different professional experiences, as long as they fall within the scope of the Group's activity and appropriate to the duties to be performed.*

**17. Composition, as applicable, of the Board of Directors, Executive Board of Directors and General and Supervisory Board, indicating the minimum and maximum statutory number of members, statutory duration of the term of office, number of permanent members, date of the first appointment and date of the end of term of office of each member.**

Under the provisions of Article 17 of the Articles of Association, the Board of Directors of TD, S.A. shall consist of a minimum of five and a maximum of eleven members.

When electing this Board, the General Meeting of TD, S.A. shall determine the number of Directors who, within these limits, shall sit on it in each term of office and shall appoint, from among them, the member who shall act as Chairperson.

Under the terms of Article 10(2) of the Articles of Association, the members of the governing bodies are elected for periods of four years, as noted above.

The Board of Directors of TD, S.A. is composed of five members, all of whom are permanent, which includes one Chairperson and four members:

**Chairperson:**
Manuel Maria Calainho de Azevedo Teixeira Duarte

**Members of the Board:**
Maria da Conceição Maia Teixeira Duarte
Isabel Maria Nunes Correia Teixeira Duarte
Sérgio Paulo Reis Pereira
Paulo Alfredo de Carvalho Serradas

He was subsequently re-elected for the terms 2011/2014, 2015/2018, and 2019/2022. On October 8th 2021, Manuel Maria Calainho de Azevedo Teixeira Duarte was appointed President of the Board of Directors to serve until the end of the current term (2019/2022), and on May 24th 2023, re-elected to the same position for the 2023/2026 term.

The Director Maria da Conceição Maia Teixeira Duarte was elected for the first time at the General Meeting of May 27th 2019, to serve during the 2019/2022 term, and on May 24th 2023, re-elected to the same position for the 2023/2026 term.

The Director Isabel Maria Nunes Correia Teixeira Duarte was elected for the first time at the Extraordinary General Meeting of October 8th 2021, to serve until the end of the 2019/2022 term, and on May 24th 2023, re-elected to the same position for the 2023/2026 term.

The Director Sérgio Paulo Reis Pereira was elected for the first time at the General Meeting of May 24th 2023, to serve until the end of the 2023/2026 term.

The Director Paulo Alfredo de Carvalho Serradas was appointed for the first time, by co-option, on September 28th 2023, to serve until the end of the 2023/2026 term.

The current Board of Directors of TD,SA, resulting from the elections held at the General Meeting on May 24th 2023, the resolutions of the Board of Directors on September 28th 2023 (accepting the resignation of Miguel Calainho de Azevedo Teixeira Duarte and appointing Paulo Alfredo de Carvalho Serradas), and the General Meeting of May 22nd 2024 (ratifying the co-option of Paulo Alfredo de Carvalho Serradas), includes two women, who represent 40% of the serving members of the Board of Directors. As such, TD,SA complies, within this collegial body, with the gender balance criteria and requirements applicable to members of the Board of Directors.

**18. Distinction between the executive and non-executive members of the Board of Directors and, regarding non-executive members, identification of members who may be considered independent, or, if applicable, identification of the independent members of the General and Supervisory Board.**

**18.1. The independence of the members of the General and Supervisory Board and the members of the Audit Committee is appraised under the terms of the current legislation and, regarding the other members of the Board of Directors, members are considered independent when they are neither associated to any specific interest group in the company nor in any circumstance which might affect the impartiality of their analysis or decision-making, namely due to:**

- **a. Having been an employee of the company or companies which are in a controlling or group relationship with the former during the last three years;**
- **b. Having, in the last three years, provided services or established significant business relations with the company or companies which are in a controlling or group relationship with the former, whether directly or as a partner, administrator, manager or director of a legal person;**
- **c. Being a beneficiary of remuneration paid by the company or companies which are in a controlling or group relationship with the former in addition to the remuneration arising from the performance of directorship duties;**
- **d. Living in non-marital cohabitation or being the spouse, parent or family member in a straight line and up to the 3rd degree, inclusively, in a collateral line, of directors or natural persons who directly or indirectly hold a qualifying stake;**
- **e. Being a qualifying shareholder or representative of a qualifying shareholder.**

The members of the Board of Directors of TD, SA hold executive functions in this context, and it is considered that there are no non-executive directors, as all members perform duties inherent to their role in a company which, as the top entity of the Group, manages its shareholdings and assesses the respective performance. However, it does not take direct decisions nor exercises management powers over the operational activities of those entities.

Being a parent company, it manages investments, coordinates and supervises other companies integrated with its Business Group, acting essentially in the fields of strategic and organisational planning.

It is worthy of note, however, that within the scope of the Board of Directors of Teixeira Duarte, S.A., it was resolved – without implying any delegation of powers under the Law, nor excluding the normal competence and responsibility of the other members of this Board, who are all executives – that the Chairperson of the Board of Directors, Manuel Maria Calainho de Azevedo Teixeira Duarte, shall be specially tasked with coordinating and reporting on the activities carried out by the Group's companies operating in the Concessions and Services, Real Estate, Hospitality, Distribution, and Automotive sectors; the director Paulo Alfredo de Carvalho Serradas shall be specially tasked with coordinating and reporting on the activities carried out by the Group's companies operating in the Construction sector; and the director Sérgio Paulo Reis Pereira shall be specially tasked with coordinating and reporting on the activities of the corporate area structures, with the exception of Internal Audit, Compliance, and Sustainability, whose supervision within the Group's sub-holdings is the responsibility of the Chairperson of the Board of Directors of those entities, Manuel Maria Calainho de Azevedo Teixeira Duarte.

It should be noted in this regard that some members of the Board of Directors have functions and positions in other entities of the Group, for which they exercise the direction and management powers with proximity and direct responsibility in their performance, which facilitates the Board of Directors of TD, S.A. have timely knowledge of the reality of the Economic Group, enabling this Board to intervene in support of the management of these subsidiaries, including the definition of transversal policies, namely in the financial field, which is achieved globally taking into account the complementary strengths of each of the members of this Board.

TD, S.A. has chosen to maintain all its Directors in executive duties since the duties which would have been entrusted to any non-executive Directors - namely regarding supervision, monitoring and assessment of the activity of the executive members - are adequately carried out by the Supervisory Board, Remuneration Committee and General Meeting pursuant to the corporate purpose of TD,SA.

Furthermore, the complete independence and absence of incompatibilities of members of the Supervisory Board allows them to participate in an impartial and useful manner in the supervision of Company activity. Not only does this apply from an accounting point of view - where the Audit Firm intervenes regularly - but also from a policy perspective, in this case with the limits and scope to safeguard essential compliance with current legislation and regulations, all with a view to ensuring continuous transparency and compliance with adequate levels of disclosure of information to the market, in general, and particularly to the shareholders at the General Meeting.

In effect, the Statutory Auditor collaborates with the Supervisory Board and immediately informs it of any information about any relevant irregularities that may be detected, as well as any difficulties encountered in the performance of its duties.

It follows from the above that there is an adequate relationship between all the governing bodies, not just between the Audit Firm and the Supervisory Board, that hold periodic meetings, but also between these bodies and the Board of Directors, as the Directors always provide the information requested by other members of governing bodies in a timely and useful manner, and all are provided with any essential elements and documents for analysis and decision-making on matters for which they are responsible while performing their respective duties.

It should also be noted that, in compliance with the principle of close cooperation between the governing bodies, the Chairperson of the Supervisory Board and the Statutory Auditor's representative are invited to all periodic meetings and to approve the Board of Directors' financial statements, being sent copies of the call notices and minutes of all such meetings of that body.

These tasks are performed, through indication of the Chairperson of the Board of Directors, by the Company Secretary who delivers copies of the call notices and minutes of the Board of Directors meetings to the Chairperson of the Supervisory Board, once these have been duly signed.

In view of the corporate model that has been adopted, and the composition and operating methods of its governing bodies – specifically the executive nature of the Board of Directors under the aforementioned framework, and the independence of the Supervisory Board and the Audit Firm, without delegation of powers and duties between them or to other committees – TD, S.A. believes – in view of Recommendations IV.2.2. and IV.2.3 that the appointment of non-executive members to hold positions on the Board of Directors would not bring significant added value to the good operation of the model that has been adopted, which has proved to be adequate and efficient.

This justifies TD, S.A.'s choice to not have non-executive members of the Board of Directors for monitoring, supervising and assessing the activity of the other members of the body, as set out in Recommendations IV.2.2. and IV.2.3, as the effective capacity of the supervisory bodies to critically and impartially monitor, supervise and assess the activity of the executive directors is guaranteed.

It should be noted that, since there are no non-executive directors, the provisions of Recommendation IV.2.1, which stipulates that non-executive directors should appoint a coordinator among themselves to (i) act, whenever necessary, as an interlocutor with the chairman of the Board of Directors and other directors, (ii) ensure that they have the necessary conditions and resources to perform their duties, and (iii) coordinate them in the performance evaluation by the Board, do not apply to TD, S.A., with this role being fulfilled by the chairman of the Board, who holds executive functions.

**19. Professional qualifications and other relevant curricular elements of each member, as applicable, of the Board of Directors, General and Supervisory Board and Executive Board of Directors.**

**Chairperson of the Board of Directors: Manuel Maria Calainho de Azevedo Teixeira Duarte**

Graduate degree in Law from the Faculty of Law of the University of Lisboa, on July 1st 1989.

Appointed for the first time as a Director of TD,SA upon the incorporation of the Company on November 30th 2009, he was subsequently elected on May 27th 2019 to perform the same functions for the 2019 / 2022 term. On October 8th 2021, he assumed the position of Chairperson of the Board of Directors, following a resolution passed at the General Meeting held on that date. On May 24th 2023, he was re-elected for the same position for the term 2023 / 2026.

It should also be noted that, since 2005, he has served as a Director of the Group's listed top-tier company (which, until 2010, was "Teixeira Duarte – Engenharia e Construções, S.A.", and is, to date, TD,SA).

Lawyer/legal adviser with his own office from 1989 to 1996.

He served as a Director of TDF – Sociedade Gestora de Fundos de Investimento Imobiliário, S.A. from June 30th 1992 to April 22nd 2005, performing supervisory and oversight duties as well as participating in investment decisions, within the scope of the powers granted to members of the Board of Directors by the Portuguese Companies Code and the Company's Articles of Association, as well as in matters relating to interactions with the Portuguese Securities Market Commission (CMVM).

Since July 1st 1993, he has been part of the Teixeira Duarte Group, working as a legal advisor and manager in several companies, particularly in the real estate sector.

Since April 18th 2007, he has been Chairperson of the Board of Directors of Teixeira Duarte – Gestão de Participações e Investimentos Imobiliários, S.A.

Since May 6th 2019, he has also served as Chairperson of the Board of Directors of Teixeira Duarte – Engenharia e Construções, S.A.

Since October 8th 2021, he has held the position of Chairperson of the Board of Directors of TD,SA.

He has held various mandates since 1991 as a member of the Board of Directors of the company now known as Teixeira Duarte 1886,S.A. He currently serves as Chairman of the Board of Directors of that company, having been elected at the General Meeting held on May 27th 2022 to serve during the 2019/2022 term, and re-elected to the same position at the General Meeting held on May 26th 2023 for the 2023/2024 term.

**Director: Maria da Conceição Maia Teixeira Duarte**

Holder of a degree in Agronomy, with a speciality in Phytopathology, from the Higher Institute of Agronomy of Lisboa Technical University (1981).

Masters in Plant Production from the Higher Institute of Agronomy of Lisboa Technical University (1989).

Appointed for the first time to the position of Director of TD, S.A. by resolution of the General Meeting of May 27th 2019, to perform duties for the 2019/2022 term of office; on May 24th 2023 she was re-elected for the same position for the term 2023 / 2026.

Between 2011 and 2018, she served as a Director of the company now known as Teixeira Duarte 1886, S.A., during the terms 2011 / 2014 and 2015 / 2018.

From May 2011 to May 2019, she was a member of the Remunerations Committee of both Teixeira Duarte, S.A. and Teixeira Duarte – Engenharia e Construções, S.A.

**Director: Isabel Maria Nunes Correia Teixeira Duarte**

Graduate degree in Law from the Faculty of Law of the Portuguese Catholic University (School of Lisboa), since 2010.

*LL.M.* Law in a European and Global Context, Faculty of Law, Portuguese Catholic University, with exchange at Duke University School of Law, North Carolina, USA. (2011).

Master in Private Law, Faculty of Law – School of Lisboa, Portuguese Catholic University (2015).

PhD student of Private Law from the Faculty of Law of the Portuguese Catholic University (School of Lisboa) (since 2017).

The fact that she practised law at the law firm Cuatrecasas, Gonçalves Pereira & Associados between 2013 and 2016 stands out, as well as the fact that she had her own law office between 2016 and 2023.

She has been a lecturer at the Faculty of Law, Portuguese Catholic University (School of Lisboa) since 2016, and served as a member of the Coordinating Council of the Católica Research Centre for the Future of Law from 2018 to 2022.

She is the author of several scientific articles published in books and journals.

On October 8th 2021, she was appointed for the first time to serve as a Director of TD,SA, until the end of the current term 2019/2022. On May 24th 2023, she was re-elected to the same position for the quadrennium 2023/2026.

And on May 26th 2023, she was elected as a director of Teixeira Duarte 1886, SA, for the term 2023/2024.

**Director: Sérgio Paulo Reis Pereira**

Graduated in Business Organisation and Management from ISCTE - Instituto Universitário de Lisboa, in 1995.

From March 1995 to October 1999, he was Administrative and Financial Director at the company operating under the brands Manel Boutiques and Sr. Frango da Guia, which was active in Portugal in both retail and wholesale clothing sales, as well as in the restaurant sector.

In Brazil, from October 1999 to May 2001, worked as Administrative and Financial Director at "ENSITEL - Loja de Comunicações, S.A.". While still in Brazil, he was a partner at MASP Brasil Assessoria Empresarial, Ltd., from May 2001 to June 2003.

Upon returning to Portugal, he served as General Manager of EMECREST – Consultadoria e Gestão de Restauração, Lda. from June 2003 to August 2006, and subsequently, from August 2006 to August 2008, as General Manager of the Construction Equipment Rental Division of the Auto Sueco Coimbra Group.

In August 2008, he took on the role of Financial Director for the Group's Real Estate Division in Brazil, where the business was in the start-up phase. In this position, he oversaw the finance, accounting, management control, legal and information technology departments.

In July 2018, he returned to Portugal and, still within Teixeira Duarte – Engenharia e Construções, S.A., assumed the role of Group Financial Director. In May 2019, he was appointed as a member of the Board of Directors of both Teixeira Duarte – Engenharia e Construções, S.A. and Teixeira Duarte – Gestão de Participações e Investimentos Imobiliários, S.A., positions he continues to hold under the current term of office (2023/2026).

At the General Meeting of May 24th 2023, was elected administrator of Teixeira Duarte, S.A. to serve in the 2023/2026 quadrennium, and the Board of Directors resolved that - without implying any delegation of powers under the Law, nor excluding the normal competence and responsibility of the other members of this Board, who are all executives - the administrator Sérgio Paulo Reis Pereira is especially entrusted with coordinating and reporting on the activities of most corporate structures.

He does not engage in any professional activity or hold any social position outside the Teixeira Duarte Group.

**Director: Paulo Alfredo de Carvalho Serradas**

Graduated in Civil Engineering from "IST - Instituto Superior Técnico" in Lisbon, in 1991, and Post-Graduated in Management Control and Financial Analysis from “ISAL – Instituto Superior de Administração e Línguas” in Madeira, in 2012.

From September 1991 to February 1992, worked as a Project Engineer at the company "ECOPROJETO".

From February 1992 to April 2006, worked at "Teixeira Duarte - Engenharia e Construções, S.A." as a Project Manager and later as Director of Production Sub-Centre, overseeing the execution of various projects, managing contracts and teams, conducting market research, and at one point coordinating the company's production management in the Autonomous Regions of Madeira and the Azores.

From May 2006 to September 2011, worked at the real estate development and tourism enterprise, “S.I.E.T. SAVOY S.A.”, where he was responsible for managing projects for two hotels of the Savoy Group.

From September 2011 to April 2013, served as CEO of Martifer Aluminios, S.A., a company within the MARTIFER group, focusing on the execution of building façades, with contracts across Europe, Brazil, Australia, Saudi Arabia, and Angola.

Returned to "Teixeira Duarte - Engenharia e Construções, S.A." on May 13th 2013, serving as General Manager at the Group's subsidiaries “SOMAFEL - Engenharia e Obras Ferroviárias, S.A.” and “OFM – Obras Ferroviárias e Marítimas, S.A.” He became an Administrator of the latter in July 2018, and he continues to hold these positions under a mandate until 2026.

Since September 2018, in addition to his role at SOMAFEL, S.A., he has also been responsible for the commercial coordination of the Geotechnics, Rehabilitation, and Maritime Works division at Teixeira Duarte – Engenharia e Construções, S.A., where he became a member of the Board of Directors on October 1st 2019. Initially overseeing the Infrastructure division, he later took on additional responsibilities and is currently Chairman of the Executive Operational Committee of Teixeira Duarte – Engenharia e Construções, S.A.

On September 28th 2023, he was co-opted onto the Board of Directors of Teixeira Duarte, S.A., to serve until the end of the current term (2023 / 2026). The Board resolved that – without this constituting a delegation of powers under the law, nor limiting the normal competence or responsibility of the other members of the Board, all of whom are executive directors – Director Paulo Alfredo de Carvalho Serradas shall be specifically entrusted with the coordination and reporting of the activities carried out by the Group’s companies operating in the Construction sector.

Although he holds positions outside the Teixeira Duarte Group, as reported in this report, he does not engage in any professional activities outside the Teixeira Duarte Group, nor does he receive any other remuneration in that capacity or any other.

**20. Family, professional or business relations, habitual and significant, of the members, as applicable, of the Board of Directors, General and Supervisory Board and Executive Board of Directors with shareholders who may be imputed a qualifying holding greater than 5% of the voting rights.**

The Chairperson of the Board of Directors Manuel Maria Calainho de Azevedo Teixeira Duarte is the cousin of shareholder Miguel Calainho de Azevedo Teixeira Duarte.

Director Maria da Conceição Maia Teixeira Duarte is the cousin of shareholder Miguel Calainho de Azevedo Teixeira Duarte.

Director Isabel Maria Nunes Correia Teixeira Duarte is the niece of shareholder Miguel Calainho de Azevedo Teixeira Duarte.

Regarding the remaining members of the Board of Directors, we disclose that none of them maintain habitual and significant family, professional or business relations, with shareholders who may be imputed a qualifying holding under legislation currently in force.

**21. Organisational charts or flowcharts on the distribution of competence between the different governing boards, committees, commissions and/or departments of the company, including information on the delegation of competences, in particular with respect to the delegation of the daily management of the company.**

The Articles of Association of the Company define the competence of each of the governing bodies, namely in Articles 12 (General Meeting), 19 (Board of Directors) and 23 (Supervisory Board and Statutory Audit Firm).

There is no distribution or delegation of competence by any of the governing bodies, namely by the Board of Directors, to any specific committees or commissions, in particular an Executive Committee.

Nevertheless, it is worth reminding that within the scope of the Board of Directors of Teixeira Duarte, S.A., it was resolved in 2023 – without implying any delegation of powers under the Law, nor excluding the normal competence and responsibility of the other members of this Board, who are all executives – that the Chairperson of the Board of Directors, Manuel Maria Calainho de Azevedo Teixeira Duarte, shall be specially tasked with coordinating and reporting on the activities carried out by the Group's companies operating in the Concessions and Services, Real Estate, Hospitality, Distribution, and Automotive sectors; the director Paulo Alfredo de Carvalho Serradas shall be specially tasked with coordinating and reporting on the activities carried out by the Group's companies operating in the Construction sector; and the director Sérgio Paulo Reis Pereira shall be specially tasked with coordinating and reporting on the activities of the corporate area structures, with the exception of Internal Audit, Compliance, and Sustainability, whose supervision within the Group's sub-holdings is the responsibility of the Chairperson of the Board of Directors of those entities, Manuel Maria Calainho de Azevedo Teixeira Duarte.

The members of the Board of Directors respect the general duties of diligence, care and loyalty, taking management decisions in a critical and impartial manner, always in the interest of the Company.

It is therefore the responsibility of the Board of Directors to ensure that the Company acts in accordance with its objectives, so this body does not delegate powers with regard to i) definition of the company's strategy and main policies; ii) organisation and coordination of the corporate structure; iii) matters that should be considered strategic due to their value, risk and special characteristics.

The organisational structures of the Group, identified in the following organisational chart, are integrated into the Group's main sub-holding companies: Teixeira Duarte - Engenharia e Construções, S.A. (TD-EC) and Teixeira Duarte - Gestão de Participações e Investimentos Imobiliários, S.A. (TDGPII), whose respective Supervision will be the responsibility of the directors of these two sub-holdings, without prejudice to the direct articulation with the Board of Directors of Teixeira Duarte, S.A. regarding the relevant matters within the scope of the Corporate Area.

## Teixeira Duarte, S.A.

**Board of Directors**

Manuel Maria Teixeira Duarte
Maria da Conceição Teixeira Duarte
Isabel Teixeira Duarte
Sérgio Pereira
Paulo Serradas

## Teixeira Duarte - Engenharia e Construções, S.A.

**Board of Directors**

Manuel Maria Teixeira Duarte
Paulo Serradas
Sérgio Pereira
Gustavo Lebreiro
Luis Santos

### CORPORATE AREA

**Administration Consulting**
Alexandre de Jesus

**Internal Audit**
Mário Faria

**Compliance**
Carlos Ferraz

**Communication**
Erica Beauvalet

**Accounting**
Tiago Fernandes
Sérgio Castro

**Finance**
Sérgio Pereira
Pedro Cruz

**Legal**
Ricardo Teixeira

**Shared Processes**
André Henriques

**Human Resources**
José Ferreira da Costa

**Corporate Affairs**
Carlos Ferraz

**Sustainability**
Erica Beauvalet

**Information Technologies**
Rui Pedroso
Rui Miranda

### ACTIVITY SECTOR

#### CONSTRUCTION

**Operational Executive Comittee**
Paulo Serradas
Gustavo Lebreiro
Luis Santos
Rogério Fonseca

**EPOS**
Carlos Russo

**SOMAFEL**
Rui Costa

## Teixeira Duarte - Gestão de Participações e Investimentos Imobiliários, S.A.

**Board of Directors**

Manuel Maria Teixeira Duarte
Luís Vicente
Sérgio Pereira
Rogério Fonseca
Alfredo Silva
Guilherme Silva
João Cordeiro

### ACTIVTY SECTORS

#### CONCESSIONS AND SERVICES

Rogério Fonseca

**Facilities Management**
Rodolfo Valentim
Mariana Coimbra

**Education**
Helena Teixeira Duarte

#### REAL ESTATE

Alfredo Silva
Guilherme Silva
David Cardoso
João Esteves
João Nuno Santos

#### HOSPITALIY

Luís Vicente
Cláudia Bazílio

#### DISTRIBUTION

João Cordeiro
Orlando Preguiça
Bernardo Ribeiro
Geraldo Junior

#### AUTOMOTIVE

Luís Vicente
Álvaro Paulino

### b) Functioning

**22. Existence and location where the operating regulations may be consulted, as applicable, of the Board of Directors, General and Supervisory Board and Executive Board of Directors.**

Considering the corporate model that has been selected, the composition of the Board of Directors, the scope of activities as described in section 18 and the fact that the competences and responsibilities of this body cannot be delegated to any others, not even specialised committees or departments, and, still, the fact that the number of members of this body is not large or sufficient to justify the stipulation, in regulations, of additional operating rules, TD, S.A. has not adopted any operating regulations, apart from the provisions regarding the operation and organisation of the Board of Directors that result from the Company's Articles of Association and applicable legislation.

Furthermore, it is hereby stated that no artificial intelligence mechanisms are used as decision-making tools by the corporate bodies.

The individual competence of each member is established by decision of the actual Board of Directors and their interaction is maintained in a regular form under the legally stipulated terms and considered sufficient for this purpose.

Detailed minutes of the meetings of the Board of Directors and the other governing bodies of TD, S.A. are always drawn up.

Although this is not established in the Articles of Association or in any other specific mechanism, it is guaranteed that, within the limits of the applicable legislation, the members of the management and supervisory bodies are permanently ensured access to all company information and employees for the assessment of the company's performance, situation and development prospects, including namely minutes, the documentation supporting decision-making, the call notices and files of meetings of the Board of Directors, without prejudice to access to any other documents or persons from whom clarifications may be requested.

Notwithstanding the above, TD, S.A. has in force a "Code of Ethics and Conduct of the Teixeira Duarte Group", of mandatory application to all of its Directors - however, no part of this code contains regulatory provisions for the operation of governing bodies or other relevant bodies in this context - and is available at:

https://www.teixeiraduarte.pt/wp-content/uploads/2020/12/Codigo-de-Etica-e-Conduta-do-Grupo-TD-05.02.2018.pdf.

**23. Number of meetings held and level of attendance of each member, as applicable, of the Board of Directors, General and Supervisory Board and Executive Board of Directors, of the meetings that have been held.**

During 2024, the Board of Directors of TD, S.A. held 44 meetings.

For all due purposes, it is disclosed that the attendance of each member of this Board was as follows:

The Chairperson of the Board of Directors Manuel Maria Calainho de Azevedo Teixeira Duarte participated in all 44 meetings of this body.

The Director Maria da Conceição Maia Teixeira Duarte participated in all 44 meetings of this body.

The Director Isabel Maria Nunes Correia Teixeira Duarte participated in all 44 meetings of this body.

The Director Sérgio Paulo Reis Pereira participated in all 44 meetings of this body.

The Director Paulo Alfredo de Carvalho Serradas participated in 42 meetings of this body. In the 2 meetings he could not attend, his absence was previously announced and justified by other professional commitments he had already made, all in coordination with the other members of the Board.

**24. Indication of the governing bodies which are competent to carry out the assessment of the performance of the executive directors.**

The competent body for assessing the performance of the Company's Directors is the General Meeting which, under the terms of Article 376 (1) of the Commercial Companies Code, conducts an annual review of the Company's administration and supervision.

The Supervisory Board monitors, under the terms established and described in this document, the action of the Board of Directors, ensuring compliance with a series of matters and issuing an opinion on the annual report and accounts which is submitted to the appraisal of the shareholders at the General Meeting.

Moreover, the Remuneration Committee assesses the activity developed by each Director for the purpose of establishing the respective remuneration, based on the Remuneration Policy of the Members of the Management and Supervisory Bodies of TD,SA (Remuneration Policy) approved at the General Meeting held on May 23rd 2022 .

It is also stated that, given the organisational and functional model established between the various corporate codes, it was not deemed justified to create another Committee, in addition to the Remunerations Committee, for the purpose of ensuring a competent and independent assessment of the performance of the Directors and its own overall performance.

Indeed, in view of the adopted model and the structure and composition of the Governing Bodies, these duties are explicitly entrusted to the General Meeting, Supervisory Board and Remuneration Committee, under the terms indicated above.

Likewise, for the same reasons, it is understood that there is no justification for creating another Committee to reflect on the governance system, structure and practices that have been adopted, to verify their effectiveness and propose to the competent bodies the measures to be executed, in view of their improvement.

These duties are performed by each of the Governing Bodies, which are able to identify any constraints and difficulties they may have encountered. They also cooperate with each other on the assessment of the adopted corporate governance model, reporting and overcoming any possible operation and interconnection difficulties.

Ultimately, the overall assessment of the action of the governing bodies is always entrusted to the shareholders at the General Meeting.

**25. Predefined criteria for the assessment of the performance of the executive directors.**

There are no predefined criteria for the assessment of the performance of the executive directors.

As a matter of fact, all Directors are assessed based on their performance during the financial year, taking into account the objectives set and achieved in each period, the Company's results, and various other parameters which, due to their diversity and variation over the years, are considered not to be rigid but rather adaptable to the circumstances of each period and each specific situation, in accordance with the Remuneration Policy.

On this issue, see the remuneration policy of the governing bodies, reproduced below in point 69.

**26. Availability of each member, as applicable, of the Board of Directors, General and Supervisory Board and Executive Board of Directors, indicating positions held simultaneously at other companies, within and outside the group, and other relevant activities performed by the members of these bodies during the financial year.**

All members of the Board of Directors have adequate availability to perform the duties inherent to the position they hold in TD, S.A., as the Group's parent company, which manages its holdings and appraises its respective actions, but does not take direct decisions or exercise management powers over the activities of these entities.

In this regard, it should be mentioned that:

- Some members of the Board of Directors have duties and positions in other Group entities, in which they exercise management and management powers with proximity and direct responsibility for the actions of these companies.
- The Chairperson of the Board of Directors, Manuel Maria Calainho de Azevedo Teixeira Duarte, as well as the directors Maria da Conceição Maia Teixeira Duarte, Isabel Maria Nunes Correia Teixeira Duarte, and Paulo Alfredo de Carvalho Serradas, hold social positions in other entities outside the Teixeira Duarte Group without receiving remuneration. Additionally, the Director Isabel Maria Nunes Correia Teixeira Duarte also has a professional relationship with an entity outside the Group, without being subject to any situation that would hinder their full availability for the performance of their duties as members of the Board of Directors of TD,SA.

**Director: Manuel Maria Calainho de Azevedo Teixeira Duarte**

- Chairperson of the Board of Directors of Teixeira Duarte – Engenharia e Construções, S.A.
- Chairperson of the Board of Directors of C+PA – Participações e Investimentos, S.A.;
- Chairperson of the Board of Directors of IMOTD - Sociedade Gestora de Participações Sociais, S.A.;
- Chairperson of the Board of Directors of TDE - Empreendimentos Imobiliários, S.A.;
- Chairperson of the Board of Directors of TDH - Sociedade Gestora de Participações, S.A.;
- Chairperson of the Board of Directors of TDO - Sociedade Gestora de Participações Sociais, S.A.;
- Chairperson of the Board of Directors of TEDAL - Sociedade Gestora de Participações Sociais, S.A.;
- Chairperson of the Board of Directors of Teixeira Duarte - Gestão de Participações e Investimentos Imobiliários, S.A.;

- Chairperson of the Board of Directors of Teixeira Duarte – Madeira, S.A.;
- Chairperson of the Board of Directors of EI01– Empresa de Serviços Intragrupo, S.A.;
- Director of CPM - Companhia de Parques de Macau, SA.;
- Director of Teixeira Duarte - Engenharia e Construções (Macau), Limitada;
- Director of AEBT – AUTO-ESTRADAS DO BAIXO TEJO, S.A.

As of December 31st 2024, he held the following position in another company outside the Teixeira Duarte Group:

- Chairperson of the Board of Directors of Teixeira Duarte 1886, S.A.

**Director: Maria da Conceição Maia Teixeira Duarte**

As of December 31st 2024, she held the following positions outside Teixeira Duarte Group:

- Manager of Várzea Abastada, Lda.

**Director: Isabel Maria Nunes Correia Teixeira Duarte**

As of December 31st 2024, she held the following positions outside Teixeira Duarte Group:

- Director of TEIXEIRA DUARTE 1886, S.A.
- Researcher at the Católica Research Centre for the Future of Law.
- Manager of Wonderbay, Sociedade Unipessoal, Lda.

**Director: Sérgio Paulo Reis Pereira**

As of December 31st 2024, he held the following positions in other companies of Teixeira Duarte Group:

- Director of Teixeira Duarte - Engenharia e Construções, S.A.;
- Director Teixeira Duarte - Gestão de Participações e Investimentos Imobiliários, S.A.;
- Director of C+PA - Participações e Investimentos, S.A.;
- Director of E.P.O.S. - Empresa Portuguesa de Obras Subterrâneas, S.A.;
- Director of ESTA - Gestão de Hotéis, S.A.;
- Director of LAGOAS HOTEL, S.A.;
- Director of SOMAFEL - Engenharia e Obras Ferroviárias, S.A.;
- Director of TDHC – Instalações para Desporto e Saúde, S.A.;
- Director of TDO - Investimento e Gestão, S.A.;
- Director of TDO - Sociedade Gestora de Participações Sociais, S.A.;
- Director of TEDAL - Sociedade Gestora de Participações Sociais, S.A.;
- Director of TDH – Sociedade Gestora de Participações Sociais, S.A.;
- Director of Teixeira Duarte Construction Services, LLC;
- Director of Teixeira Duarte – Madeira, S.A.;
- Director of TD VIA - Sociedade Imobiliária, S.A.;
- Director of IMOTD – Sociedade Gestora de Participações Sociais, S.A.;
- Director of EI01 – Empresa de Serviços Intragrupo, S.A.;
- Manager of DPLG - Desenvolvimento do Terminal Especializado de Contentores do Porto de La Guaira, Sociedade Unipessoal;
- Manager of TEIXEIRA DUARTE - Engenharia e Construções (Macau), Lda.;
- Manager of ADVANTAGE – Distribuição de Seguros, Lda.;
- Manager of MALANGA - Investimentos Imobiliários, Unipessoal , Lda.

**Director: Paulo Alfredo de Carvalho Serradas**

As of December 31st 2024, he held the following positions in other companies of Teixeira Duarte Group:

- Director of Teixeira Duarte - Engenharia e Construções, S.A.;
- Director of Teixeira Duarte – Madeira, S.A.;
- Director of E.P.O.S. - Empresa Portuguesa de Obras Subterrâneas, S.A.;
- Director of SOMAFEL - Engenharia e Obras Ferroviárias, S.A.;

- Manager of DPLG - Desenvolvimento do Terminal Especializado de Contentores do Porto de La Guaira, Sociedade Unipessoal;
- Chairperson of the Board of Directors of DOURO LITORAL, ACE;
- Director of METROLIGEIRO – CONSTRUÇÃO DE INFRA-ESTRUTURAS, ACE;
- Director of AEBT – AUTO-ESTRADAS DO BAIXO TEJO, S.A.

As of December 31st 2024, he held the following positions in other companies outside Teixeira Duarte Group:

- Manager of SALPAC – Compra e Venda de Imóveis, Lda.;
- Manager of SOPRO MATINAL, Lda.;
- Manager of SALPAPE – Mediação Imobiliária, Lda.

**c) Committees and commissions within the management or supervisory body and chief executive officers**

**27. Identification of committees and commissions within, as applicable, the Board of Directors, General and Supervisory Board and Executive Board of Directors, and location where the operating regulations may be consulted.**

Currently there are no specific management or supervisory committees, not even the Executive Committee envisaged under Article 20 of the Articles of Association.

Considering the family nature of the Company, the number of members of the Board of Directors and the fact that there are no non-executive directors, since they all perform duties inherent to their positions in a company that, as the parent company of the Group, manages its holdings and appraises the respective actions, but does not take direct decisions or exercise management powers over the activities of these entities, there is an exemption from creating any committees in this case, specifically for monitoring and supporting the appointment of any managers.

It should be noted that the Teixeira Duarte Group is composed of autonomous companies that appoint their own management teams, with TD,SA being responsible for appointing the corporate bodies of its direct subsidiaries – a task performed by the Board of Directors – which does not justify the creation of a Nominations Committee.

As no nomination committee has been established, Recommendation VI.3.3 does not apply to TD, SA.

**28. Composition, if applicable, of the executive committee and/or identification of chief executive officer(s).**

Considering that there is neither an Executive Committee nor Chief Executive Officers, the present rule is not applicable to TD,SA.

**29. Indication of the areas of competence of each of the created committees and commissions, and summary of the activities developed during performance of this competence.**

Considering that there are no committees or commissions created under the Board of Directors, as noted in 27 above, the present rule is not applicable to TD,SA.

III. SUPERVISION

(Supervisory Board, Audit Committee or General and Supervisory Board)

**a) Composition**

**30. Identification of the supervisory body (Supervisory Board, Audit Committee or General and Supervisory Board) corresponding to the adopted model.**

The corporate model adopted is the one usually known as the "strengthened Latin" model. In this regard, it has been decided to appoint a Supervisory Board as the oversight body.

**31. Composition, as applicable, of the Supervisory Board, Audit Committee, General and Supervisory Board or Financial Matters Committee, indicating the minimum and maximum statutory number of members, statutory duration of the term of office, number of permanent members, date of the first appointment and date of the end of term of office of each member. Reference may be made to the point of the report where this information is already presented pursuant to the provisions in number 18.**

Pursuant to Article 24 of the Articles of Association of TD,SA, the Supervisory Board is necessarily composed of three permanent members and one alternate, who should comply with the requirements and are entitled to use the powers established by law. When electing the members of this Board, the General Meeting must, mandatorily, elect one of them to perform the duties of Chairperson.

In line with the other members of the corporate bodies and pursuant to Article 10(2) of the Company's Articles of Association, the members of the Audit Committee are elected by the General Meeting, through a list-based voting system, for four-year terms coinciding with the financial years, and may be re-elected one or more times, in accordance with the terms and legal limits established.

The supervisory board currently has the following members:

**Chairperson:**
Ana Cristina Louro Ribeiro Doutor Simões

**Members**
João Salvador dos Santos Matias
Carlos Manuel Bastos Rodrigues

**Alternate:**
Pedro Miguel Amador Fonseca

All of the identified members of the General Meeting Board were elected at the General Meeting held on May 24th 2023, to serve on that body for the quadrennium 2023/2026.

The Chairperson of the Supervisory Board was elected by the Shareholders on May 27th 2019, as a Member of that body, and after the end of that mandate, she was elected as Chairperson of the Supervisory Board at the Annual General Meeting on May 24th 2023, for the 2023/2026 term.

The Member of the Supervisory Board, João Salvador dos Santos Matias, was appointed for the first time at the Annual General Meeting held on May 27th 2019, to serve during the 2019/2022 quadrennium, and was re-elected to the same position at the Annual General Meeting held on May 24th 2023, for the 2023/2026 term.

The Member of the Supervisory Board, Carlos Manuel Bastos Rodrigues, was elected for the first time at the Annual General Meeting held on May 24th 2023, to serve during the 2023/2026 term.

The Substitute Member of the Supervisory Board, Pedro Miguel Amador Fonseca, was elected for the first time at the Annual General Meeting held on May 24th 2023, for the 2023/2026 term.

It should be noted that all of them possess the necessary competencies to exercise their respective functions, as described below in point 33.

The current Supervisory Board of TD, SA, elected at the General Meeting held on May 24th 2023, includes one woman, representing 33,33% of the effective members of the Supervisory Board in office, thus fulfilling the gender balance criteria and requirements regarding the members of the Supervisory Board.

No other members of the Supervisory Board or other corporate bodies have been elected since then.

Furthermore, TD, SA, recognising the advantages of diversity in the composition of its Management and Supervisory Bodies, particularly in terms of age, gender, qualifications, and professional backgrounds, approved the Diversity Policy of TD, SA, at the General Meeting held on May 26th 2018, which is currently in force and defines criteria for the selection and appointment of the company's corporate bodies (including the Supervisory Board).

Considering the size of the company and the inherent risks of its activities, TD, SA considers that the number of members of the Supervisory Board, corresponding to more than half of the directors of TD, SA, is adequate and sufficient to efficiently perform the functions assigned to it.

**32. Identification, as applicable, of the members of the Supervisory Board, Audit Committee, General and Supervisory Board or Financial Matters Committee who are considered independent, under the terms of Article 414, no. 5, of the Commercial Companies Code. Reference may be made to the point of the report where this information is already presented pursuant to the provisions in number 19.**

All the current members fully comply with all the requirements of independence, and there is no incompatibility for the performance of their duties for any of them, under the terms established in the Commercial Companies Code.

The facts referred to in the previous paragraph are investigated periodically in relation to each member of the Supervisory Board.

**33. Professional qualifications, as applicable, of each member of the Supervisory Board, Audit Committee, General and Supervisory Board or Financial Matters Committee and other relevant curricular elements. Reference may be made to the point of the report where this information is already presented pursuant to the provisions in number 21.**

The professional qualifications and other relevant curricular elements of the members of the Supervisory Board are described below:

**Ana Cristina Louro Ribeiro Doutor Simões** (Chairperson of the Supervisory Board)

Academic background in Business Organisation and Management, her professional career dates back to 1987 in the area of financial auditing, namely carrying out functions as member of supervisory bodies.

Two major areas of expertise can be highlighted, based on her professional experience:

External financial audits and supervision of entities: conducted as an employee of Ernst & Young Limitada until 1997, working as a freelance Statutory Auditor up to 2004 and as founding partner of Ana Gomes & Cristina Doutor, Sociedade de Revisores Oficiais de Contas, Lda. until 2018. She served as Secretary-General of the Association of Statutory Auditors from 2009 to 2020. She currently maintains her registration as a freelance Statutory Auditor and holds positions in supervisory bodies.

Training: she has taught financial auditing and other related subjects, in different higher education courses (including a partnership with the Army Pupils Military Institute and the Portuguese Catholic University), and has been involved in several professional training activities, with an emphasis on her collaboration with the Association of Statutory Auditors

**João Salvador dos Santos Matias** (Member of the Supervisory Board)

- Degree in Business Management and Organisation from Instituto Superior de Economia (1978)
- Currently, he is retired.

**Carlos Manuel Bastos Rodrigues**

Academic background in auditing, with a degree from ISCAL, having worked professionally since 1999 in the field of financial auditing, as a member of the Technical Department of the Association of Statutory Auditors (OROC) and subsequently, from 2006 to 2020, as Technical Director of the same department. In these roles, he was a member of various international technical committees related to auditing, including those at the European Commission and Accountancy Europe.

Two major areas of expertise can be highlighted, based on her professional experience:

• External financial auditing and oversight of entities: developed as a founding partner of Cascais & Rodrigues, SROC, from 2008 to 2015, and subsequently at Pontes, Baptista & Associados from 2015 to this day.

• Financial consulting: developed as a founding partner, since 2015 to the present, of Numeric Consulting Group.

Training: he has taught the subject of financial auditing and other related subjects in various courses, in collaboration with the Association of Statutory Auditors and similar organisations in Angola, Mozambique, and Cape Verde.

**Pedro Miguel Amador Fonseca** (Alternate Member of the Supervisory Board)

Statutory Auditor in Portugal, registered with OROC under number 2006 and with CMVM under number 20210021.
Currently holds the following positions:

- Partner at the statutory audit firm Pedro Fonseca & Associados, SROC, Lda.
- Member of the Supervisory Board of Patris, SGFTC, S.A.
- Member of the Supervisory Board of Ernst & Young, Audit & Associados, SROC, Lda.
- Member of the Supervisory Board of Ernst & Young,S.A.

- Member of the Supervisory Board of Ernst & Young,S.A.
- Alternate of the Supervisory Board of Via Directa – Companhia de Seguros, S.A.
- Alternate of the Supervisory Board of Companhia Portuguesa de Resseguro, S.A.

**b) Functioning**

**34. Existence and location where the operating regulations may be consulted, as applicable, of the Supervisory Board, Audit Committee, General and Supervisory Board or Financial Matters Committee. Reference may be made to the point of the report where this information is already presented pursuant to the provisions in number 24.**

As described above in number 22 of this Report, there are no operating regulations for the governing bodies, nor are any artificial intelligence mechanisms used as decision-making tools by the corporate bodies.

Without prejudice to the above, it is reported that a resolution by the Board of Directors of TD, S.A. implemented the current "Code of Ethics and Conduct of the Teixeira Duarte Group", which is mandatory for all members of supervisory bodies. However, no part of this code contains regulatory provisions on the functioning of governing bodies or other relevant provisions in this area.

**35. Number of meetings held and level of attendance of the meetings which have been held, as applicable, of each of the members of the Supervisory Board, Audit Committee, General and Supervisory Board or Financial Matters Committee. Reference may be made to the point of the report where this information is already presented pursuant to the provisions in number 25.**

During 2024, the Supervisory Board held nine meetings, all of which were attended by all of its permanent members.

**36. Availability of each member, as applicable, of the Supervisory Board, Audit Committee, General and Supervisory Board or Financial Matters Committee, indicating positions held simultaneously at other companies, within and outside the group, and other relevant activities performed by the members of these bodies during the financial year. Reference may be made to the point of the report where this information is already presented pursuant to the provisions in number 26.**

All the members of the Supervisory Board show the appropriate availability for the performance of their duties at TD,SA, namely for participation in the periodic meetings of the Board of Directors and Supervisory Board, and for follow-up of the Company's activity and the preparation and publication of the documents presenting the accounts, coordinated with the Audit Firm's action.

The positions held by each of the members of the Supervisory Board in companies within and outside the Group are indicated below:

**Ana Cristina Louro Ribeiro Doutor Simões** (Chairperson of the Supervisory Board)

As of December 31st 2024, she held the following positions:

- Statutory Auditor (registered and in good standing, though not actively practising as of December 31st 2024);
- Trainer of professional training sessions in the field of auditing;
- Chairperson of the Supervisory Board of Novartis Farma – Produtos Farmacêuticos, SA;
- Member of the Supervisory Board of LM Capital Wealth Management – Empresa de Investimento SA;
- Member of the General and Supervisory Board of Caixa Central de Crédito Agrícola Mútuo.

**João Salvador dos Santos Matias** (Member of the Supervisory Board)

As of December 2024, he did not perform duties in any other companies.

**Carlos Manuel Bastos Rodrigues** (Member of the Supervisory Board)

Up until December 31st 2024, he held or had held, the following positions:

- Partner at NUMERIC CONSULTING GROUP (since 2015);
- Partner at PONTES, BAPTISTA & ASSOCIADOS, SROC, LDA (since 2015);
- Partner at CASCAIS, RODRIGUES & ASSOCIADOS, SROC, LDA (from 2008 to 2015);
- Partner at BTOC, SA (from 2011 to 2015);
- Trainer for modules on Auditing at the Association of Statutory Auditors (Portugal, Angola, Mozambique e Cape Verde) (since 2010);
- Portugal's Representative at Audit and Assurance Policy Group of Accountancy Europe (from 2006 to 2020);

**Pedro Miguel Amador Fonseca** (Alternate Member of the Supervisory Board):

As of December 31st 2024, he held the following positions:

- Partner at the statutory audit firm Pedro Fonseca & Associados, SROC, Lda.
- Member of the Supervisory Board of Patris, SGFTC, S.A.
- Member of the Supervisory Board of Ernst & Young, Audit & Associados, SROC, Lda.
- Member of the Supervisory Board of Ernst & Young,S.A.
- Member of the Supervisory Board of Ernst & Young,S.A.
- Alternate of the Supervisory Board of Via Directa – Companhia de Seguros, S.A.
- Alternate of the Supervisory Board of Companhia Portuguesa de Resseguro, S.A.

**c) Areas of competence and duties**

**37. Description of the procedures and criteria applicable to the intervention of the supervisory board for purposes of contracting additional services from the external auditor.**

The provision of additional services by the external auditor consisted of carrying out the necessary procedures with a view to issuing the Independent Limited Assurance Report on the Consolidated Sustainability Reporting for the period ended December 31st 2024. The provision of these services was subject to a proposal and request for approval submitted to the supervisory body on November 11th 2024, which was duly approved.

**38. Other duties of the supervisory bodies and, if applicable, the Financial Matters Committee.**

The supervisory bodies do not perform any duties other than those described above and legally defined.

IV. STATUTORY AUDITOR

**39. Identification of the statutory auditor and statutory auditor partner representing the former.**

The position of statutory auditor is held by "Moore Stephens & Associados – SROC, S.A.", represented by Ana Patrícia Correia Monteiro Varela.

**40. Indication of the number of years during which the statutory auditor has performed duties consecutively at the company and/or group.**

The said "Moore Stephens & Associados - SROC, S.A." was elected at the General Meeting held on 30 May 2015, and was re-elected, for the 2019/2022 term of office, at the General Meeting held on May 27th 2019, and re-elected again for the biennium 2023 / 2024 at the General Meeting held on May 24th 2023. At the end of the current term of office, the statutory audit firm completes 10 years of consecutive service with the group.

**41. Description of other services provided by the Audit Firm to the company.**

Other than statutory audit and auditing services, and the additional services referred to in point 37, the statutory auditor did not provide any other additional services.

V. EXTERNAL AUDITOR

**42. Identification of the external auditor appointed pursuant to Article 8 and statutory auditor partner who represents the external auditor performing these duties, as well as the registration number at CMVM.**

The external auditor appointed under Article 8 of the Securities Code is the firm of statutory auditors Moore Stephens & Associados – SROC, SA, currently represented by Ana Patrícia Correia Monteiro Varela, registered with the Portuguese Institute of Statutory Auditors (OROC) under number 173 and with the Portuguese Securities Market Commission (CMVM) under number 20161476.

**43. Indication of the number of years during which the external auditor and respective statutory auditor partner who represents it in compliance with these duties, has performed duties consecutively at the company and/or group.**

The external auditor, "Moore Stephens & Associados – SROC, SA", currently in office at TD, S.A., was first elected at the General Meeting held on May 30th 2015. It has consecutively re-elected until the end of the current mandate. The statutory auditor partner who represents it has been in office since 2022.

**44. Policy and frequency of rotation of the external auditor and respective statutory auditor partner who represents it in compliance with these duties.**

There is no defined policy on the rotation of the external auditor and respective statutory auditor partner who represents it in the fulfilment of these duties.

Teixeira Duarte, S.A. applies the rotation rules set out in Article 17 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16th 2014, as well as in Article 54 of the Statute of the Portuguese Institute of Statutory Auditors (OROC), as amended by Law No 99-A/2021 of December 31st.

In this regard, it should be noted that the external auditor currently performing the duties was appointed for the first time for the 2015/2018 term of office and re-elected, for a second time, at the General Meeting of May 27th 2019 for the 2019/2002 term of office, and again re-elected on May 24th 2023 for the current biennium 2023 / 2024.

**45. Indication of the body responsible for the assessment of the external auditor and frequency with which this assessment is conducted.**

The main point of contact and primary recipient of the external auditor's reports is the Supervisory Board.

The performance and independence of the external auditor have been assessed by the Supervisory Board - which obtains from the external auditor and its team the information and elements it deems necessary to perform its duties - and by all the other governing bodies of TD, S.A. on an annual basis, without ever having verified any circumstance that could motivate its dismissal or termination of the contract for the provision of its services with just cause. The Supervisory Board is responsible for proposing the dismissal or termination of the contract for the provision of services of the external auditor, in the event of justifiable reasons. The Supervisory Board is previously consulted on the remuneration of the Statutory Auditor and Audit Firm, as set forth in the "Policy of Remuneration of the Management and Supervisory Bodies of Teixeira Duarte, S.A." - thus being partially fulfilled the Recommendation VIII.2.2.(2).

The Board of Directors of TD,SA and its dependent departments have been committed to ensuring that all appropriate conditions are in place for the performance of services by the External Auditor and Statutory Auditor within the Company, as these functions are directly embedded within the operational structure of TD,SA. They have access to the physical resources, information, and documentation required to provide the External Auditor and Statutory Auditor with the appropriate conditions to carry out their duties.

Likewise, the Supervisory Board is also responsible for ensuring that the Company provides the necessary conditions for the services rendered by the External Auditor and Statutory Auditor, monitoring their work and making itself available to request from the Board of Directors of TD,SA or its dependent departments any resources or information that the External Auditor and Statutory Auditor may deem necessary for the effective execution of their duties.

**46. Identification of work, other than audit, carried out by the external auditor for the company and/or for the companies which are in a controlling relationship with it, as well as indication of the internal procedures for the purpose of approval of contracting such services and indication of the reasons for their contracting.**

Except as mentioned in point 37, it is hereby stated that neither the External Auditor, nor any entities with which it has a participatory relationship or that form part of the same network, provided TD,SA with any services other than audit services.

**47. Indication of the value of the annual remuneration paid by the company and/or legal persons in a controlling or group relationship with the auditor and other natural or legal persons belonging to the same network, and details of the percentage relative to the following services (for the purposes of this information, the concept of network is as defined in European Commission Recommendation C (2002) 1873 of May 16th):**

The retribution paid by the company and/or legal persons in a controlling or group relationship with the auditor and other natural or legal persons belonging to the same network determined in accordance with the volume and quality of the services provided in the context of the duties entrusted under the terms of the Law and Articles of Association.

| By the Company | | |
|---|---|---|
| Amount paid for statutory audit services | 73.500,00 | 80,3% |
| Amount paid for other limited reliability assurance services | 18.000,00 | 19,7% |
| Amount paid for tax advisory services | - | - |
| Non-statutory audit services | - | - |

| By entities belonging to the Group | | |
|---|---|---|
| Amount paid for statutory audit services | 323.950,00 | 100.00% |
| Other limited reliability assurance services | - | - |
| Amount paid for tax advisory services | - | - |
| Non-statutory audit services | - | - |

**C. INTERNAL ORGANISATION**

I. ARTICLES OF ASSOCIATION

**48. Rules applicable to the amendment of the articles of association (Article 29-H(1)(h)).**

There are no specific rules for any amendments of the Articles of Association, with the general rules established in the Commercial Companies Code being applicable, in particular the provisions in Articles 85, 383(2) and 386.

II. COMMUNICATION OF IRREGULARITIES

**49. Channels and Policy for Reporting Irregularities within the Company**

In 2018, following the approval of the "Code of Ethics and Conduct of the Teixeira Duarte Group", the policy for reporting alleged irregularities was adjusted, as part of strengthening the compliance system that was already being developed by the Company.

This Code aims to serve as guidelines for the professional and personal conduct of all employees, regardless of their position or duties that they perform, and sets out the principles and values of the Teixeira Duarte Group, as well as the currently applicable procedure for reporting any irregularities in internal and external relationships between all Group companies and their stakeholders.

Without prejudice to these channels, on August 17th 2022, the Board of Directors of TD, SA approved the “Teixeira Duarte Group Whistleblowing Policy”, aimed at implementing the provisions set out in the Group’s current Code of Ethics and Conduct. This policy was developed in accordance with Decree-Law No. 109-E/2021, Law No. 93/2021, and the recommendations of the Corporate Governance Code issued by the Portuguese Institute of Corporate Governance that advocates, particularly Recommendation II.2.4. (1), the adoption of a Whistleblowing Policy by TD,SA.

This Whistleblowing Policy has the following objectives:

a) Definition of the method for receiving, controlling and handling reports of irregularities, whether spoken or written, in which Teixeira Duarte Group companies are allegedly involved, whether in situations of non-compliance with the Code of Ethics and Conduct and/or internal regulations, or in situations of non-compliance with legal provisions, in particular with the prevention of money laundering and financing of terrorism, insider trading, fraud or corruption in the performance of professional activities by employees or any third parties working with Teixeira Duarte Group companies.

b) To ensure the adoption of measures to prevent and combat improper practices, complying with the technical and legal requirements applicable to safeguarding the rights of those affected.

As a result, and in compliance with its Whistleblowing Policy and Code of Ethics and Conduct, the Teixeira Duarte Group has implemented an Ethics Channel, which allows for the reporting of facts related to corruption, as well as any other breaches that may involve the commission of an illegal act. A procedure is in place to establish how communications should be made, the control and handling of received reports within the corporate structure, as a preventive measure and to combat improper practices, ensuring, should they so wish, the anonymity of whistle-blowers.

Teixeira Duarte Group's designated Ethics Channel consists of the following options for reporting irregularities or breaches:

i. Whistleblowing Channel (IntegrityLog), which is an external provider platform managed by an internal team, allowing for the anonymous reporting of irregularities, should the whistle-blower wish, and is available at https://www.teixeiraduarte.pt/grupo/canal-de-etica/;
ii. Mail addressed to the Board of Directors or to the Supervisory Board of TD,SA;
iii. Electronic mail sent to the address compliance@teixeiraduarte.com, with exclusive access granted to the members of the Ethics Team;
iv. Electronic mail sent to the address conselhofiscal@teixeiraduarte.com, with exclusive access granted to the members of the Supervisory Board.

The Whistleblowing Policy is aimed at all directors, workers, other company representatives, third parties, shareholders, customers and other stakeholders and has been approved by TD,SA, as the top listed company in the Teixeira Duarte Group, i.e., to be applied to itself and to all entities within its consolidation perimeter and management scope.

Company guarantees the confidentiality and anonymity of the reports received, the absence of any reprisals to whistle-blowers for good faith reports, and the protection of the personal data of the whistle-blower and of the suspected offender. Retaliation against whistle-blowers is condemned by the Company and may result in disciplinary proceedings against those responsible for such retaliation and those who allowed these retaliatory actions to occur.

The Whistleblowing Policy in force in Teixeira Duarte Group may be consulted here https://www.teixeiraduarte.pt/grupo/canal-de-etica/.

In addition, the General Procedure for the Prevention and Combat of Harassment at Work is in force, which establishes the principles of action and procedures that are considered appropriate to prevent and combat harassment in the workplace within the Teixeira Duarte Group, to be observed by all people that are part of it, making the Procedure a self-regulatory instrument and the expression of an active policy aimed at avoiding, identifying, eliminating and/or punishing situations that may substantiate the practice of harassment in the workplace. The General Procedure for the Prevention and Combat of Harassment at Work is complementary to the Teixeira Duarte Group's Code of Ethics and Conduct.

As a consequence, TD,SA has mechanisms for detecting and preventing irregularities, in line with Recommendation II.2.4., having adopted a Whistleblowing Policy that ensures appropriate means for reporting and handling such issues, with the safeguarding of the confidentiality of the information transmitted and the identity of the whistle-blower, whenever requested.

## III. INTERNAL CONTROL AND RISK MANAGEMENT

### 50. People, bodies, committees or commissions responsible for internal audit and/or for the implementation of internal control systems.

The Board of Directors is the body responsible for the determination and assessment of the most relevant risks to which the Company is subject, as well as for the promotion of the necessary initiatives for their prevention. It is responsible for designing and designing the internal control and risk management systems that are prove necessary and appropriate for the various situations identified, as well as monitor their implementation and monitor and evaluate their operation, duly assisted by the other corporate control areas that provide support to the Company.

The Internal Audit Services of the Teixeira Duarte Group have progressively played a fundamental role regarding the implementation of internal control systems.

As of December 31st 2024, these services had five employees from companies within the Teixeira Duarte Group and were hierarchically and functionally dependent on the Chairman of the Board of Directors, Manuel Maria Calainho de Azevedo Teixeira Duarte. The coordination of these activities was also discussed in meetings with the participation of the other members of the Board of Directors and the supervisory bodies.

Also noteworthy within the Compliance System implemented in the Teixeira Duarte Group is the appointment, in 2021, of a Chief Compliance Officer whose mission is to implement the Compliance Programme of the Teixeira Duarte Group to promote, within the Group (i) compliance with legal, regulatory and internal regulations, (ii) the correct identification and assessment of the respective risks inherent to the activities developed by the Group companies and (iii) the development of efficient measures to comply with the aforementioned regulations and to mitigate the respective risks, establishing guidelines for analysing the reality, treatment and reporting of information, defining scopes of action and respective means and subsequent monitoring of the results and promoting the necessary revisions of such measures.

Since 2022, demonstrating the commitment of the Teixeira Duarte Group to these matters, a new corporate area dedicated to Compliance became autonomous, under the direct responsibility of the Chief Compliance Officer of TD, S.A.

That same year, Teixeira Duarte, S.A.'s Regulatory Compliance Officer was also appointed, in accordance with article 5 of Decree-Law 109-E/2021, of December 9th, who is responsible for the adoption and implementation of (i) the compliance programme, (ii) the plan for the prevention of risks of corruption and related infractions, (iii) the code of ethics and conduct, (iv) the training programme on these matters, and (v) the whistleblowing channel, in order to prevent, detect and sanction acts of corruption and related infractions carried out against or through the Teixeira Duarte Group

In 2023, TD,SA implemented a Plan for the Prevention of Risks of Corruption and Related Infractions (PPR) for the whole organisation and activity of Teixeira Duarte Group, which encompasses all entities which have relationships with the group.

The development of the PPR took into consideration the different realities of operation, both geographical and sectoral, of the companies which belong to the Teixeira Duarte Group, with the purpose of identifying and classifying the risks and situations which might expose the entities of the Teixeira Duarte Group to corruption and related infractions and, also, establish and implement a set of measures and procedures based on the Corporate Code of Conduct, the Code of Ethics and Conduct and in the Mission and Values of Teixeira Duarte, in order to ensure a greater effectiveness and evidence of the compliance with the law and internal rules, allowing for the reduction of the probability of occurrence and the impact of the identified risks and situations, thus contributing to an environment of integrity and ethics culture in the development of the Teixeira Duarte Group’s activity.

Additionally, the Management Systems Teams also contribute to internal control by ensuring that the Group’s Policies are adhered to. In this context, they implement supervisory criteria, provide corresponding training, and carry out the annual audit program as part of the Plan for the Prevention of Risks of Corruption and Related Infractions (PPR).

The Supervisory Board accompanies these processes, having the opportunity to give its opinion on the identified risks, as well as on the initiatives promoted by the Board of Directors, assessing the defined strategies, monitoring their execution and supervising the effectiveness of the internal control, internal audit and compliance systems, being present at the monthly meetings of the Board of Directors, monitoring the work developed by the Statutory Auditor and developing the actions it deems pertinent.

**51. Explanation, even if by inclusion of an organisational chart, of the relations of hierarchical and operational dependence in relation to other bodies, committees or commissions of the company.**

### Internal Audit

Since its creation and until 2019, within the Teixeira Duarte Group, the Internal Audit Services have always answered hierarchically to the Board of Directors and have always reported functionally to the Director responsible for the financial area.

Since 2021, the Internal Audit Officer reports functionally and administratively to the Chairperson of the Board of Directors, ensuring the independence of TD, S.A.'s Internal Audit department.

The Supervisory Board monitors the work carried out by the Internal Audit Services, holding the meetings it deems necessary for this purpose and analysing the work carried out or in progress with the depth and as deemed appropriate in the circumstances. As a result, it deliberates the issuance of formal recommendations whenever it considers that there is a matter for this purpose.

In line with the aforementioned change regarding reporting to the Board of Directors, the communication system with the Supervisory Board has also been reviewed. The Supervisory Board now has direct access to an internal platform of the Internal Audit Service, where all reports issued by the department are made available on a monthly basis. This allows the Supervisory Board to follow the work and, as stated in Recommendations No. VII.10 and VII.11, to also oversee the effectiveness of the internal control systems, risk management, and internal auditing, as outlined in Article 420, No. 1, paragraph i) of the Commercial Companies Code.

This model has proven to be effective as it facilitates communication, collaboration, and the exchange of information between the various areas within the organizational structure of the Company, while ensuring that the independence of any party involved is never compromised. This approach also enables the Supervisory Board to take an active role.

*Chief Compliance Officer and Corporate Compliance Area*

The Chief Compliance Officer, appointed by the Board of Directors in 2021, reports functionally to the Board of Directors and has as main objectives the implementation of a Compliance Programme to promote, within the Teixeira Duarte Group (i) compliance with legal, regulatory and internal regulations, (ii) the correct identification and assessment of the respective risks inherent to the activities developed by the Group companies and (iii) the development of efficient measures to comply with the aforementioned regulations and to mitigate the respective risks, establishing guidelines for analysing the reality, treatment and reporting of information, defining scopes of action and respective means and subsequent monitoring of results and promoting the necessary revisions of such measures.

In 2022, given the growing importance of the Compliance issue and in line with the commitment assumed by the Teixeira Duarte Group, the Corporate Compliance area was created, which reports functionally to the Chairperson of the Board of Directors and has the following responsibilities (i) regular monitoring and evaluation of the adequacy and effectiveness of the measures and procedures adopted to detect any risk of non-compliance with legal obligations and duties to which the Teixeira Duarte Group is subject, as well as the measures taken to correct any deficiencies in their respective compliance, (ii) the provision of advice to the management and administrative bodies, for the purposes of compliance with the legal obligations and duties to which the Teixeira Duarte Group is subject to, and (iii) the immediate provision to the management bodies of information on any indications of breach of legal obligations, ethical rules and rules of conduct, customer relations or other duties that might incur the Teixeira Duarte Group or its employees in an offence of a misdemeanour or criminal nature.

In 2023, the Data Protection topic was integrated into the corporate Compliance area, making it responsible for providing guidance to the various divisions of the Teixeira Duarte Group according to their needs, as well as supporting effective monitoring of regulatory compliance, taking into account the complexity and associated sanctioning regime of this matter.

As a result of this integration, in 2024 a new “Data Protection Management System” was launched, comprising a General Policy, a Procedures Manual, and several General Procedures, all aimed at making the General Data Protection Regulation (GDPR) more straightforward, intuitive, and accessible to all employees of the Teixeira Duarte Group.

Also in 2023, a system of regular meetings was established between the Supervisory Board and the corporate Compliance area, where the activities, developments, and results achieved by this area are presented, along with regulatory documents in preparation. The Supervisory Board is asked for prior opinions on some of these matters before they are submitted to the Board of Directors of Teixeira Duarte, S.A. for approval.

The Supervisory Board has also been granted access to the Teixeira Duarte Group’s e-learning platform in order to participate in the Compliance training provided, including training on Corruption Prevention, the Ethics Channel, and the Prevention and Combat of Harassment at Work.

**52. Existence of other operational areas with competence in risk control.**

All departments bear responsibilities within the scope of risk control, and the Compliance System implemented across the Teixeira Duarte Group applies to all of them.

Furthermore, the corporate Compliance area is responsible for managing risks related to corruption and associated offences through the Plan for the Prevention of Risks of Corruption and Related Infractions (PPR), which was approved on August 21st 2023 at a meeting of the Board of Directors of Teixeira Duarte, S.A., in accordance with Decree-Law No. 109/E of 9 December. This plan is based on a risk matrix identifying risks, their likelihood, and the financial, operational, and reputational impacts across various areas of the Teixeira Duarte Group.

**53. Identification and description of the main types of risk (economic, financial and legal) to which the company is exposed during the exercise of its activity**

The Teixeira Duarte Group operates in six different sectors of activity, some of them subdivided into various areas of operation across different geographies, with a primary focus on the strategic markets of Portugal, Angola, Brazil, and Mozambique. For each of these sectors, long-term objectives and respective strategies are defined, encompassing operational, geographical, and organisational positioning. These are outlined in the Management Report for the fiscal year 2024, in chapters IV.1 to IV.6.

The Teixeira Duarte Group is exposed to various risks; however, considering their likelihood of occurrence, the main economic, financial, and legal risks to which the Group is exposed in the course of its operations are as follows:

- Changes in the economic and business conditions in Portugal, as well as in the economic and business conditions of the Group's operations abroad, namely in Angola, Brazil and Mozambique;

- Fluctuations and volatility of interest rates, loan *spreads* and exchange rates, as well as availability of convertible currencies in markets where the Group operates;

- Alterations in government policies;

- Regulatory and financial framework of banking activity; and

- Changes in the competitive environment of the activity sectors in which the Teixeira Duarte Group operates.

Furthermore, the activity of the Teixeira Duarte Group is dependent on the economic environment and on the consequences which certain macroeconomic situations might have on the levels of confidence of the different economic agents, on investment volumes, exports and global trade, as well as well as on employment levels and consumption patterns.

The evolution of the activity areas in which the Group operates, namely the construction area, is historically correlated, more or less directly, with the macroeconomic performance of the countries or markets in which the Teixeira Duarte Group operates, in particular, with the evolution of Gross Domestic Product (GDP) and corresponding market prices. Therefore, the Group's activity and its results may be significantly affected by the performance of the economies where the Teixeira Duarte Group operates, mainly through the effect of the growth or retraction of the construction market.

As the construction business is the reference activity of the Teixeira Duarte Group, a description of the main risks inherent to this business is given below:

Large-scale construction business involves a major allocation of human and material resources, which implies a high fixed cost structure not only due to the necessary need to invest in the teams and their training, but also to the significant investment required in the acquisition, maintenance and adaptation of equipment.

The costs associated to many of the tenders, both in the preparation of proposals and in the insurance, guarantees and completion bonds which are sometimes necessary to provide, also constitute another risk factor inherent to the activity, especially taking into account the penalties very often inherent to the large public contract works in which the Teixeira Duarte Group participates.

Similarly, the nature of the service often involves changes to the circumstances that are initially negotiated, as a result of vicissitudes of such contracts (climate change; discovery of characteristics of an adverse nature and different to those foreseen; natural, social and economic phenomena resulting from the impact of the project), and of changes to designs, often due to new choices made by project owners that require great flexibility and efficiency during their execution.

Another important aspect arises from the significant number of suppliers of goods and equipment, as well as service providers, with whom the Teixeira Duarte Group interacts in this area of operation. These relationships may entail risks due to actions or omissions attributable to them, including interruptions and delays in the services provided or in the supply of goods.

From a commercial point of view, globalisation has enabled the entry of other major Construction Groups into the main and oldest markets where Teixeira Duarte Group operates - namely Portugal and Angola - forcing greater effort in the presentation of solutions and proposals, as well as the optimisation of costs to enable meeting the competitive strength of these entities.

Concessions are usually long-term projects which involve increasingly more areas, such as those linked to planning, design, construction, financing and operation and, which, both due to their complexity and need for partners and the longevity of the processes, imply heavy risk in the evaluation of assets and projects in the long-term, in an increasingly more dynamic world characterised by unexpected changes.

The Group's Real Estate activity is affected by the demands for new projects that increase at various levels (administrative, economic, social, environmental, among others), and by changes in demand resulting from demographic effects and changes in interest rates and availability of financing.

Hospitality in Portugal has suffered minor fluctuations, and hotels in Africa are naturally exposed to the characteristics of their respective countries and to competition, as well as to a possible pandemic situation.

Distribution in Angola is very exposed due to the specific circumstances of the country and logistic difficulties related to supply, transport and travel.

The Automotive sector is currently subject to heavy competition, in particular in the Angolan market, where competitiveness is increasing considerably and the investment made by the Group implies strong optimisation of processes and costs, in a market which is becoming progressively more demanding and highly dependent on the access to currency needed to import.

The risks described above, should they occur, could have a negative impact on the net income of the Teixeira Duarte Group and its financial situation.

TD, S.A. Is exposed to strategy risks, through the possibility of taking inadequate strategic decisions, failures in the implementation of decisions or lack of response capacity regarding changing market conditions.

The Teixeira Duarte Group's international business represents a significant portion of the Group's turnover (58,3% of the total). It is impossible to guarantee the full success of operations on the foreign markets where the Group operates. Moreover, these operations are exposed to currency risks arising from possible adverse economic developments in the countries where they are established. These factors could adversely affect the activity, financial position and operating results of the Teixeira Duarte Group.

The Teixeira Duarte Group operates in various sectors of activity, among which the Construction sector stands out, but also others such as Real Estate, Distribution and Automotive, which can be described as very competitive sectors. This competition environment, when associated to negative cycles in the activity areas in which the Group operates, may have a negative impact on the Company's sales margins and consequently, on its financial position, net income and cash flows.

The capacity of the Teixeira Duarte Group to successfully implement its strategy depends on its ability to recruit and retain qualified and competent employees for each position. Though the human resources policy of the Teixeira Duarte Group is directed towards the achievement of these objectives, it is impossible to guarantee that, in the future, there will be no limitations in this area. Such circumstances could limit or delay the execution of the defined strategy, which could have a negative effect on the Group’s activity, financial position, net income and cash flows.

The deterioration of global economic conditions or adversities that affect the economies at a local scale could result in the inability of the Teixeira Duarte Group's customers to meet their obligations or significantly delay their payment, leading the existing credit lines to a situation of default. This scenario would result in losses affecting the activity, financial position, net income and cash flows of the Group.

The Teixeira Duarte Group might, in the future, be part of a number of disputes related to its activity, including those where the sentence has been favourable, totally or partially, and which might be subject to appeal or action for annulment by the counterparts under the terms of the applicable procedural rules and until the reading of the final judgement on these same sentences. The Teixeira Duarte Group cannot guarantee that it will win any lawsuits relative to its activities and a negative decision in this area might have an adverse effect of significance to the activity, financial position, net income and cash flows.

The activities of TD, S.A. require investments. The Group finances part of these investments through the cash flow generated by its operating activities. However, TD, S.A. its subsidiaries finance most of their investments through external sources, including bank loans and offers in capital markets.

The Teixeira Duarte Group is exposed to a series of risks, such as liquidity risks, interest rate risks and exchange rate risks, amongst others, and in the event of exceptionally adverse scenarios, the policies and procedures used by TD, S.A. to identify, monitor and manage risks might not prove to be totally effective.

As is the case of any other economic group integrated in a competitive environment, the Teixeira Duarte Group is also subject to risks related to liquidity. The Group believes it is acting appropriately with financial entities in a particularly adverse scenario of high interest rates and difficulties in accessing foreign currencies in the markets where it operates. It is equipped with the necessary means for effective risk control of its activities, considering the action developed by the Administration with the information reported by the Accounting Department to whom the liquidity of the Teixeira Duarte Group is especially entrusted, with the oversight of the Supervisory Bodies.

TD, S.A. manages the Group's liquidity risk by seeking to ensure that the Group's financial debt has a high medium and long-term component, with suitable maturities for the expected capacity for generating funds, and by negotiating credit facilities.

During its normal business, the Group is subject to certain operating risks, including interruption or delays in the provision of services, frauds, omissions, errors and delays in the implementation of tools for risk management. These risks are monitored by the Group in an ongoing manner through administrative and information systems, amongst others, with some of the operating risks being covered by insurance policies.

The operations developed by the Teixeira Duarte Group are dependent on computer processing. The computer processing involves the maintenance of records, financial reporting and other systems, including systems for the monitoring and control of the different operations of the Group, namely in human resources management, accounts, logistics, administration and storage. Notwithstanding the assessment which has been made of the computer systems and the belief that their capacities are appropriate, it is impossible to guarantee potential investors that all the problems related to the information technology systems will be fully identified and corrected in due time, nor systematic success in the implementation of technological improvements

The cost of the vast majority of the financial debt incurred by the Teixeira Duarte Group is indexed to variable reference rates, whereby TD, S.A. is, therefore, exposed to interest rate risk.

Variations in the exchange rate of the Euro against other currencies, namely the US dollar, the Angolan kwanza, the Brazilian real and the Mozambican metical, may have an impact on the financial position, net income and cash flows of TD, S.A. The Teixeira Duarte Group carries out operations in several markets and records its accounts in the respective functional currencies and is therefore exposed to the corresponding exchange rate variations.

Note should also be made of the fact that the Teixeira Duarte Group acquires a variety of materials, of special importance in the construction, distribution and automotive areas in currencies other than those in which the final products are subsequently sold, namely in Angola, which could partially influence the net income achieved by the Group in the activity developed in these sectors.

Particular note should be made of the import and export of materials for construction and products which are essentially consumables to the companies established under Angolan law which operate in the area of distribution, as well as motor vehicles, spare parts and equipment for the different local subsidiaries operating in the automotive sector in Angola.

Adverse variations in the price of oil and other commodities might also significantly affect the net income and financial situation of the Teixeira Duarte Group.

The volatility of the price of commodities constitutes a risk for the Teixeira Duarte Group, affecting the operating activity of the construction business area, although this is on occasions mitigated through supplier contracts with fixed prices and customer contracts which enable reflecting these changes in the prices paid by these customers.

Any increase in taxes or reduction in tax benefits could have an adverse effect on the profitability of the Teixeira Duarte Group.

The Teixeira Duarte Group could be affected by changes in the legislation and other tax regulations applicable in Portugal, in the European Union and in the different countries in which the Group operates.

The entities of the Teixeira Duarte Group are subject to the risks inherent to any economic activity, which is the case of accidents, breakdowns or natural catastrophes that might lead to losses in the Group's assets or temporary interruptions in the respective activity. Likewise, these risks might affect the main customers and suppliers of the Teixeira Duarte Group, which would have a significant impact on profitability where it is not possible to find replacement customers in order to guarantee the turnover level or suppliers to enable maintaining the same cost structure.

Likewise, the monitoring of the development of the geopolitical situation in Europe, and its impacts on the economies with which the Group operates directly and indirectly, continues, with particular focus on obtaining services, commodities and raw materials.

During 2024, the corporate Compliance area conducted a preliminary study regarding the potential impacts and risks across the various divisions and sectors of the Teixeira Duarte Group. These have been duly identified, with their quantification expected to take place over the coming year.

**54. Description of the process of identification, assessment, monitoring, control and management of risks.**

The risk identification, monitoring, control and management process of TD, S.A. includes various risk assessments at different levels and complexity, taking into account the matters to be dealt with and after the identification of the types of risk underlying the Group's different areas of action. In this sense, different identification, analysis, processing, control and review methods can be used in order to meet the desired objectives for the implementation of the risk assessment system, taking into account the type of risk to be assessed.

The Board of Directors is the body responsible for the determination and assessment of the most relevant risks to which the Company is subject, as well as for the promotion of the necessary initiatives for their prevention. It is responsible for conceiving and designing the internal control and risk management systems that are necessary and appropriate for the various situations identified, as well as for monitoring their implementation and following up and assessing their operation, duly supported by the other corporate control areas that provide support to the company, namely:

- The Corporate Internal Audit Department, whose main role is the assessment and improvement of the effectiveness of the risk management procedures and internal control systems, as well as carrying out the evaluation of the activities carried out by the Group;
- The Chief Compliance Officer, tasked with implementing the Compliance Programme approved by Teixeira Duarte, S.A. to promote, within the Teixeira Duarte Group (i) compliance with legal, regulatory and internal regulations, (ii) the correct identification and assessment of the respective risks inherent to activities developed by the Group companies and (iii) the development of efficient measures to comply with the aforementioned regulations and to mitigate the respective risks, establishing guidelines for the analysis of reality, treatment and reporting of information, defining areas of action and respective means and subsequent monitoring of the results and promoting the necessary reviews of such measures;
- The person in charge of the normative compliance, designated in accordance with article 5 of the Decree-Law no. 109-E/2021, of the 9th of December, being responsible for the adoption and implementation (i) of the normative compliance programme (ii) of the Plan for Prevention of Risks of Corruption and related Infractions (iii) of the Code of Ethics and Conduct, (iv) of the training programme regarding these matters, and (v) of the whistleblowing channel, in order to prevent, detect and sanction acts of corruption and similar infractions, lead against or through the Group Teixeira Duarte.
- The Corporate Compliance function operates on a permanent and effective basis and is specifically responsible for: (i) monitoring and regularly assessing the adequacy and effectiveness of the measures and procedures adopted to detect any risk of non-compliance with the legal obligations and duties to which the Teixeira Duarte Group is subject, as well as the measures taken to correct any shortcomings in such compliance; (ii) advising the management and administrative bodies for the purpose of ensuring compliance with the legal obligations and duties to which the Teixeira Duarte Group is subject; and (iii) immediately reporting to the administrative bodies any indications of breaches of legal obligations, ethical and conduct rules, client relations standards, or other duties that may give rise to administrative or criminal liability for the Teixeira Duarte Group or its employees. To ensure that the Compliance System is properly implemented - including the measures and procedures adopted within this system - the Corporate Compliance function issues semi-annual and annual activity reports, which are made available to the Board of Directors of TD,SA and to the Supervisory Board, thereby enabling the assessment, monitoring, and mitigation of the associated risks.
- The Management Systems teams, whose functions include ensuring that the Group's Policies are complied with, implementing supervision criteria in this area, carrying out the corresponding training, the respective internal audit and presenting proposals for improvement.

Responsibility for assessing the functioning of these systems and for proposing adjustments to meet the needs of TD,SA lies with the Board of Directors, based on the reports submitted by the Corporate Compliance function. This is due to the nature of the matter and the specific characteristics described above, which fall within the scope of the Board of Directors' duties and its role in overseeing and supervising the various companies within the Group. This system has proven to be appropriate for its intended purposes.

On the other hand, there are no control commissions within the Teixeira Duarte Group, nor specialised commissions or committees of experts in risk control, since the assessment of the company, the way it is managed, the composition of the management and managers of the companies that belong the Teixeira Duarte Group and the fundamental principles that are applied, it is concluded that the efficiency and control costs of setting up control commissions would be far greater than the benefits that could result from control carried out through such commissions.

The Supervisory Board accompanies these processes, having the opportunity to give its opinion on the identified risks, as well as on the initiatives promoted by the Board of Directors, assessing the defined strategies, monitoring their execution and supervising the effectiveness of the internal control, internal audit and compliance systems, being present at the monthly meetings of the Board of Directors, monitoring the work developed by the Statutory Auditor and developing the actions it deems pertinent.

Although the internal control and risk management system implemented by the Company does not fully comply with all the requirements set out in Recommendation no. VII.6 - insofar as a written policy has not been defined, despite the establishment of a risk management system through the implementation of a Compliance Programme - TD,SA currently maintains its confidence in the model described above.

Nevertheless, as mentioned in the previous point, during 2024 the Corporate Compliance function prepared a preliminary study on risk control, with quantification expected in the coming year. This will then be subject to evaluation by the Board of Directors of TD,SA and, if deemed justified in terms of cost-benefit, may lead to the implementation of a global risk matrix for the entire Teixeira Duarte Group.

**55. Main elements of the internal control and risk management systems implemented in the company regarding the procedure for reporting financial information (Article 29-H(1)(l)).**

The process of disclosing financial information is coordinated by the Board of Directors and is consistently monitored by the supervisory bodies. It involves, in particular, the teams from the Corporate Accounting and Corporate and Legal Affairs departments, who are responsible for the preparation and finalisation of the accounts and other financial and accounting reports, as well as the preparation and disclosure of the final document.

These two structures monitor the evolution of applicable regulations, both in the financial and legal areas, and interact with the Portuguese Securities Market Commission, specifically when updating reports and supplementary regulations on these matters, both reporting directly to the Board of Directors.

All employees with access to inside information are included in the list provided for in Article 29-Q(7) of the Securities Market Code and Article 18 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16th 2014. All such individuals are notified, in accordance with the legal requirements, of their inclusion in the aforementioned list and of the legal consequences arising from the disclosure or improper use of inside information.

Through meetings with the external auditor and statutory auditor, the supervisory body monitors the adequacy of the process of preparation and disclosure of financial information by the management body, including the suitability of accounting policies, estimates, judgements, relevant disclosures and their consistent application over several financial years, in a duly documented and reported manner, having an active role in the definition of the policies pursued.

IV. INVESTOR SUPPORT

**56. Service responsible for investor support, composition, duties, information provided by these services and contact details.**

In support of the aforementioned information disclosure policy and with the aim of maintaining continuous contact with the market and responding to investor inquiries in a timely manner, ensuring strict compliance with the principle of equality among shareholders and aiming to prevent any asymmetries in access to information by investors, the Company has appointed a Market Relations Representative, who serves as Investor Support.

On May 20th 2024, José Pedro Poiares Cobra Ferreira, the TD, SA Market Relations Representative, submitted his resignation from the position he held, effective from May 31st 2024.

In this regard, on June 5th 2024, the Board of Directors of TD,SA decided to appoint Sérgio Paulo Reis Pereira, and this decision was communicated to the market on June 6th 2024 and duly registered with the CMVM.

All information that investors may need and that is available under the applicable rules, regulations, and other directives is provided by Investor Support, with access available through the following communication channels:

Address: Lagoas Park, Edifício 2, 2740-265, Porto Salvo, Oeiras
Telephone: + 351 217 912 415
Fax: + 351 217 941 108
E-mail: representantemercado@teixeiraduarte.com

Investor Support also ensures the maintenance of a record of requests submitted by various stakeholders and the handling of those requests.

Additionally, the aforementioned Market Relations Representative is also a Director of the Company and, in coordination with the Board of Directors, promotes the dissemination of information to the members of the management and supervisory bodies.

**57. Representative for market relations.**

As stated in point 56 above, the position of Market Relations Representative is held by Sérgio Paulo Reis Pereira.

**58. Information on the proportion and response time to requests for information entered during the year or outstanding from previous years.**

The average response time to information requests in 2024 was 2 days.

V. INTERNET WEBSITE

**59. Address(es).**

The internet website of TD, S.A. has the following address: www.teixeiraduarte.pt. The Company provides, on this website, in Portuguese and English, the information which is considered relevant and enables knowledge on its evolution and current reality in economic, financial and governance terms.

**60. Location where information can be found on the corporate name, capacity as a public company, head office and other elements mentioned in Article 171 of the Commercial Companies Code.**

These elements can be consulted at: www.teixeiraduarte.pt/investidores/apresentacao/.

**61. Location where the articles of association and operating regulations for the bodies and/or committees or commissions can be found**

The Company's Articles of Association can be found at: www.teixeiraduarte.pt/investidores/apresentacao/.

As noted above, there are no operating regulations for the bodies and/or committees or commissions.

**62. Location where information is provided on the identity of the members of the governing bodies, representative for market relations, Investor Support Office or equivalent structure, respective duties and means of access.**

The information on the identity of the members of the governing bodies may be consulted at: www.teixeiraduarte.pt/investidores/orgaos-sociais.

Information about the Market Relations Representative and Investor Support is available for consultation at: www.teixeiraduarte.pt/investidores/apoio-ao-investidor/.

**63. Location providing the documents presenting the accounts, which should be accessible for at least five years, as well as the six-monthly calendar of corporate events, disclosed in the beginning of each semester, including, among others, general meetings, disclosure of annual, six-monthly and, when applicable, quarterly accounts.**

The documents regarding the company's accounts rendering are available for consultation at: www.teixeiraduarte.pt/investidores/informação-financeira.

The six-monthly calendar of corporate events may be consulted at: www.teixeiraduarte.pt/calendario-do-investidor.

**64. Location disclosing the call notice of a general meeting and all the preparatory and subsequent information related to this meeting.**

All the elements related to the General Meetings of TD,SA may be consulted at: www.teixeiraduarte.pt/investidores/assembleias-gerais/.

**65. Location providing the historical record with the decisions taken at the company's general meetings, the share capital represented and the results of the voting, relative to the preceding 3 years**

All these elements may be consulted at: www.teixeiraduarte.pt/investidores/assembleias-gerais/.

## D. REMUNERATIONS

(Report for the purposes of Article 26-G(8) of the Securities Market Code)

I. COMPETENCE FOR DETERMINATION

**66. Indication of competence to determine the remuneration of the governing bodies, members of the executive committee or chief executive officer and senior managers of the company.**

Pursuant to Article 11 of the Articles of Association of TD, S.A. and under the terms established in the Policy of Remuneration of the Management and Supervisory Bodies of the Company, the Remuneration Commission is competent to determine the remuneration of the governing bodies.

It should also be noted, as has already been clarified, there is no executive committee or chief executive officer, hence, in this regard, this issue is not applicable to TD,SA.

However, based on the criterion set out in Article 3(1)(25) of Regulation (EU) 596/2014 of the European Parliament and of the Council of April 16th 2014, the only leaders of TD,SA are its own Directors. Given that there are no non-executive directors, no rule on this matter is envisaged.

The Remunerations Committee is elected for a period of four years and the term of office for the 2023-2026 four-year period is in progress.

II. REMUNERATION COMMITTEE

**67. Composition of the remuneration committee, including identification of natural or legal persons contracted to provide support and statement of the independence of each member and adviser.**

In 2024, the Remunerations Committee had the following members:

- Miguel Calainho de Azevedo Teixeira Duarte
- Manuel Maria Calainho de Azevedo Teixeira Duarte
- Isabel Maria Nunes Correia Teixeira Duarte

Miguel Calainho de Azevedo Teixeira Duarte was elected at the Extraordinary General Meeting held on October 8th 2021 and re-elected at the General Meeting held on May 24th 2023, a meeting which were elected Manuel Maria Calainho de Azevedo Teixeira Duarte and Isabel Maria Nunes Correia Teixeira Duarte, the three of them to serve in the quadrennium 2023 / 2026.

The members of the Remuneration Committee Manuel Maria Calainho de Azevedo Teixeira Duarte and Isabel Maria Nunes Correia Teixeira Duarte are not considered independent from the members of the Board of Directors, since they are also Chairperson and Director, respectively, of that management body.

As TD,SA is majority-owned by companies owned by members of the Teixeira Duarte family, and by members of the Teixeira Duarte family, it is only natural that they should sit on the respective Remunerations Committee. This has traditionally been the practice followed for decades, always in accordance with the rules and recommendations established by the Portuguese Securities Market Commission (CMVM) at any given time.

It is restated that this is a company that follows the example of the Group's previous holding company (Teixeira Duarte - Engenharia e Construções, S.A.), with its distinctive business-oriented approach.

It should be added that no natural or legal persons were hired to support the Remunerations Committee in the performance of its duties, by choice of the Committee itself, and if this were to happen, it would be the responsibility of the Remunerations Committee to ensure that those services were provided independently and that the respective providers would not be hired to provide any other services to the company or to others with which it is in a group or control relationship, without the express authorisation of the Committee.

For the purposes of Recommendation VI.2.4, it is reported that the Chairperson of the Remuneration Committee and, in general, the other members are always present at the Company's Annual General Meetings. The Company announces that, on January 9th 2025, and effective immediately, Miguel Calainho de Azevedo Teixeira Duarte resigned from his position as a member of the Remuneration Committee.

**68. Knowledge and experience of the members of the remuneration committee on matters of remuneration policy.**

The members of the Remuneration Committee Miguel Calainho de Azevedo Teixeira Duarte, Manuel Ferreira and António Carlos Calainho de Azevedo Teixeira Duarte have knowledge and experience in matters of remuneration policy, bearing in mind that they performed these duties for several years in other companies, and Isabel Maria Nunes Correia Teixeira Duarte has knowledge of these matters for are part of her professional background and of the work and academic profession she still practices today.

III. STRUCTURE OF THE REMUNERATIONS

**69. Description of the policy of remuneration of the management and supervisory bodies referred to in Article 26-A of the Securities Market Code**

The Remuneration Committee of TD, SA issued its proposal for the remuneration policy for the members of the Board of Directors and the Supervisory Board, which was unanimously approved at the General Meeting of the company held on May 23rd 2022. This policy remains in force as of this date, and its contents are reproduced here below:

***"REMUNERATION POLICY OF THE***

***MANAGEMENT AND SUPERVISORY BODIES OF "TEIXEIRA DUARTE, S.A."***

## *I. SCOPE OF THE POLICY:*

*Depending on the corporate model adopted by "Teixeira Duarte, S.A.", this Policy covers all members of the Board of Directors, of the Supervisory Board and the Audit Firm.*

## *II. INTRODUCTION:*

*This "Remuneration Policy for Members of Management and Supervisory Bodies" was drawn up taking into account the framework of the issue within the Teixeira Duarte Group over the years, in addition to the applicable legal provisions.*

## *III. BOARD OF DIRECTORS:*

### *1. Contractual status*

*The contractual status of the members of the Board of Directors results only from the term of office for which they were elected at the General Meeting.*

*Notwithstanding the above, it is reported that two members of the Board of Directors - Manuel Maria Calainho de Azevedo Teixeira Duarte and Diogo Bebiano Branco de Sá Viana Rebelo - have employment contracts with companies of the Teixeira Duarte Group, without prejudice to their suspension, in accordance with the law, at the time of the elections for the corporate positions they have been holding in the Teixeira Duarte Group.*

*There are, therefore, no specific contractual determinations for the applicable notice periods, nor any clauses for termination or payments associated with the termination of the same, being applicable the terms foreseen in the Law in force.*

*The Directors of "Teixeira Duarte, S.A." may only receive remuneration, in any form whatsoever, paid by one of the following entities: "Teixeira Duarte, S.A.", "Teixeira Duarte – Engenharia e Construções, S.A." or "Teixeira Duarte – Gestão de Participações e Investimentos Imobiliários, S.A.".*

### *2. Objectives of the Remuneration Policy for members of the Board of Directors*

*This remuneration policy for the members of the Board of Directors was developed with the objective that the determination of remuneration under the terms described herein contributes to the company's business strategy, to its long-term interests and to its sustainability.*

#### *a. Fixed remuneration*

*The fixed remuneration shall be determined taking into account the work carried out in the Teixeira Duarte Group, as well as the compatibility with the terms and conditions of employment and remuneration of the employees of the Teixeira Duarte Group, in order to promote a sense of ownership and interconnection between directors and employees and all with the global strategy of the Teixeira Duarte Group,*

*The fixed amount shall be attributed and paid taking into consideration the employment and remuneration conditions of the employees of the Teixeira Duarte Group.*

#### *b. Variable remuneration*

*This policy promotes a commitment of the members of the Board of Directors to the long-term business project, not only because the fixed remuneration values and other complementary conditions take into account the framework of remuneration of the employees of the Teixeira Duarte Group, but also because there is a variable and deferred part of the remuneration, and its attribution and payments are subject to the verification of conditions that reflect the positive performance of the company itself, measured with concrete, determinable indicators that are considered references for the sustainability and long-term development of the company, as set out below.*

*The variable amount should be established for each member of the Board of Directors as a complementary remuneration and performance bonus, and this component shall not be related to the price of the Company's shares, but shall depend on the evolution of the Company's businesses, indicators such as operating results, return on assets and the value of shareholders' equity, the commitment of each member to accomplish the tasks and objectives inherent to their functions, as well as the net income for the year and the corresponding proposed policy on its appropriation.*

*No director shall have any right to the variable component of their remuneration until specific allocations have been made by this Remuneration Committee, the sums of which will be paid in instalments of a quantitative nature and within a period to be decided by this Committee. The payment of those deferred sums is dependent on the continued exercise of functions by each of the members of the Board of Directors concerned within the company itself or on the provision of remunerated collaboration within the Group.*

*Furthermore, there will be no mechanisms limiting variable remuneration, in the event of net income showing a relevant deterioration in the Group's performance in the last reported year or when such a deterioration is expected for the year in progress.*

*However, the Committee should consider whether a significant part of the variable remuneration should be deferred for a period not less than three years, and if its payment should be subject to the continued positive performance of the company over this period, where this is defined as the occurrence of at least two of the following facts, according to the consolidated accounts:*

- *The average Operating Profit (EBIT) in the next three financial years must be greater than 110.000.000 euros;*
- *The average ratio between Operating Profit (EBIT) and average Assets, for the next three financial years, must be greater than 7%;*
- *Increase in Equity attributable to shareholders with reference to December 31st of the third year following that to which the results that have been deferred relate.*

*The possibility for the company to request the refund of variable remuneration already delivered is not foreseen.*

***c. Other forms of compensation or benefits***

*There will be no system for the attribution of shares or rights to acquire options on shares or any other share incentive scheme.*

*In the overall remuneration of the members of the Board of Directors, no sum will be paid in the form of profit-sharing.*

*Directors may benefit from insurance and the possibility of joining flexible benefits plans and allowances, under similar terms to those enjoyed by other Group employees, as well as other complements.*

*There should not be any other relevant non-cash benefits, apart from those established by this Committee.*

*No sums have been paid, and nor are there any foreseen sums payable, relative to the dismissal or termination of office of Directors.*

***d. Retirements and supplementary pension schemes***

*The Remuneration Committee is responsible for establishing all the amounts paid in this context to any retired former Directors, under all circumstances and to review annually the awarded amounts.*

*As to the attribution of supplementary pension schemes, the actual Articles of Association establish, in Article 22, transcribed below, the terms and criteria on which the Remuneration Committee should base the establishment of such amounts:*

*ARTICLE TWENTY-TWO*

*ONE - When people who have performed duties as Directors cease to hold office, the Company may grant them a retirement pension for life, whenever they meet one of the following requirements:*

*a) Have held that position in this Company for over ten years, counting, for the effect, the years of service under the same position at "Teixeira Duarte - Engenharia e Construções, S.A.;*

*b) Have provided, even with a shorter period of holding this position, a total of over twenty-five years of service to this Company, counting, for the effect, the years of service at "Teixeira Duarte - Engenharia e Construções, S.A.;*

*TWO - The value of this pension will be determined taking into consideration the time or relevance of the services provided and the situation of the beneficiary and should be reviewed on an annual basis but can never be greater than the highest remuneration received any given time by the permanent Directors.*

*THREE - By delegation of the General Meeting, hereby established, the Remuneration Committee referred to in Article Eleven will be responsible for the assessment of the cases submitted to it and establishing the values and other procedures for the award of pensions.*

*The aforementioned determination of the Memorandum and Articles of Association does not invalidate that the Remuneration Committee may submit such a matter to the General Meeting. However, this has actually never taken place because this has never proved necessary or appropriate in view of the established statutory rule.*

*For all due purposes, it is reported that at no time between the incorporation of the company, in 2009, and today's date has the General Meeting approved any retirement benefit systems being established for members of governing bodies, as this competence is expressly assigned to the Remuneration Committee, under the terms of the statutory provisions referred to above.*

### *IV. SUPERVISORY BOARD:*

*The contractual status of the members of the Supervisory Board results only from the term of office for which they were elected at the General Meeting.*

*There is also no supplementary pension or early retirement scheme for any of the members of the Supervisory Board.*

*All the members of the Supervisory Board should, pursuant to the current system established in the Commercial Companies Code, receive a fixed remuneration for the performance of the duties inherent to their respective positions, determined by this Remuneration Committee, where none of these members should receive any other retribution from "Teixeira Duarte, S.A." or other entity with which it was in a group relationship, in particular for any other services provided to these entities.*

*Likewise, and as referred to above on the Management Board, there should not be any scheme for the attribution of shares and/or rights to acquire options on shares and/or any other share incentive scheme, nor any sum paid under the form of profit-sharing, nor any other bonuses or relevant non-cash benefits.*

### *V. STATUTORY AUDITOR:*

*The Company shall, following the election decision taken by the General Meeting for the election of the Audit Firm, conclude with such entity a contract for the provision of statutory audit services.*

*The remuneration of the Audit Firm shall be determined in accordance with the services to be rendered within the scope of the duties conferred upon it by law and the Articles of Association.*

*It should be noted in particular that this same Audit Firm might also provide legal review of accounts and auditing services, exclusively of the same nature, to other entities included in the Teixeira Duarte Group, receiving the corresponding retributions from these companies, whose overall value shall be disclosed under the terms of the Law.*

*Since the Supervisory Board has played an active role in monitoring the work of the Audit Firm, this board should be consulted in order to issue an opinion on the establishment of the remunerations of this firm.*

*There is no supplementary pension or early retirement scheme for the Statutory Auditor, nor for any of the representatives of the Audit Firm elected for this position.*

### *VI. THE DECISION-MAKING PROCESS*

*The decision-making process followed for the determination, review and application of this policy consists of meetings of the Remuneration Committee to debate the issue without the intervention of any other committee, entity or governing body, and the values and criteria are determined under the terms described above.*

*Therefore, it shall be based on this remuneration policy that this Committee should, specifically, establish the exact values of the remunerations of the members of the indicated management and supervisory bodies of the company, in accordance with the personal opinion of their members, expressed in a decision drawn up in minutes whose content is then communicated to the Board of Directors for implementation, under the strict terms defined therein.*

### *VII. PUBLICATION OF THE POLICY AND DISCLOSURE OF INFORMATION ON REMUNERATION*

*In compliance with Article 26e of the Securities Market Code, this Remuneration Policy is published on the company's website, containing reference to the results of the vote and the respective date of approval at the general meeting, and remains available to the public, free of charge, at least while in application.*

*The disclosure of information regarding the remuneration of the members of the management and supervisory bodies shall be made in accordance with the legislation in force.*

### *VIII. DURATION OF THE REMUNERATION POLICY*

*In order to comply with the current legislation in force, this Remuneration Policy must be revised at least four years from now.*

*Without prejudice to this, it should be noted that many of the aspects set out above aim to comply with the applicable legal regulations, which may be susceptible to any changes that such rules may undergo.*

**70. Information on how remuneration is structured so as to permit the alignment of the interests of the management board members with the long-term interests of the company, as well as on the manner in which it is based on the assessment of performance and discourages excessive risk taking.**

The remuneration of the governing bodies is determined so as to align their interests with those of the Company, as in fact results from the Remuneration Policy mentioned in point 69. The remuneration is determined by a Committee elected by the General Meeting, which sets these amounts in accordance with guidelines related to the performance and results of the Company as a whole, as well as to the activity of the management body as a whole, in the light of the objectives set, taking into account the conditions and amounts of remuneration of its employees and other Teixeira Duarte Group employees, in order to promote a sense of ownership and interconnection between directors and employees and between all and the overall strategy of the Teixeira Duarte Group.

The establishment of remunerations also takes into account the company's long-term performance, compliance with the rules applicable to the company's activity, restraint in excessive risk-taking and market knowledge.

On the other hand, the remuneration was set in accordance with the Remuneration Policy for the Governing Bodies of Teixeira Duarte, S.A. having promoted the commitment of the members of the Board of Directors to the long-term business project, not only because the fixed remuneration amounts and other complementary conditions are integrated into an overall framework of remuneration of the employees of the Teixeira Duarte Group, but also because there is a part of the remuneration that is variable and deferred, its attribution and payment being subject to the verification of conditions that reflect the positive performance of the company itself, measured by concrete, determinable indicators considered as references for the sustainability and long-term development of the company, as set out below.

Whenever reference is made in this text to the history and the labour and contractual reality of the Teixeira Duarte Group, it is understood that this refers to Teixeira Duarte, S.A., Teixeira Duarte - Engenharia e Construções, S.A. and Teixeira Duarte - Gestão de Participações e Investimentos Imobiliários, S.A., the main sub-holding companies of Teixeira Duarte Group.

The variable amount established for each member of the Board of Directors, as supplementary remuneration and performance bonus, had nothing to do with the price of the Company's shares, and depended on the evolution of the company's businesses, financial indicators such as net indebtedness and financial autonomy, the commitment of each member to accomplish the tasks and objectives inherent to their functions, as well as the net income for the year and corresponding policy on its appropriation.

In addition, in determining the remuneration paid to the members of the Board of Directors, it was taken into consideration the fact that some of these members have functions and positions in other entities of the Group, where they exercise management powers with proximity and direct responsibility for their actions.

**71. Reference, if applicable, to the existence of a variable component of the remuneration and information on any impact of the assessment of performance on this component.**

As set out in the Remuneration Policy for the Members of the Board of Directors and the Supervisory Board of Teixeira Duarte, S.A., described in point 69, the remuneration of the Directors includes a variable component, referred to as "performance bonuses," which is determined in accordance with the terms, conditions, amounts, and deadlines set by the Remuneration Committee, in line with the current Policy.

This variable component is unrelated to the movement of the Company’s share prices and instead depends on the evolution of the business activities, financial indicators such as net debt and financial autonomy, the commitment of each member in achieving the tasks and objectives inherent to their respective roles, as well as the results for the year and the corresponding policy for their application, which has also prioritised strengthening the Company’s equity and ensuring the continued and balanced distribution of dividends to shareholders.

In this context, there is no maximum limit for each component, but rather an allocation in accordance with the parameters identified above, the remuneration policy established for the Company, and the performance and execution of duties by each member. The variable component of the remuneration has always been deemed globally reasonable in relation to the fixed component.

Although part of the variable component attributed by the Remuneration Committee may be deferred over time, it is important to note that no Director is entitled to any right to the variable component of his remuneration until a specific allocation has been made by the Remuneration Committee, under the terms and on the grounds established by this committee.

It is also reported that the members of the Board of Directors did not enter into contracts, either with the company or with third parties, that would have the effect of mitigating the risk inherent to the variable nature of the remuneration the company set for them.

**72. Deferral of the payment of the variable component of remuneration, mentioning the period of deferral**

As decided by the Remunerations Committee, part of the variable component will be paid from October 2025 on a date to be set by the Remuneration Committee. This payment shall depend on the continuation of the Company's positive performance over the financial years 2021 to 2025, defined as the occurrence of at least two of the following facts, according to the consolidated accounts:

- The average Operating Profit (EBIT) in the next three financial years must be greater than 110.000.000 euros;
- The average ratio between Operating Profit (EBIT) and average Assets, for the next three financial years, must be greater than 7%;
- Increase in Equity attributable to shareholders with reference to December 31st of the third year following that to which the results that have been deferred relate.

**73. Criteria underlying the attribution of variable remuneration in shares as well as on the holding, by the executive directors, of these shares, on any conclusion of contracts relative to these shares, namely, hedging or risk transfer contracts, the respective limit, and their relation to the value of the annual total remuneration.**

Not applicable. No shares or options on shares were granted or offered during the 2024 financial year, nor is there any plan for their allocation, as stipulated in the Remuneration Policy – Article 26-G(2)(e) of the Securities Market Code.

**74. Criteria underlying the attribution of variable remuneration in options and indication of the deferral period and price for exercise of the option.**

Not applicable. The variable retribution is not attributed through options.

**75. Main parameters and grounds of any system of annual bonuses and any other non-cash benefits.**

The bonus (referred to as "performance bonus") are attributed taking into account the provisions established in the "Remuneration Policy of the Management and Supervisory Bodies of the Company" in force.

Thus, the Remuneration Committee takes into account, when awarding annual bonuses, the performance and results of the Company as a whole, as well as the activities of the management body in its entirety, in relation to the objectives set, while considering the conditions and amounts of remuneration for its employees.

The annual bonuses were established taking into account the Company's long-term performance, compliance with the rules applicable to the company's activity, restraint in excessive risk-taking and market knowledge, as already indicated above.

Furthermore, no relevant non-cash benefits were attributed to the Directors of the Company.

**76. Main characteristics of schemes for supplementary pensions or early retirement pensions for the directors and date on which they were approved at the general meeting, on an individual basis**

Regarding any retired former Directors, it should be mentioned that the Remuneration Committee is responsible for establishing all the amounts paid in this context, under all circumstances. The aforesaid Remuneration Committee is also responsible for conducting an annual review of the amounts attributed.

Regarding the granting of supplementary pension schemes, it is the Company's Articles of Association that establish, in Article 22, as transcribed below, the terms and criteria by which the Remuneration Committee should set such amounts:

*ARTICLE TWENTY-TWO*

*ONE - When people who have performed duties as Directors cease to hold office, the Company may grant them a retirement pension for life, whenever they meet one of the following requirements:*

*a) Have held that position in this Company for over ten years, counting, for the effect, the years of service under the same position at "Teixeira Duarte - Engenharia e Construções, S.A.";*

*b) Have provided, even with a shorter period of holding this position, a total of over twenty-five years of service to this Company, counting, for the effect, the years of service at "Teixeira Duarte - Engenharia e Construções, S.A.;*

*TWO - The value of this pension will be determined taking into consideration the time or relevance of the services provided and the situation of the beneficiary and should be reviewed on an annual basis but can never be greater than the highest remuneration received any given time by the permanent Directors.*

*THREE - By delegation of the General Meeting, hereby established, the Remuneration Committee referred to in Article Eleven will be responsible for the assessment of the cases submitted to it and establishing the values and other procedures for the award of pensions.*

The General Meeting reserves the right to appoint the members of the Remuneration Committee which is exclusively competent to decide on these matters.

The aforementioned provision in the Articles of Association does not preclude the Remuneration Committee from submitting such matters to the General Meeting, which has not been done, as it has never been deemed necessary or appropriate in light of the statutory provision established.

For all due purposes, it is reported that at no time between the incorporation of the company, in 2009, and today's date has the General Meeting approved any retirement benefit systems being established for members of governing bodies, as this competence is expressly assigned to the Remuneration Committee, under the terms of the statutory provisions referred to above.

## IV. DISCLOSURE OF THE REMUNERATIONS

This chapter complies with the provisions of Article 26-G(8) of the Securities Code, providing a comprehensive overview of remuneration, including all benefits, regardless of their form, granted or owed during the last fiscal year to each member of the management and supervisory bodies of Teixeira Duarte, S.A., as well as their alignment with the "Remuneration Policy for Members of the Management and Supervisory Bodies of Teixeira Duarte, S.A." (Remuneration Policy) approved at the General Meeting held on May 23rd 2022.

**77. Indication of the annual value of the remuneration received, as a whole and individually, by the members of the company management bodies, derived from the company, including fixed and variable remuneration and, relative to the latter, reference to its different components.**

The table below shows, in accordance with Article 26-G(2)(a) of the Securities Market Code, the total remuneration broken down into the different components, earned by the Members of the Board of Directors in 2024:

| C Board of Directors | Fixed remunerations | Variable Remuneration | | Sub-Total | compensation for travel | Total |
|---|---|---|---|---|---|---|
| | | Assigned in 2023 | Extraordinary prize 2024 | | | |
| Manuel Maria Calainho de Azevedo Teixeira Duarte | 186 600,00 | 39 000,00 | 31 000,00 | 256 600,00 | - | 256 600,00 |
| Maria da Conceição Maia Teixeira Duarte | 35 000,00 | - | 10 000,00 | 45 000,00 | - | 45 000,00 |
| Isabel Maria Nunes Correia Teixeira Duarte | 47 000,00 | - | 10 000,00 | 57 000,00 | - | 57 000,00 |
| Sérgio Paulo Reis Pereira | 185 200,00 | 39 000,00 | 30 000,00 | 254 200,00 | 396,00 | 254 596,00 |
| Paulo Alfredo Carvalho Serradas | 185 200,00 | 39 000,00 | 30 000,00 | 254 200,00 | 78,00 | 254 278,00 |
| | **639 000,00** | **117 000,00** | **111 000,00** | **867 000,00** | **474,00** | **867 474,00** |

In 2024, the total value of the variable remunerations paid by Teixeira Duarte, S.A. represented 26,3% of the total value received.

In addition to the information indicated above on the amounts paid, it is reported that in 2024 the Remuneration Committee decided to award variable remuneration amounts to the members of the Board of Directors, part of which were paid in the same year - which are indicated above on the map - and part of which were deferred to 2026, the respective payment of this part being dependent on each of the members of the Board of Directors in question continuing to perform their functions and the positive performance of Teixeira Duarte, S.A. throughout that period, with this being defined as the occurrence of at least two of the following facts, according to the consolidated accounts:

- The average Operating Profit (EBIT) in the next three financial years must be greater than 110.000.000 euros;
- The average ratio between Operating Profit (EBIT) and average Assets, for the next three financial years, must be above 7%;
- Increase in Equity attributable to shareholders with reference to December 31st of the third year following that to which the results that have been deferred relate.

| | Variable Remuneration awarded in 2024 | | | |
|---|---|---|---|---|
| | For 2024 | For 2025 | For 2027 | Total |
| Manuel Maria Calainho de Azevedo Teixeira Duarte | 31 000,00 | 60 000,00 | 92 000,00 | 183 000,00 |
| Maria da Conceição Maia Teixeira Duarte | 10 000,00 | - | 11 000,00 | 21 000,00 |
| Isabel Maria Nunes Correia Teixeira Duarte | 10 000,00 | - | 11 000,00 | 21 000,00 |
| Sérgio Paulo Reis Pereira | 30 000,00 | 60 000,00 | 91 000,00 | 181 000,00 |
| Paulo Alfredo Carvalho Serradas | 30 000,00 | 60 000,00 | 91 000,00 | 181 000,00 |
| | **111 000,00** | **180 000,00** | **296 000,00** | **587 000,00** |

The table below shows, in accordance with Article 26-G(2) of the Securities Market Code, the annual variations of the gross remuneration paid individually by the Company to the Members of the Board of Directors and Supervisory Board, as well as of the average remuneration paid to full-time equivalent employees of the Company, in the last five financial years, and the performance indicators verified:

| Anual Variation | 2020 vs. 2019 | 2021 vs. 2020 | 2022 vs. 2021 | 2023 vs. 2022 | 2024 vs. 2023 |
|---|---|---|---|---|---|
| **Group performance indicators** | | | | | |
| Operating Result | 59,8)% | (295,4)% | 118,3% | 105,1% | 82,8% |
| Net Assets | (13,5)% | 3,0% | 3,1% | (10,6)% | (3,9)% |
| Equity Attributable to Capital Holders | (30,1)% | (18,8)% | 26,0% | (39,6)% | 13,5% |
| **Average wage bill** | | | | | |
| Members of the Bord of Directors and supervisory bodies | 30,6% | (3,8)% | 23,4)% | 6,0% | 23,2% |
| Other Employees | (10,9)% | 0,5% | 20,0% | (2,6)% | 4,5% |

**78. Amounts paid, for any reason, by other companies in a controlling or group relationship or which are subject to common control.**

In compliance with article 26-G(2)(d) of the Securities Market Code, it is reported that, since the date of their appointment to their respective positions, the members of the Board of Directors did not receive any remuneration whatsoever paid by other companies that are in a controlling or group relationship with TD,SA.

**79. Remuneration paid in the form of profit-sharing and/or payment of bonuses and the reasons for the granting of such bonuses and / or profit-sharing.**

In the overall remuneration of the members of the Board of Directors, no sum is paid in the form of profit-sharing.

In effect, members of the Board of Directors are paid a bonus amount - referred to as “performance bonus” - whose attribution occurs subsequently pursuant to the terms, conditions, amounts and time limits established by the Remuneration Committee, taking into account the provisions established in the "Remuneration Policy of the Management and Supervisory Bodies of the Company" in force.

In 2024, the determination of awarded bonuses was driven by the overall performance and results of the Company, as well as by the activity of the management body as a whole in relation to the established objectives, taking into account the conditions and amounts of remuneration of its employees and other staff.

The establishment of the bonuses also took into account the Company's long-term performance, compliance with the rules applicable to the company's activity, restraint in risk-taking and market knowledge.

Moreover, the Remuneration Policy does not provide for the possibility of the company requesting the reimbursement of variable remuneration already paid, and so this did not occur in 2024 (Article 26-G(2)(f) of the Securities Market Code).

**80. Compensation paid or owed to former executive directors relative to their termination of office during the financial year.**

No compensation was paid or is owed to former executive directors in relation to the termination of their duties during the 2024 financial year.

**81. Indication of the annual value of the remuneration received, as a whole and individually, by the members of the company supervisory bodies, pursuant to Law 28/2009 of June 19th.**

All the members of the Supervisory Board receive, under the current system established in the Commercial Companies Code, and as determined by the Remuneration Committee, fixed remunerations for the performance of the duties inherent to their respective positions.

The table below shows, in accordance with Article 26-G(2)(a) of the Securities Market Code, the total remuneration broken down into the different components, earned by the Members of the Supervisory Board of TD,SA in the 2024:

| Supervisory Board | Fixed Remuneration | Variable Remuneration | Total Remuneration |
|---|---|---|---|
| Ana Cristina Louro Ribeiro Doutor Simões | 30 000,00 | - | 30 000,00 |
| João Salvador dos Santos Matias | 18 000,00 | - | 18 000,00 |
| Carlos Manuel Bastos Rodrigues | 18 000,00 | - | 18 000,00 |
| | **66 000,00** | **-** | **66 000,00** |

The total value of annual fees paid to the Audit Firm “MOORE STEPHENS & ASSOCIADOS, SROC, SA” and to other natural or legal persons belonging to the same network supported by the firm and/or by legal persons in a controlling or group relationship, for the services provided by it, i.e., Statutory Audit and Auditing services, was:

| | Remuneration |
|---|---|
| Legal audit services for Teixeira Duarte Group | 397 450,00 |
| Other limited warranty services | 18 000,00 |
| Tax consultancy services | - |
| Services other than statutory auditing | - |
| | **415 450,00** |

Furthermore, it should also be noted that, as established in the Remuneration Policy of the Management and Supervisory Bodies of the Company, the remuneration of the members of the supervisory body does not include any component whose value depends on the performance of the company or its value.

**82. Indication of the general meeting board chairperson remuneration for the year in question.**

With the exception of the Secretary of the General Meeting, the other members of this body receive, under the current regime established by the Companies Code, namely pursuant to Article 422-A by reference to paragraph 3 of Article 374-A, a fixed remuneration for the performance of their respective duties, determined by the Remuneration Committee as provided for in Article 11 of the Articles of Association.

Under these terms, it is reported that the remuneration of the Chairperson and Vice-Chairperson of the General Meeting Board, during the 2024 financial year, was:

Chairperson – José Luciano Vaz Marques: 5.000,00 €

Vice-Chairperson – António José André Martins: 1.000,00 €

V. AGREEMENTS WITH REMUNERATIVE IMPLICATIONS

**83. Contractual limitations established for the compensation payable for dismissal without fair grounds of a director and its relationship with the variable component of the remuneration.**

There is no contractual limit established for the compensation payable for the unfair dismissal of a member of the Board of Directors, considering, firstly, that no contract us signed for the performance of the duties of the position of Director, nor is any agreement signed on any possible compensation payable for fair or unfair dismissal. The existence of a contractual limit under the terms referred to above would be incoherent, in view of the characteristics of the existing relationship between the Company and the members of its management body.

No legal mechanisms are put in place – other than those legally established – for any indemnity or compensation, beyond that which is legally due, to not be payable when the removal of a Director is not due to a serious breach of his or her duties or to his or her unfitness for the normal exercise of his or her respective duties, but is nevertheless attributable to inadequate performance.

There has never been a situation of dismissal of a Director since the incorporation of the company, nor the payment of any compensation for termination of a contract, so it is therefore considered inappropriate to establish any legal mechanisms in the sense described above

**84. Reference to the existence and description, indicating the amounts involved, of agreements between the company and members of the management body and senior managers, which establish compensation in the case of resignation, unfair dismissal or termination of employment following a change of control of the company. (Article 29-H(1) (K)).**

There are no agreements with these characteristics. The Company follows the policy of not undertaking any payments related to the early termination of the exercise of duties by the Directors or other senior managers, as well as not signing any agreements relative to these matters.

VI. PLANS TO ATTRIBUTE SHARES OR STOCK OPTIONS

**85. Identification of the plan and respective beneficiaries.**

There are no plans relative to the attribution of shares or attribution of options for the acquisition of shares.

**86. Characterisation of the plan (conditions of attribution, clauses on the inability to dispose of shares, criteria relative to the price of the shares and price for the exercise of options, period during which the options can be exercised, characteristics of the shares to be attributed, existence of incentives for the acquisition of shares and/or exercise of options).**

As described in 78 above, there are no plans relative to the attribution of shares or attribution of options for the acquisition of shares, hence the present provision is not applicable.

**87. Option rights attributed for the acquisition of shares (stock options) whose beneficiaries are the company's workers and employees.**

As described in 78 above, there are no plans relative to the attribution of shares or attribution of options for the acquisition of shares, hence the present provision is not applicable.

**88. Control mechanisms for a possible employee-shareholder system insofar as the voting rights are not directly exercised by them (Article 29-H(1)(e)).**

There is no system of participation of the workers in the share capital, therefore there is no justification for the existence of control mechanisms to the extent that the voting rights are not exercised directly by them.

## E. TRANSACTIONS WITH RELATED PARTIES

I. CONTROL MECHANISMS AND PROCEDURES

**89. Mechanisms implemented by the company for the purpose of control of transactions with related parties (the concept arising from IAS 24 is used for this purpose).**

All transactions between entities of the Teixeira Duarte Group with related parties are conducted at market prices. The concept is clear and accepted by all business managers across the various divisions of the Teixeira Duarte Group who deal with related parties.

This attitude is transversal to all transactions of this nature, in other words, any transfer of resources, services or obligations between related parties, regardless of the existence of a price debit.

In addition to these general guidelines, on December 2nd 2021, the Board of Directors of Teixeira Duarte S.A. approved, in compliance with the applicable regulations and with the prior binding opinion of the Supervisory Board, the Regulations on Transactions with Related Parties, which established rules and procedures that TD,SA must observe whenever Transactions occur between TD,SA or any entity of the Teixeira Duarte Group and the Related Parties, the text of which is transcribed here:

*REGULATION ON TRANSACTIONS WITH RELATED PARTIES*

*Article 1*
*(Object)*

1. *The present Regulation on Transactions with Related Parties (hereinafter "Regulation") aims to implement the provisions of Law 50/2020 of August 25, which transposed into the Portuguese legal system Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 (hereinafter the Directive on the Shareholders II) who, among several diplomas, amended the Securities Market Code (hereinafter "CVM"), through the establishment of rules and procedures that Teixeira Duarte SA (hereinafter "TD, S.A.") must observe whenever Transactions occur between TD, S.A. or any entity of the Teixeira Duarte Group and the Related Parties.*
2. *The Regulation is complementary to the internal codes and regulations that "TD, S.A." has in place for the purpose of complying with the applicable legal regime in this matter and with the other legal and regulatory rules in force.*

*Article 2*
*(Relevant Definitions)*

*Teixeira Duarte Group: TD, S.A. and its subsidiaries.*
*Related Parties: A "Related Party" means a party related to TD, S.A. within the meaning of international accounting standards adopted pursuant to Regulation (EC)1606/2002 of the European Parliament and of the Council of 19 July, including International Accounting Standard (IAS) 24.*
*Transactions with Related Parties: Related Party Transactions, for the purposes of this Regulation, are those that are so qualified by the international accounting standards adopted pursuant to Regulation (EC) 1606/2002 of the European Parliament and of the Council of 19 July, namely by the International Accounting Standard (IAS) 24 (hereinafter "Transactions").*

*Article 3*
*(Procedure)*

1. *Transactions between "TD, S.A." or an entity of the Teixeira Duarte Group and any Related Party must be carried out within the scope of the day-to-day business of each of the Group entities and under market conditions.*
2. *The Board of Directors shall identify all transactions subject to review under this Regulation and submit them to the Supervisory Board's verification, providing, within 10 days after the end of each quarter, a report containing all relevant information related to them, namely providing evidence that they were carried out within the scope of their current activity and under market conditions.*
3. *The Company's Supervisory Board has up to 30 days after receipt of the report referred to in the previous number to verify the compliance of the Transactions carried out in the previous quarter, with each Related Party, namely whether they are carried out (i) within the scope of its current activity and (ii) under market conditions.*
4. *The Board of Directors shall provide any other additional information that the Supervisory Board may consider relevant to the verification referred to in the previous number, namely independent audit reports prepared for this purpose.*
5. *The Related Parties shall not be able to participate in the verification referred to in number 3 of this Article.*
6. *Any person within the scope of the Teixeira Duarte Group who becomes aware of any transactions covered by this regulation must inform the Board of Directors of such transactions.*

7. *Transactions with Related Parties that are not carried out within the scope of the company's daily activity and/or under market conditions must always be subject to decision by the Board of Directors and preceded by a favourable opinion of the Company's Supervisory Board.*
8. *The assessment to be carried out by the Board of Directors and the Supervisory Board of the Company must take into account the principle of equal treatment of shareholders and other stakeholders, the pursuit of the Company's interest, and also the impact, nature and justification of each Transaction.*

*Article 4*
*(Transaction Disclosure)*

1. *The Company shall publicly disclose Related Party Transactions carried out either by the Company or by any other entity of the Teixeira Duarte Group whose value is equal to or greater than 2.5% of the consolidated assets of the issuing company, or of the individual asset if it does not prepare consolidated accounts, and which do not meet the requirements set out in number 1 of the previous article, at the time they are carried out.*
2. *The disclosure must contain, at least:*

a) *The identification of the related party;*
b) *Information about the nature of the relationship with the related parties;*
c) *The date and amount of the transaction;*
d) *The reasoning as to the fair and reasonable nature of the transaction from the point of view of the company and of shareholders who are not related parties, including minority shareholders;*
e) *The meaning of the Supervisory Board's opinion, whenever it has been negative.*

*Article 5*
*(Exemptions)*

*This Regulation does not apply to Transactions whose applicable laws and regulations treat as exempt, namely:*
*(a) transactions carried out between the company and its subsidiaries, provided that they are in a controlling relationship with the company and no party related to the company has an interest in that subsidiary;*
*b) Transactions related to the remuneration of directors, or to certain elements of that remuneration;*
*(c) transactions carried out by credit institutions on the basis of measures to ensure their stability, adopted by the competent authority responsible for prudential supervision within the meaning of European Union law;*
*d) Transactions proposed to all shareholders on the same terms in which equal treatment of all shareholders and the protection of the interests of the company are ensured.*

*Article 6*
*(Transaction Aggregation)*

*Transactions with the same Related Party entered into during any 12-month period or during the same financial year, and which have not been subject to the obligations set out in the preceding articles, are aggregated for the purposes of those articles.*

*Article 7*
*(Final Provisions)*

1. *It will be up to the Supervisory Board to assess the application of this Regulation annually, as well as to issue a binding opinion on the review of this Regulation.*
2. *The Regulation comes into force immediately and has been preceded by a favourable opinion issued by the Supervisory Board.*

All transactions between related parties are recorded electronically on a central platform of the Teixeira Duarte Group, to which, besides the business managers themselves, the finance and accounting teams, the audit department, the Board of Directors, and additionally, the supervisory bodies of both the Company and the Teixeira Duarte Group have access.

It should also be noted in this regard the new "Code of Ethics and Conduct of the Teixeira Duarte Group", mandatory for all Directors, employees and other representatives of those entities, under the terms defined in that document. An excerpt of this text on "Customers and Suppliers" is quoted below:

*"5.2.2. Selection Criteria*
*Employees must act – and encourage the Indirect Recipients of this Code to also act - so that the decisions made by the clients and to be taken relatively by the suppliers follow objective, technical and professional selection criteria, that aim at the efficiency of the decision and safeguard the interests of the entities they represent, repudiating any possible criteria that privilege personal or diffuse interests, as well as any actions constituting power or position abuse.*
*5.2.3. Conflicts of Interest, Corruption and Reporting Illicit Acts*

*Employees must act – and ensure that the indirect recipients of this Code also act, to assess possible situations of conflicts of interest, which should be avoided. They must also actively and passively forbid any corrupt behaviour, including payments or receiving facilitations, or creating, maintaining or promising irregular or favourable situations.*

*Furthermore, i is the responsibility of Employees to report - and to encourage Indirect Recipients of this Code to also report - any actions that constitute improper behaviour, including those that may involve illegal or unlawful practices in financial and accounting matters, fraud, corruption, and money laundering, as well as any activities directly or indirectly related to terrorist entities or that may support or promote terrorist practices."*

As previously mentioned, the Code of Ethics and Conduct is mandatory for all employees (this concept includes directors, employees and other representatives of Teixeira Duarte Group entities) and any failure to apply the code may lead to disciplinary procedures and sanctions.

Furthermore, on August 17th 2022, the Teixeira Duarte Group Whistleblowing Policy was approved, which is intended for all directors, employees, other representatives of the company, third parties, shareholders, customers and other stakeholders. The employees of the Teixeira Duarte Group have the duty to report immediately any alleged irregularity of which they are aware or which, in the light of the information at their disposal, may reasonably be expected to have occurred, regardless of the existence of supporting evidence or documentation.

Therefore, given this scope and effective linkage – which has been considered efficient – TD, S.A. is complying with Recommendation II.5.1, and has defined a more specific internal procedure for the verification of related party transactions.

**90. Indication of transactions which were subject to control during the year under review.**

In this context and in view of the mechanisms referred to above, all the transactions with related parties were subject to control under the aforesaid terms. These transactions with related parties and their respective balances and additional information may be consulted in Note 28 of the Notes to the Consolidated Financial Statements as of December 31st 2023.

**91. Description of the procedures and criteria applicable to the intervention of the supervisory body for the effects of the prior assessment of transactions to be carried out between the company and owners of the qualifying holdings or entities which are in any relationship with it, under the terms of Article 20 of the Securities Market Code.**

The procedures and criteria in the terms mentioned above are defined and implemented in the Regulations on Related Party Transactions described in point 89. The transactions carried out between the Company and holders of a qualified shareholding are of a current nature and for the exercise of the activity.

II. ELEMENTS RELATIVE TO BUSINESS

**92. Indication of the location of the documents presenting the accounts with available information on business with related parties, in accordance with IAS 24, or, alternatively, reproduction of this information.**

The information on business with related parties, in accordance with IAS 24, is reproduced in Note 28 of the Notes to the Consolidated Financial Statements as of December 31st 2024.

# II. CORPORATE GOVERNANCE ASSESSMENT

## 1. Identification of the adopted corporate governance code

**The Corporate Governance Code to which the company is subject or has voluntarily decided to adopt should be identified, under the terms and for the purposes of Article 2 of the present Regulation.**

In addition to the applicable legal and regulatory frameworks, namely the Companies Code, the Securities Code, and the regulations of the Portuguese Securities Market Commission (CMVM), particularly Regulation No. 4/2013, Teixeira Duarte, S.A. has chosen to adopt the 2018 Portuguese Corporate Governance Code of the Portuguese Institute of Corporate Governance (IPCG), in its current version amended in 2023.

**Indication of the location where are available to the public the texts on corporate governance codes to which the issuer is subject (Article 29-H(1)(o)).**

The aforementioned Corporate Governance Code issued by the IPCG is available for consultation at www.cgov.pt.

## 2. Analysis of compliance with the adopted corporate governance code

**Under the terms of Article 29-H(1)(n), a statement on the compliance with the corporate governance code to which the issuer is subject should be included, specifying any divergence from that code and the reasons for such divergence.**

**The information to be presented should include, for each recommendation:**

**a) Information which enables appraising compliance with the recommendation or reference to the point of the report where the issue is discussed in detail (chapter, title, point and page);**
**b) Justification for any non-compliance or partial compliance;**
**c) In the case of non-compliance or partial compliance, identification of any alternative mechanism adopted by the company for the effect of pursuing the same objective as the recommendation.**

The following table reproduces the text of these Recommendations as broken down on the table of multiple recommendations of the "Note on the interpretation of the Corporate Governance Code IPCG 2018 (amended 2023) - Note 3", with the numbering referred therein, following by an indication of whether or not they are adopted and reference to the point of this Report that covers the topic in question in which, respecting the principle "comply or explain" principle, justification is given of its possible non-adoption or partial adoption.

Out of the 84 Recommendations, the Company does not adopt 13 and partially adopts three.

| | Recommendation | Adoption | Remission |
|---|---|---|---|
| **I.** | **RELATIONSHIP OF THE COMPANY WITH SHAREHOLDERS, STAKEHOLDERS, AND THE GENERAL COMMUNITY** | | |
| I.1. (1) | The Company explicitly outlines in what terms its strategy seeks to ensure the fulfilment of its long-term objectives. | Yes | 53. and 54. |
| I.1.(2) | The main contributions resulting from that for the community at large. | Yes | Management Report, Chapter III. |
| I.2.(1) | The Company identifies the main policies and measures adopted regarding the fulfilment of its environmental objectives. | Yes | Management Report, Chapter III, Points 1, 3 and 8. |
| I.2.(2) | With regard to the fulfilment of its social goals | Yes | Management Report, Chapter III, Points , 1, 6 and 7. |
| **II.** | **COMPOSITION AND FUNCTIONING OF THE COMPANY'S BODIES** | | |
| II.1 | Information | | |

| | Recommendation | Adoption | Remission |
|---|---|---|---|
| II.1.1. | The Company establishes mechanisms to ensure, in an adequate and rigorous manner, the timely circulation or disclosure of the necessary information to its bodies, the company secretary, shareholders, investors, financial analysts, other stakeholders, and the general market. | Yes | 18., 22., 45. and 55. to 65. |
| II.2 | Diversity in the Composition and Functioning of the Company's Governing Bodies | | |
| II.2.1. | Companies establish, in advance and in general terms, criteria and requirements regarding the profile of members of the company's governing bodies suitable for the roles to be performed, taking into account, in particular, individual attributes (such as competence, independence, integrity, availability, and experience) and diversity requirements (with special attention to gender equality), which may contribute to improving the performance of the body and ensuring balance in its composition. | No | 16. and 31. |
| II.2.2.(1) | The management body must have internal regulations - specifically regarding the exercise of its respective responsibilities, chairmanship, frequency of meetings, operation, and the framework of duties of its members - published in full on the company's website. | No | 18. and 22. |
| II.2.2.(2) | Idem for the supervisory body. | No | 34. |
| II.2.2.(3) | Idem for the internal committees | Not applicable | 27. |
| II.2.2.(4) | Minutes of the meetings of the management body must be drawn up | Yes | 22. |
| II.2.2.(5) | Idem for the supervisory body | Yes | 35. |
| II.2.2.(6) | Idem for the internal committees | Not applicable | 27. |
| II.2.3.(1) | The composition of the management and supervisory bodies and their internal committees must be disclosed on the company's website | Yes | 62. |
| II.2.3.(2) | The number of meetings held each year by the management and supervisory bodies, as well as their internal committees, is disclosed via the company's website | Yes | 23. and 35. |
| II.2.4.(1) | Companies adopt a whistleblowing policy that clearly sets out the main rules and procedures to be followed in response to each report | Yes | 49. |
| II.2.4.(2) | An internal reporting channel that also allows access by non-employees, in accordance with the provisions of the applicable law. | Yes | 49. |
| II.2.5.(1) | The companies have a specialised committee on corporate governance law. | No | 22., 24. and 27. |
| II.2.5.(2) | Idem for remuneration matters | Yes | 66., 67., and 68. |
| II.2.5.(3) | Idem for the appointment of members of the company's bodies. | No | 22., 24. and 27. |
| II.2.5.(4) | Idem for performance assessment matters | No | 22., 24. and 27. |
| II.3. | The company's relationship with investors and information | | |
| II.3.1. | The articles of association or other equivalent instruments adopted by the company establish mechanisms to ensure that, within the limits of applicable law, members of the management and supervisory bodies have continuous access to all information necessary for assessing the company's performance, situation, and development prospects. This includes, in particular, minutes, supporting documentation for decisions made, notices of meetings, and the archive of executive management body meetings, without prejudice to access to any other documents or persons from whom clarifications may be requested. | Yes | 18. and 22. |

| | Recommendation | Adoption | Remission |
|---|---|---|---|
| II.3.2. | Each corporate body and committee ensures, in a timely and appropriate manner, the inter-organisational flow of information necessary for the exercise of the legal and statutory competencies of each of the other bodies and committees. | Yes | 12. 18., 22. and 45. |
| II.4. | Conflict of interests | | |
| II.4.1. | By internal regulation or equivalent means, members of the management and supervisory bodies and internal committees are required to inform the respective body or committee whenever there are facts that may constitute or give rise to a conflict between their interests and those of the company. | Yes | 22. and 89. |
| II.4.2. | The company adopts procedures to ensure that the conflicted member does not interfere in the decision-making process, without prejudice to the duty to provide information and clarifications requested by the body, committee, or their respective members. | Yes | 89. |
| II.5. | Transactions with Related Parties | | |
| II.5.1. | The management body discloses, in the corporate governance report or by other publicly available means, the internal procedure for verifying transactions with related parties | Yes | 10. 22. and 89. |
| **III.** | **SHAREHOLDERS AND GENERAL MEETING** | | |
| III.1.(1) | The company should not set an excessively high number of shares required to confer voting rights. | Yes | 1. and 12. |
| III.1.(2) | It reports in the governance report on its choice whenever one share does not correspond to one vote. | Not applicable | 1. and 12. |
| III.2. | The company that has issued shares with special plural voting rights identifies, in the governance report, the matters that, by provision of the company's Articles of Association, are excluded from the scope of plural voting. | Not applicable | 1. |
| III.3. | The company should not adopt mechanisms that hinder decision-making by its shareholders, namely by setting a deliberative quorum higher than that established by law. | Yes | 14. |
| III.4. | The company must implement adequate means for shareholders to remotely participate in the General Meeting at a distance, in terms proportional to their dimension | Yes | 12. |
| III.5. | The company must also implement appropriate means for exercising remote voting rights, including by correspondence and | Yes | 12. |
| III.6. | The company's articles of association that provide for the limitation of the number of votes that may be held or exercised by a single shareholder, either individually or in concert with other shareholders, must also provide that, at least every five years, the amendment or maintenance of that statutory provision is submitted to a general meeting for deliberation - without any quorum requirements stricter than those established by law - and that, in such deliberation, all votes cast are counted without applying the said limitation. | Not applicable | 5. and 13. |
| III.7. | Measures that result in payments or the assumption of liabilities by the company in the event of a change of control or a change in the composition of the management body, which may be likely to prejudice the economic interest in the transfer of shares and the free assessment by shareholders of the performance of directors, should not be adopted. | Yes | 2. 4. and 6. |
| **IV.** | **ADMINISTRATION** | | |
| IV.1.1.(1) | The management body ensures that the company acts in accordance with its purpose and does not delegate powers, namely with regard to:<br>i) the definition of the company's strategy and main policies. | Yes | 21. |
| IV.1.1.(2) | ii) organisation and coordination of the corporate structure | Yes | 21. |

| | Recommendation | Adoption | Remission |
|---|---|---|---|
| IV.1.1.(3) | iii) matters that should be considered strategic due to their amount, risk, or special characteristics. | Yes | 21. |
| IV.1.2. | The management body approves, through regulation or equivalent means, the operating regime of executive directors applicable to their exercise of executive functions in entities outside the group. | No | 22. |
| IV.2.1. | Without prejudice to the legal duties of the Chairperson of the Board of Directors, if not independent, the independent directors - or, when these do not exist in sufficient number, non-executive directors - must appoint among themselves a coordinator to, namely, (i) act, whenever necessary, as an interlocutor with the Chairperson of the Board of Directors and the other directors, (ii) ensure that they have all of the necessary conditions and means to perform their duties; and (iii) coordinate them for the performance assessment by the management body provided for in recommendation VI.1.1.; alternatively, the company may establish another equivalent mechanism to ensure such coordination. | Not applicable | 18. |
| IV.2.2. | The number of non-executive members of the management body must be appropriate for the size of the company and the complexity of the risks inherent to its activity, but sufficient to efficiently assure the functions that have been entrusted to them. The governance report must state how this judgement of adequacy is constructed. | No | 18. and 22. |
| IV.2.3. | The number of non-executive directors exceeds that of executive directors | No | 18. |
| IV.2.4. | The number of non-executive directors who meet the independence requirements must be plural and cannot be less than one-third of the total number of non-executive directors. For the purposes of this recommendation, a person is considered independent if they are not associated with any specific interest group in the company, nor are they in any circumstance likely to affect their impartiality in analysis or decision-making, namely due to: (…). | No | 18. |
| IV.2.5. | The provision in paragraph (i) of the previous recommendation does not preclude the qualification of a new director as independent if, between the end of their term in any company body and their new appointment, at least three years (cooling-off period) have elapsed. | Not applicable | 18. |
| **V.** | **SUPERVISION** | | |
| V.1.(1) | Regarding the competencies conferred upon it by law, the supervisory board is informed of the strategic guidelines prior to their final approval by the board of directors. | No | 50. and 51. |
| V.1.(2) | Subject to the powers granted to it by law, the supervisory body assesses and issues an opinion on the risk policy prior to its final approval by the management body. | Yes | 50., 51. and 54. |
| V.2.(1) | The number of members of the supervisory body must be appropriate for the size of the company and the complexity of the risks inherent to its activity, but sufficient to efficiently assure the functions that have been entrusted to them. The governance report must state how this judgement of adequacy is constructed. | Yes | 31. |
| V.2.(2) | Idem regarding the number of members of the committee for financial matters | Not applicable | 27. |
| **VI.** | **PERFORMANCE ASSESSMENT, REMUNERATION AND APPOINTMENTS** | | |
| VI.1. | Annual Performance Assessment | | |
| VI.1.1.(1) | The management body - or commission with competences in the matter, composed of a majority of non-executive members - must assess its performance on an annual basis, taking into account compliance with the company's strategic plan and budget, risk management, its internal operation and the contribution of each member for this purpose, as well as the relationship between the company's bodies and committees. | No | 24. and 25. |
| VI.1.1.(2) | Idem with regard to the performance of the executive committee / executive directors | N/A | |

| | Recommendation | Adoption | Remission |
|---|---|---|---|
| VI.1.1.(3) | Idem with regard to the performance of the company's commissions. | Not applicable | 22. and 24. |
| VI.2 | Remunerations | | |
| VI.2.1. | The company must set up a remuneration committee, the composition of which should ensure that it is independent from the administration. This may be the remuneration committee designated under the terms of Article 399 of the Commercial Companies Code. | No | 67. |
| VI.2.2. | The remuneration of the members of the management and supervisory bodies and of the commissions of the company is to be set by the remuneration committee or by the general meeting, following a proposal by that committee | Yes | 66. and 67. |
| VI.2.3. | The company discloses in the governance report, or in the remuneration report, the cessation of functions of members of the company's bodies or committees, indicating the amounts of all company-related expenses linked to the cessation of functions, under any title, during the financial year in question. | Yes | 76. and 80. |
| VI.2.4. | In order to provide information or clarifications to shareholders, the chairman or another member of the remuneration committee must be present at the annual general meeting and at any other meetings where the agenda includes matters related to the remuneration of members of the company's bodies and committees, or if such presence has been requested by shareholders. | Yes | 67. |
| VI.2.5. | Within the company's budget limitations, the remuneration committee shall be free to decide on the hiring, by the company, of any consultancy services that may be necessary or appropriate for performing its duties | Yes | 67. |
| VI.2.6. | The remuneration committee ensures that those services are provided independently. | Yes | 67. |
| VI.2.7. | Providers of these services will not be hired, either by the company itself or by others that are in a relationship of control or group with it, to provide the company with any other services related to the competencies of the remuneration committee, without express authorisation from the committee. | Yes | 67. |
| VI.2.8. | With a view to aligning the interests of the company and the executive directors, a portion of their remuneration is variable in nature, reflecting the company's sustained performance and not encouraging the assumption of excessive risks | Yes | 69., 70. and 71. |
| VI.2.9. | A significant portion of the variable component is partially deferred over a period of no less than three years, linking it, as defined in the company's remuneration policy, to the confirmation of the sustainability of performance | Yes | 70., 71. and 72. |
| VI.2.10. | When variable remuneration includes options or other instruments directly or indirectly dependent on the value of shares, the start of the exercise period is deferred by no less than three years | Not applicable | 73. and 74. |
| VI.2.11. | The remuneration of non-executive directors does not include any component whose value depends on the company's performance or its value. | Not applicable | 18. and 66. |
| VI.3. | Appointments | | |
| VI.3.1. | The company promotes, in terms it considers appropriate but in a demonstrable manner, that proposals for the election of members of the company's bodies be accompanied by a rationale regarding the suitability of each candidate for the role to be performed. | No | 16. |
| VI.3.2. | The committee for the appointment of members of corporate bodies includes a majority of independent administrators. | Not applicable | 27. |
| VI.3.3. | Unless the size of the company does not justify it, the function of overseeing and supporting the appointments of senior executives is assigned to a nominations committee. | Yes | 20. |

| | Recommendation | Adoption | Remission |
|---|---|---|---|
| VI.3.4. | The nominations committee for senior executives makes its terms of reference available and promotes, within the scope of its powers, the adoption of transparent selection processes that include effective mechanisms to identify potential candidates, proposing for selection those who demonstrate the greatest merit, best fit the requirements of the role, and promote appropriate diversity within the organisation, including gender equality. | Not applicable | 27. |
| **VII.** | **INTERNAL CONTROL** | | |
| VII.1.(1) | The management body must discuss and approve the strategic plan | Yes | 53. and 54. |
| VII.1.(2) | The management body must discuss and approve the company's risk policy, which includes setting limits on risk-taking | Yes | 53. and 54. |
| VII.2. | The company has a specialised committee or a risk committee composed of experts in risk matters that regularly reports to the management body. | No | 54. |
| VII.3. | The supervisory body organises itself internally, implementing mechanisms and periodic control procedures to ensure that the risks actually incurred by the company are consistent with the objectives set by the management body | Yes | 54. |
| VII.4. | The internal control system, comprising risk management, compliance and internal audit functions, shall be structured in terms that are appropriate to the size of the company and the complexity of the risks inherent to its activity. The supervisory body shall assess it and, within the scope of its duties to supervise the effectiveness of this system, propose any adjustments that may be necessary. | Yes | 51. and 54. |
| VII.5. | The company must put in place procedures for the supervision, periodic assessment and adjustment of the internal control system, including an annual assessment of the level of internal compliance and performance of this system, as well as the prospects for changing the previously defined risk framework. | No | 54. |
| VII.6.(1) | Based on its risk policy, the company establishes a risk management function, identifying (i) the key risks to which it is subject in the course of its business activities. | Yes | 53. |
| VII.6.(2) | (ii) the probability of their occurrence and their impact, | No | 53. |
| VII.6.(3) | (iii) the instruments and measures to be adopted for their mitigation | Yes | 53. |
| VII.6.(4) | (iv) monitoring procedures, aimed at follow-up. | Partial | 53. |
| VII.7. | The company establishes processes to collect and process data related to environmental and social sustainability, to alert the board of directors about the risks the company may be incurring, and to propose strategies for their mitigation. | Yes | Management Report Chapter III. Point 1 |
| VII.8. | The company reports on how climate change is considered within the organisation and on how it takes into account climate risk analysis in its decision-making processes | Yes | Management Report Chapter III. Points 1. and 8. |
| VII.9. | The company discloses in the governance report the circumstances under which artificial intelligence mechanisms have been used as a decision-making tool by the corporate bodies | Not applicable | 22. and 34. |
| VII.10. | The supervisory body expresses its opinion on the work plans and resources allocated to the internal control system services, including risk management, compliance, and internal audit functions, and may propose necessary adjustments | Yes | 50. and 51. |
| VII.11. | The supervisory body receives reports prepared by internal control services, including risk management, compliance, and internal audit functions, at least when matters related to accountability, identification or resolution of conflicts of interest, and detection of potential irregularities are involved. | Yes | 50 and 51. |

| | Recommendation | Adoption | Remission |
|---|---|---|---|
| **VIII.** | **INFORMATION AND STATUTORY AUDIT** | | |
| VIII.1. | Financial Information | | |
| VIII.1.1. | The internal regulations of the supervisory body require it to oversee the adequacy of the process for preparing and disclosing financial information by the management body, including the appropriateness of accounting policies, estimates, judgments, relevant disclosures, and their consistent application across reporting periods, in a properly documented and communicated manner. | No | 55. |
| VIII.2. | Statutory audit and supervision | | |
| VIII.2.1. | Through regulation, the supervisory body defines, in accordance with the applicable legal framework, the oversight procedures aimed at ensuring the independence of the statutory auditor. | No | 45. and 48. |
| VIII.2.2.(1) | The supervisory body is the primary interlocutor of the statutory auditor within the company and the first recipient of their reports. | Yes | 45. |
| VIII.2.2.(2) | Its responsibilities include, notably, proposing the corresponding remuneration and ensuring that appropriate conditions are guaranteed within the company for the provision of services. | Partial | 45. and 69. |
| VIII.2.3. | On an annual basis, the supervisory body must assess the work done by the statutory auditor, its independence and suitability for performing the duties. The supervisory body must propose to the competent body its dismissal or termination of the contract for the provision of its services, whenever there is just cause to do so. | Yes | 45. |

## 3. Other Information

**The company should provide any elements or additional information which, not having been presented in the preceding points, are relevant for the comprehension of the model and governance practices that have been adopted.**

On September 15th 2023, "Teixeira Duarte, S.A." approved, in a meeting of its Board of Directors — based on the current Guidelines (Article 1(c) and Article 4 of Normative Order No. 18/2019) — the Equality Plan for 2024, in accordance with the provisions of Article 7(a) of Law No. 62/2017, of August 1st. As stipulated in Article 3(3) of Normative Order 18/2019, this plan was communicated via the Information Dissemination System (SDI) of the Portuguese Securities Market Commission (CMVM). The Framework, Introduction, and Scope are hereby disclosed:

***FRAMEWORK***

*Teixeira Duarte, S.A. (TD, S.A.) has always assumed as a cause to ensure a dignified treatment to its employees, male and female, respecting their human and labour rights, including an effective equality among them all.*

*The law no. 62/2017, of August 1st determined that the administration and supervisory organs of the companies issuing shares admitted to negotiation in regulated market must progressively evolve to a balanced composition in terms of gender, which is complied with by Teixeira Duarte, S.A.*

*The same piece of legislation establishes that the companies traded on the stock exchange have to approve annual equality plans to achieve effective equal treatment and opportunities for women and men, fostering the elimination of gender-based discrimination and promoting the balance between personal, family and professional life, and must publish these plans on the respective website, until September 15th of each year, under the terms of the normative order no. 18/2019, of June 21st.*

*Additionally, law no. 60/2018, of August 21st, approved measures to promote remuneration equality between men and women for equal work or of equal value, applicable to all commercial companies, with gradual demand of elaboration of remuneration equality assessment plans, whose presentation in 2023 became transversally required by the Authority for the working conditions and which is meant to exclude any possibility of gender-based discrimination.*

*Given this legal framing, on September 14th 2022, Teixeira Duarte, S.A. approved on the meeting of the Board of Directors its Equality Plan for 2023 which, associated to internal and external relevant facts for its purpose and for its strategic guidance, served as base for the elaboration of the Equality Plan for 2024 which is now presented.*

*The law no. 13/2023, of April 3rd (and Rectification Declaration no. 13/2023, of May 29th) which altered the Labour Code and related legislation, as part of the agenda for a dignified work, strengthened the equality and non-discrimination principles, which are fully fulfilled by the 2023 Equality Plan.*

***INTRODUCTION***

*Teixeira Duarte, S.A. has incorporated, in its management strategy, actions which contribute to make gender equality in the various domains (i.e. respect for the dignity of men and women in the workplace; conciliation between professional, family and personal life and employment quality) a reality within the companies of the Group.*

*Based on the Mission "Execute, contributing towards the construction of a better world", an objective shared by all employees, men and women, of the Group, regardless of their sector of activity, geography, or work team, Teixeira Duarte adopted several instruments to guide the action of its subsidiary companies, in matters regarding the promotion of gender equality and the prevention of discriminatory practices, among which the following are highlighted:*

- *Teixeira Duarte, S.A. operates in compliance with the United Nations Human Rights Declarations, the Guidelines of the Organisation for Economic Co-operation and Development (OECD), the International Labour Organization (ILO), national and international legislation, and the 10 Principles of the United Nations Global Compact in the areas of Human Rights, Labour Practices, Environment, Competition national and international legislation, and the 10 Principles of the United Nations Global Compact in the areas of and the fight against Corruption and Bribery, Money Laundering, and Terrorism Financing.*
- *Teixeira Duarte Group has in place a Code of Ethics and Conduct which is mandatory for all its employees. In the chapter entitled "Commitments to Labour Rules", the Code expressly enshrines the obligation of equal treatment and non-discrimination, the prohibition of harassment, as well as the promotion of work-life balance and protection in matters of parenthood The aforementioned Code of Ethics and Conduct provides for the existence of an Ethics Channel through which all employees (as well as third parties) must report any identified irregularities (including situations of workplace harassment), with whistleblowers being protected from any form of retaliation when acting in good faith.*
- *Aware of the importance of employees' opinions in improving organisations through the implementation of measures that genuinely address the interests of workers, Teixeira Duarte has implemented an Ideas Channel, accessible via the Corporate Portal, where suggestions and proposals can be submitted that may be considered important for achieving a better work-life balance.*

*It must be noted that, with regard to the 2022 Equality Plan of Teixeira Duarte, S.A., CITE issued an assessment report which concluded that the said plan complied with all applicable legal requirements. In 2023, no assessment was carried out by CITE regarding the 2023 Equality Plan. Still, grounded on its culture and goals regarding equality, Teixeira Duarte, S.A. presents its Equality Plan for 2024 which, aligned with the guiding lines comprised in the "Guide for the implementation of Equality Plans for Companies" established by the Ministerial Order no. 18/2019, has as objective the disclosure of new measures to be implemented, as well as update and divulge procedures and practices already implemented and in force within the Teixeira Duarte Group, within the scope of gender equality as defined in the Portuguese legislation.*

*The Equality Plan, devised for 2024, represents the commitment of Teixeira Duarte, S.A. to the measures there included and shall be monitored by a work group (Internal Task Force) through the evaluation of the fulfilment of the goals set forth for each one of the measures, with the intention of incorporating new measures and / or readjusting the existing ones.*

*This work group is composed of four members – two men and two women – of different activity sectors within the Teixeira Duarte Group (Sustainability / Human Resources / Construction / Concessions and Services) whose action is followed by the Board of Administrators.*

***APPLICATION SCOPE***

*Teixeira Duarte, S.A., as top traded company of the Teixeira Duarte Group, does not have employees other than the members of the social bodies and has in force a policy of Diversity of the Administration and Supervisory Bodies, approved by the General Meeting.*

*In this circumstance, and considering that the Teixeira Duarte Group companies operate in six different sectors (Construction, Concessions and Services, Real Estate, Hospitality, Distribution and Automotive) and in 22 countries with very different cultures and legal frameworks, it is understood that the appropriate way to achieve effective equal treatment and opportunities between women and men, promoting the elimination of discrimination based on sex and fostering reconciliation between personal, family and professional life within the Teixeira Duarte Group, will be obtained through the elaboration of a Plan for Equality that presents a set of objectives and measures that should be implemented and developed directly by its subsidiaries.*

*Thus, the approval of the Equality Plan 2024 by Teixeira Duarte, S.A., as top traded company of the Group Teixeira Duarte, id est, is to be applied to itself and also to its subsidiary entities – in a suitable way to their operating realities, both geographic and sectoral – clarifying the meaning and the extent of the following expressions used throughout the present document :*

***Teixeira Duarte:** It is the identity of a Corporate Group which presents itself through its trade mark: a Portuguese Group founded in a House of Engineering – something inherent to its genesis and to its founder – who, with spirit of enterprise and the support of his human and technical resources, spread, for a century, its activity to other sectors and markets with an identity lived and defended by all, men and women, with pride and tender.*

***Teixeira Duarte Group:** Teixeira Duarte, S.A. and the group of all its subsidiary entities.*

The plan for equality 2024 is available for consultation at: *https://www.teixeiraduarte.pt/wp-content/uploads/2022/09/Plano-para-a-Igualdade-Teixeira-Duarte-2023.pdf*

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Real Estate Development “Insígnia Campo Belo”, São Paulo – Brazil

# Individual Financial Statements 2024

REPORT AND ACCOUNTS 2024

# I. BALANCE SHEET

| Items | Notes | 31/12/2024 | 31/12/2023 |
|---|---|---|---|
| **Assets** | | | |
| **Non-current asset:** | | | |
| Goodwill | 6 and 7 | 3,251 | 6,501 |
| Financial holdings – equity method | 7 | 991,120 | 972,908 |
| Other Financial Investments | 9 | 50 | - |
| Deferred tax assets | 13 | 10,948 | 14,231 |
| | | 1,005,369 | 993,640 |
| **Current asset:** | | | |
| Clients | 14.1 and 21 | 9,190 | 5,713 |
| Government and other public entities | 14.1 | 3,464 | 3,842 |
| Other accounts receivable | 14.1 | 27,155 | 27,171 |
| Deferrals | 14.1 | 436 | 472 |
| Cash and bank deposits | 4 | 34 | 65 |
| | | 40,279 | 37,263 |
| **Total assets** | | **1,045,648** | **1,030,903** |
| **Equity and Liabilities** | | | |
| **Equity:** | | | |
| Subscribed capital | 22 | 210,000 | 210,000 |
| Legal reserves | 22 | 42,000 | 42,000 |
| Other Reserves | 22 | 242,551 | 242,551 |
| Retained earnings: | | | |
| Retained earnings | | (183.786) | (161.473) |
| Undistributed profits - equity mode | | (305.933) | (281.244) |
| | | | |
| Adjustments / Other equity changes: | | | |
| Undistributed profits - equity mode | | 305,933 | 281,244 |
| Other adjustments in financial assets | | (175.238) | (163.402) |
| | | 135,527 | 169,676 |
| **Net income of the period** | 22 | **18,877** | **(22.313)** |
| **EQUITY TOTAL** | | **154,404** | **147,363** |
| **Liabilities** | | | |
| **Non-current liabilities:** | | | |
| Financing obtained | 14.2 and 21 | 170,332 | 191,788 |
| Other payable debts | 14.2 and 21 | - | 46,746 |
| | | 170,332 | 238,534 |
| **Current liabilities:** | | | |
| Trade creditors | 14.2 and 21 | 5,530 | 87,828 |
| Government and other public entities | 14.2 and 21 | 76 | 6,470 |
| Financing obtained | 14.2 and 21 | 184,727 | 150,436 |
| Other payable debts | 14.2 and 21 | 530,579 | 400,272 |
| | | 720,912 | 645,006 |
| **TOTAL LIABILITIES** | | **891,244** | **883,540** |
| **EQUITY AND LIABILITIES TOTAL** | | **1,045,648** | **1,030,903** |

(Amounts in thousand euros)
The Appendix is part of the Balance Sheet as of December 31st 2024.

The Chartered Certified Accountant

The Board of Directors

# II. INCOME STATEMENT BY NATURES

| Income and expenses | Notes | 2024 | 2023 |
|---|---|---|---|
| Sales and services rendered | 10 | 3,765 | 3,512 |
| Gains / Losses attributable to subsidiaries, associated companies and joint ventures | 7 and 8 | 36,387 | 28,089 |
| External supplies and services | 18 | (5.937) | (3.209) |
| Expenses with staff | 17 | (1.028) | (981) |
| Other Income | 19 | 7,452 | 1,046 |
| Other Expenses | 20 | (370) | (309) |
| Income before depreciation, financing costs and taxes | | 40,269 | 28,148 |
| Expenses with depreciation and amortisation | 6 and 7 | (3.250) | (3.250) |
| Operating income (before financing costs and taxes) | | 37,019 | 24,898 |
| Interests receivable and similar income | 10 and 16 | 593 | - |
| Interests payable and similar costs | 16 | (19.792) | (50.328) |
| Income before taxes | | 17,820 | (25.430) |
| Income Tax Period | 13 | 1,057 | 3,117 |
| Net income of the period | | 18,877 | (22.313) |

(Amounts in thousand euros)

The Appendix is part of the Income Statement by Activity as of December 31st 2024.

The Chartered Certified Accountant

The Board of Directors

# III. STATEMENT OF CHANGES IN EQUITY

| Description | | Notes | Equity attributable to equity holders: Subscribed capital | Legal reserves | Other Reserves | Retained earnings | Adjustments to financial assets of subsidiaries and associated companies | Net income of the period | Total |
|---|---|---|---|---|---|---|---|---|---|
| Balance on January 1st 2023 | 1 | 22 | 210,000 | 42,000 | 242,551 | (395.983) | 162,341 | (23.826) | 237,083 |
| Changes in the period: | | | | | | | | | |
| Application of the equity method | | 7 | - | - | - | - | (67.407) | - | (67.407) |
| Allocation of results | | | - | - | - | (23.826) | - | 23,826 | - |
| Equity Method - non-attributed profit | | | - | - | - | (22.908) | 22,908 | - | - |
| | 2 | | - | - | - | (46.734) | (44.499) | 23,826 | (67.407) |
| Net income of the period | 3 | 22 | | | | | | (22.313) | (22.313) |
| Comprehensive income for the period | 4=2+3 | | | | | | | | (89.720) |
| | 5 | | - | - | - | - | - | - | - |
| **Balance on December 31st 2023** | **6=1+2+3** | **22** | **210,000** | **42,000** | **242,551** | **(442.717)** | **117,842** | **(22.313)** | **147,363** |
| Balance on January 1st 2024 | 7 | 22 | 210,000 | 42,000 | 242,551 | (442.717) | 117,842 | (22.313) | 147,363 |
| Changes in the period: | | | | | | | | | |
| Application of the equity method | | 7 | - | - | - | - | (11.836) | - | (11.836) |
| Allocation of results | | 22 | - | - | - | (22.313) | - | 22,313 | - |
| Equity Method - non-attributed profit | | | - | - | - | (24.689) | 24,689 | - | - |
| | 8 | | - | - | - | (47.002) | 12,853 | 22,313 | (11.836) |
| Net income of the period | 9 | 22 | | | | | | 18,877 | 18,877 |
| Comprehensive income for the period | 10=8+9 | | | | | | | | 7,041 |
| **Balance on December 31st 2024** | **12=7+8+9** | **22** | **210,000** | **42,000** | **242,551** | **(489.719)** | **130,695** | **18,877** | **154,404** |

(Amounts in thousand euros)

The Appendix is part of the Statement of changes in equity as of December 31st 2024.

The Chartered Certified Accountant

The Board of Directors

# IV. CASH-FLOW STATEMENT

| Description | Notes | 2024 | 2023 |
|---|---|---|---|
| Operating activities: | | | |
| Receipts from clients | | 2,645 | 6,729 |
| Payment to suppliers | | (4.583) | (4.126) |
| Payment to staff | | (545) | (779) |
| Cash flow generated by operating activities | | (2.483) | 1,824 |
| Payment / Receipt of income tax | | 4,462 | 8,696 |
| Other receipts / payments related to the operating activity | | 446 | (730) |
| Cash-flows of operating activities (1) | | 2,425 | 9,790 |
| | | | |
| Investment activities: | | | |
| Payments relating to: | | | |
| Financial investments | 4 | (110) | - |
| Other Assets - Related Parties | | (11.260) | - |
| Receipts relating to: | | | |
| Financial investments | 4 | - | 244 |
| Interests and similar gains | | 158 | 43 |
| Dividends | 4 | 3,400 | 3,700 |
| Other Assets - Related Parties | | 7,440 | - |
| Cash-flows of investment activities (2) | | (372) | 3,987 |
| | | | |
| Financing activities: | | | |
| Receipts related to: | | | |
| Financing obtained | 14.2 | 28,871 | 72,100 |
| Loans obtained - Related Parties | 14.2 | 153,390 | 104,692 |
| Payments related to: | | | |
| Loans obtained | 14.2 | (28.550) | (76.416) |
| Interests and similar gains | | (25.060) | (36.589) |
| Loans obtained - Related Parties | 14.2 | (130.735) | (77.597) |
| Cash-flows of financing activities (3) | | (2.084) | (13.810) |
| | | | |
| Variation of cash and of cash equivalents (1+2+3) | | (31) | (33) |
| Cash and cash equivalents in the beginning of the period | 4 | 65 | 98 |
| Cash and cash equivalents in the end of the period | 4 | 34 | 65 |

(Amounts in thousand euros)

The Appendix is part of the Statement of cash-flow as of December 31st 2024.

The Statutory Auditor

The Board of Directors

# APPENDIX

## 1. INTRODUCTORY NOTE

Teixeira Duarte, S.A. (hereinafter referred to as Teixeira Duarte or the Company), with legal person number 509234526, has its head office in Porto Salvo, was incorporated on November 30th 2009. Its main activity is investment management and the coordination and supervision of other companies that are part of or related to its business group. It essentially operates in the areas of strategic and organisational planning.

The financial statements in annex refer to the Company in individual terms with the financial investments in subsidiaries recorded by the equity method, as explained in Note 3.2.a).

All amounts in this appendix are expressed in thousand euros.

## 2. ACCOUNTING BENCHMARK

These financial statements were prepared pursuant to the Accounting Standards and Financial Reporting (NCRF) established by the Accounting Standardisation System (SNC), approved by Decree-Law 158/2009 of July 13th, with the rectifications of the Declaration of Rectification 67B/2009 of September 11th, and with the amendments introduced by Law 20/2010 of August 23rd, and by Decree-Law 98/2015 of June 2nd, which introduced into the Accounting Standardisation System (SNC), changes considered essential to guarantee its compliance with Directive 2013/34/EU of the European Parliament and of the Council of June 26th, with subsequent amendments being made to the Ordinances and Notices related to the accounting instruments comprising the SNC.

No provisions of the Accounting Normalisation System were removed in view of the need for them to give a true and appropriate picture of the entity's assets, liabilities and results, so there is no effect on the financial statements arising from this situation.

## 3. MAIN ACCOUNTING POLICIES

### 3.1 MEASUREMENT BASES

The financial statements were prepared in accordance with the historical cost convention, on the assumption of continued operations, from the Company's books and accounting records, maintained in accordance with the Accounting and Financial Reporting Standards of the Accounting Normalisation System (SNC - *Sistema de Normalização Contabilística*).

### 3.2. RELEVANT ACCOUNTING POLICIES

**Assumption of Continuity**

The attached financial statements were prepared on the assumption of continued operations, based on the Company's books and accounting records, maintained in accordance with the Accounting and Financial Reporting Standards of the SNC.

**a) Financial investments**

Financial investments in subsidiary companies are registered by the equity method, and the participation initially accounted for at the acquisition cost, which was increased or deducted from the difference between that acquisition cost and the value proportional to the equity of those companies reported at the date of acquisition or of the first application of said method.

The differences between the acquisition cost of the investments in subsidiaries and the investor's share of the net fair value of the identifiable assets and contingent liabilities of the subsidiary, if positive, are recorded as Goodwill or kept under the item of investments in subsidiaries. In cases where the acquisition cost is less than the fair value of the net assets identified, the calculated difference (negative Goodwill) is recorded as a gain for the period in which the acquisition takes place, under the heading "Other income".

Amortisations are calculated using the straight-line method in accordance with the usefulness period expected by the company for the *Goodwill* concerned. Amortisation is undertaken according to the following estimated service life:

| | Years of useful life |
|---|---|
| *Goodwill* | 10 |

In accordance with the equity method, financial investments are periodically adjusted by the amount corresponding to the participation in the net income of subsidiaries against "Gains / losses attributed to subsidiaries" and other changes in equity for counterpart of "Other adjustments to financial assets", as well as recognition of impairment losses. Furthermore, the dividends received from these companies are recorded as a reduction in the value of financial investments.

When losses in subsidiaries exceed the investment in these entities, a provision is recognised up to the limit of the participation in the said entities.

**b) Accrual Basis**

Income and expenses are recorded according to the accrual basis of accounting, whereby they are recognised as they are generated.

Income and expenses whose true value is not known are estimated based on the best information available at the time of preparation of the financial statements.

The differences between the amounts received and paid and the corresponding income and costs are recorded under the headings "Other receivable credits" and "Deferrals" in assets and under "Other payable debts" and "Deferrals" in liabilities.

**c) Financing costs of loans obtained**

Expenses with financing obtained are recognised in the income statement for the year to which they refer, except to the extent that the financial costs of the loans received directly related to the acquisition, construction and production of assets that take a substantial period of time to become ready for their intended use, are capitalised as part of the costs of the assets. The capitalisation of these charges begins after the start of the construction preparation or development activities of the asset and is interrupted after the beginning of use, or end of production or construction of the asset, or when the project concerned is suspended. Any financial revenue arising from loans obtained in advance and which may be allocated to a specific investment is deducted from financial expenses eligible for capitalisation.

**d) Revenue**

Revenue associated with a service provision is recognised with reference to the completion phase of the transaction at the balance sheet date when the outcome of a transaction can be reliably estimated. The outcome of a transaction can be reliably estimated when all the following conditions are met:

- The amount of revenue can be reliably measured;
- The economic benefits associated with the transaction are likely to flow to the Company; and
- The completion phase of the transaction at the balance sheet date can be reliably measured;
- The costs incurred or to be incurred in connection with the transaction can be reliably measured.

Interest revenue is recognised using the effective interest method, when it is probable that future economic benefits will flow to the Company and the related amount can be reliably valued and measured.

**e) Foreign currency balances and transactions**

Transactions in foreign currency (currency other than the Company's operating currency) are recorded at the exchange rates of transaction dates. On each reporting date, the carrying amounts of monetary items denominated in foreign currency are updated at the exchange rates of that date.

The exchange rate differences calculated on the date of receipt or payment of transactions in foreign currency and those resulting from the above updates are recorded in income and financing expenses for the period in which they are generated.

### f) Financial Instruments

Financial assets and liabilities are recognised when the company becomes a party to its contractual relationship.

Cash and Bank Deposits

The amounts included in the Cash and bank deposits item correspond to cash amounts, bank deposits, term deposits and other cash investments, with a maturity of less than three months, and which can be immediately mobilised with no significant risk of change in value.

Accounts receivable (Clients and Other receivables)

Receivables are measured, when initially recognised, at their fair value and subsequently at their amortised cost, which doesn't usually differ from their nominal value. When there is evidence that there is an impairment, the corresponding adjustment in results is registered. The recognised adjustment is measured by the difference between the value at which receivables are recognised and the current cash flow value deducted at the effective interest rate determined at the time of initial recognition.

Investments

Investments are recognised on the date in which the inherent risks and advantages are substantially transferred. They are initially recorded at their acquisition value, which is the fair value of the price paid, including transaction expenses.

Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the contractual substance regardless of the legal form they take. Equity instruments are contracts that show a residual interest in the Company's assets after liability deduction.

The equity instruments issued by the Company are recorded at the received amount net of costs incurred with their issuance.

Accounts payable (Suppliers and Other debts payable)

Accounts payable are initially recognised at their fair value and subsequently at their amortised cost, which does not usually differ from their nominal value.

Financing obtained and granted

Financing obtained is initially recorded and recognised in liabilities at the nominal value received, net of expenses with the issuance of these loans and subsequently measured by the amortised cost method. Financial expenses, calculated according to the effective interest rate and including premiums to be paid, are recorded in accordance with the accrual basis and added to the book value of the loan if not settled during the period.

Financing obtained is initially recorded and recognised in liabilities at the nominal value received, net of expenses with the issuance of these loans and subsequently measured by the amortised cost method. Financial expenses, calculated according to the effective interest rate and including premiums to be paid, are recorded in accordance with the accrual basis and added to the book value of the loan if not settled during the period.

### g) Pensions Liabilities

Some entities of the Teixeira Duarte Group seek to provide their employees with a non-contributory pension plan, established within the framework of a social policy and incentives for workers. Characterised by its voluntary nature and not constituting an acquired right, contributions or withdrawals are made exclusively at the discretion of the respective Management, depending on what is deemed appropriate at any given time, considering performance and the economic and financial situation. Thus, the contributions made are recorded as an expense on the date they are incurred.

Without prejudice to its voluntary origin, the availability of contributions made by the Company are exclusively those provided for in the applicable tax legislation.

**h) Income tax**

The Company is subject to the Special Group Tax Regime (RETGS – Regime Especial Tributação de Grupos Sociedades) provided for in Article 69 of the Corporate Income Tax Code, of which it has been the controlling company since January 1st 2012.

The “Income tax for the period" booked in the income statement is the sum of the current tax and the deferred tax.

The current income tax is calculated based on the Company's taxable income in accordance with the tax rules in force. The taxable income may differ from the accounting results, as they can exclude several losses and gains that can only be deductible or taxable in future accounting periods, as well as losses and gains which will never be deductible or taxable.

The deferred tax results from temporary differences between the amount of assets and liabilities for financial reporting purposes (carrying amount) and the respective amounts for tax purposes (tax base), as laid down in NCRF 25 – Income taxes.

The active and passive deferred taxes are calculated and annually evaluated using the tax rates in force or announced to be in force at the expected date for the reversion of the temporary differences.

Deferred tax assets are recognised only when there are reasonable expectations of enough future tax profits for their use, or in situations where there are taxable temporary differences that compensate for the temporary deductible differences in the period of their reversal. Deferred tax liabilities are recognized for all taxable temporary differences.

At the end of each period, these deferred taxes are reviewed and their amount adjusted, according to expectations of their future use.

Deferred taxes are recorded as expenditure or income for the period, unless they result from amounts recorded directly in equity, in which case the deferred tax is also recorded under the same item.

**i) Contingent Assets and Liabilities**

Contingent assets are possible assets arising from past events and whose existence will only be confirmed by the occurrence, or not, of one or more uncertain future events not entirely under the entity’s control.

Contingent assets are not recognised in the entity's financial statements but are disclosed when a future economic benefit is likely.

Contingent liabilities are defined as: (i) possible obligations arising from past events and whose existence will only be confirmed by the occurrence, or not, of one or more uncertain future events not entirely under the entity’s control; or (ii) present obligations arising from past events, but which are not recognised because a flow of resources affecting economic benefits is not likely to be necessary to settle the obligation, or the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recognised in the financial statements of the entity, and the same are disclosed, unless the possibility of an outflow of funds affecting future economic benefits is remote, in which case they are not even disclosed.

### 3.3 VALUE JUDGEMENTS OF THE MANAGEMENT BODY

In the preparation of the financial statements, the Company adopted certain assumptions and estimates that affect the assets and liabilities, income and expenses reported. All estimates and assumptions made by the management body were done so based on its best existing knowledge, at the approval date of the financial statements, events and ongoing transactions.

The most significant accounting estimates reflected in the financial statements include: i) impairment analyses, namely of accounts receivable, financial investments and goodwill; ii) accruals and deferrals; and iii) deferred tax assets.

Estimates were determined based on the best information available at the time of preparation of the financial statements and based on the best knowledge and experience of past and/or current events. However, situations may occur in subsequent periods that, not being predictable to date, were not considered in these estimates. Changes to these estimates, which occur after the date of the financial statements, will be corrected in the income statement in a forward-looking manner.

## 4. CASH-FLOW

### Cash and Bank Deposits

As of December 31st 2024 and 2023, the cash and cash deposits were detailed as follows:

| | 31/12/2024 | 31/12/2023 |
|---|---|---|
| Bank deposits | 34 | 65 |
| | 34 | 65 |

### Flows of investment activities

Receipts from Financial investments in the periods ended December 31st 2024 and 2023, refer to the following operations:

| | 2024 | 2023 |
|---|---|---|
| Elo1 – Empresa de Serviços Intragrupo, S.A. | (110) | - |
| | (110) | - |

According to the unanimous written resolution dated October 15th 2024 (Minute No. 7), the following decisions were made: i) an increase in share capital by an amount of 49 thousand euros, ii) the establishment of free reserves amounting to 10 thousand euros, and iii) the coverage of negative carried forward results amounting to 1 thousand euros.

According to the unanimous written resolution dated December 9th 2024 (Minute No. 9), supplementary capital contributions were established, subject to the regime of supplementary contributions, i.e., monetary, with no interest charges, amounting to 50 thousand euros.

Receipts from Financial investments in the periods ended December 31st 2024 and 2023, refer to the following operations:

| | 2024 | 2023 |
|---|---|---|
| Sale of stake in Lagoas Park, S.A. | - | 244 |
| | - | 244 |

The amount received for the sale of the stake in Lagoas Park, S.A., corresponds to the final receipt the “Earn Out” stipulated in the 2018 deed of sale.

Receipts from dividends in the periods ended December 31st 2024 and 2023, were as follows:

| | 2024 | 2023 |
|---|---|---|
| TDGI - Tecnologia de Gestão de Imóveis, S.A. | 3,400 | 3,700 |
| | 3,400 | 3,700 |

## 5. RELATED PARTIES

### Remunerations attributed to members of the governing bodies

The remunerations attributed to the members of the Company's governing bodies for the periods ended December 31st 2024 and 2023, were as follows:

| | 2024 | 2023 |
|---|---|---|
| Executive Directors: | | |
| Short-term benefits | 867 | 692 |
| Supervisory Board: | | |
| Short-term benefits | 66 | 66 |
| | 933 | 758 |

### Balances and transactions

The prevailing terms or conditions between the Company and its related parties are substantially identical to those normally contracted, accepted and practised between independent entities in comparable transactions.

The main balances in the periods ended December 31st 2024 and 2023, with related parties can be broken down as follows:

| | Clients (Note 14.1) | | Suppliers (Note 14.2) | | Financing obtained (Note 14.2) | | Other accounts receivable (Note 14.1) | | Other payable debts (Note 14.2) | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 31/12/2024 | 31/12/2023 | 31/12/2024 | 31/12/2023 | 31/12/2024 | 31/12/2023 | 31/12/2024 | 31/12/2023 | 31/12/2024 | 31/12/2023 |
| Subsidiaries: | | | | | | | | | | |
| TDGI - Tecnologia de Gestão de Imóveis, S.A. | 76 | 76 | - | - | - | - | 2,610 | 4,139 | 9,425 | - |
| TEIXEIRA DUARTE - E.C., S.A. | 4,511 | 249 | 4,044 | 87,081 | 25,185 | 40,700 | 1,155 | 3,602 | 379,672 | 427,260 |
| TEIXEIRA DUARTE - E.C., S.A. (Branch of Angola) | 1,799 | 1,799 | - | - | - | - | - | - | - | - |
| TEIXEIRA DUARTE - Gestão de Participações e Investimentos Imobiliários, S.A. | - | - | 225 | 91 | 85,075 | 63,935 | 219 | - | 137,358 | 8,506 |
| | 6,386 | 2,124 | 4,269 | 87,172 | 110,260 | 104,635 | 3,984 | 7,741 | 526,455 | 435,766 |
| Other related parties: | | | | | | | | | | |
| AUTO COMPETIÇÃO ANGOLA (SU), Lda | 126 | 126 | - | - | - | - | - | - | - | - |
| C + P.A. - Cimento e Produtos Associados, SA | - | - | - | - | - | - | 2,829 | 2,478 | - | - |
| CND – Companhia Nacional de Distribuição (SU), Lda | 915 | 915 | - | - | - | - | - | - | - | - |
| COMÉRCIO DE AUTOMÓVEIS (SU), Lda | 151 | 151 | - | - | - | - | - | - | - | - |
| DPLG-Desenv. Term. Especial Content. Porto Guaira, Soc Uni Lda | - | - | - | - | - | - | 4 | 3 | 2 | - |
| EDUCARE - Actividades Educativas e Culturais (SU), Lda | 69 | 69 | - | - | - | - | - | - | - | - |
| EMPA, SA - Serviços de Engenharia | - | 219 | - | - | - | - | - | - | - | - |
| EPOS - Empresa Portuguesa de Obras Subterrâneas, SA | - | - | - | - | - | - | 6,963 | 4,948 | - | - |
| ESTA - Gestão de Hotéis, SA | - | - | - | - | - | - | 510 | 366 | - | - |
| GO CORP TRAVEL SOLUTIONS – Agência de Viagens, SA | - | - | - | - | - | - | 449 | 1,797 | - | - |
| IMOTD – Sociedade Gestora de Participações Sociais, SA | - | - | - | - | - | - | 405 | 497 | - | - |
| LAGOAS HOTEL, S.A. | - | - | 3 | 1 | - | - | 110 | - | 353 | 354 |
| MALANGA – Investimentos Imobiliários, Unipessoal Lda | - | - | - | - | - | - | - | - | 4 | 4 |
| QUINTA DE CRAVEL - Imobiliária, SA | - | - | - | - | - | - | 82 | - | - | 343 |
| SOMAFEL - Engenharia e Obras Ferroviárias, SA | - | - | - | - | - | - | 485 | 17 | - | - |
| TD VIA - Sociedade Imobiliária, SA | - | - | - | - | - | - | - | - | 275 | 1,159 |
| TDA - Comércio e Indústria (SU), Lda | - | 970 | - | - | - | - | - | - | - | - |
| TDH - Sociedade Gestora de Participações Sociais, SA | - | - | - | - | - | - | 517 | 379 | - | - |
| TDO - Investimento e Gestão, SA | 473 | - | 213 | - | - | - | 5,273 | 4,302 | 10 | 12 |
| TDO - Sociedade Gestora de Participações Sociais, SA | - | - | - | - | - | - | 1,693 | 1,350 | 8 | - |
| TDSP - Participações, Ltda | - | - | - | - | - | - | - | - | - | 20 |
| TDGI - Tecnologia de Gestão de Imóveis, Lda | 193 | 193 | - | - | - | - | - | - | - | - |
| TEDAL – Participações e Distribuição, SA | - | - | - | - | - | - | 1,791 | 1,516 | - | - |
| TEIXEIRA DUARTE – Distribuição, SA | - | - | - | - | - | - | 1,687 | 1,387 | - | - |
| TEIXEIRA DUARTE - Engenharia e Construções (Angola), Lda | 742 | 742 | - | - | - | - | - | - | - | - |
| TEIXEIRA DUARTE - Engenharia e Construções (Moçambique), Lda | - | 69 | - | - | - | - | - | - | - | - |
| TEIXEIRA DUARTE REAL ESTATE, SA | - | - | - | - | - | - | - | - | 77 | 406 |
| TRANSBRITAL - Britas e Empreend. Imobiliários, SA | - | - | - | - | - | - | - | - | (14) | 151 |
| UTE DE VIANA | - | - | - | - | - | - | - | - | - | 9 |
| V8 - Gestão Imobiliária, SA | - | - | - | - | - | - | 10 | 32 | - | - |
| Others | 135 | 135 | - | - | - | - | - | - | - | - |
| | 2,804 | 3,589 | 216 | 1 | - | - | 22,808 | 19,072 | 715 | 2,458 |
| | 9,190 | 5,713 | 4,485 | 87,173 | 110,260 | 104,635 | 26,792 | 26,813 | 527,170 | 438,224 |

The main transactions carried out in the periods ended December 31st 2024 and 2023, with related parties can be detailed as follows:

| | Services rendered (Note 10) | | Interests receivable and similar income (Notes 10 and 16) | | SUPPLIES AND EXTERNAL SERVICES (Note 18) | | Expenses with staff | | Interests payable and similar costs (Note 16) | | Other Expenses | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 |
| Subsidiaries: | | | | | | | | | | | | |
| TDGI - Tecnologia de Gestão de Imóveis, S.A. | - | - | - | - | 2 | - | - | - | - | - | - | - |
| TEIXEIRA DUARTE - Engenharia e Construções, S.A. (Branch of Venezuela) | - | - | - | - | - | - | - | - | - | - | - | 15 |
| TEIXEIRA DUARTE - Engenharia e Construções, S.A. | 3,765 | 3,528 | 586 | - | 2,022 | 24 | - | - | 10,508 | 33,218 | - | - |
| TEIXEIRA DUARTE - Gestão de Participações e Investimentos Imobiliários, S.A. | - | - | - | - | - | - | - | - | 2,307 | 743 | - | - |
| | 3,765 | 3,528 | 586 | - | 2,024 | 24 | - | - | 12,815 | 33,961 | - | 15 |
| Other related parties: | | | | | | | | | | | | |
| GO CORP TRAVEL SOLUTIONS – Agência de Viagens, SA | - | - | - | - | 8 | 1 | - | - | - | - | - | - |
| LAGOAS HOTEL, S.A. | - | - | - | - | 5 | 11 | 20 | 27 | - | - | - | 27 |
| TDO - Investimento e Gestão, SA | - | - | - | - | - | - | - | - | 213 | - | - | - |
| TDO - Sociedade Gestora de Participações Sociais, SA | - | - | - | - | - | - | - | - | 180 | - | - | - |
| Others | - | (16) | - | - | - | (1) | - | - | - | - | - | - |
| | - | (16) | - | - | 13 | 11 | 20 | 27 | 393 | - | - | 27 |
| | 3,765 | 3,512 | 586 | - | 2,037 | 35 | 20 | 27 | - 13,208 | 33,961 | - - | 42 |

### *6. GOODWILL*

The amounts related to Goodwill in the periods ended December 31st 2024 and 2023 were:

| | 31/12/2024 | | |
|---|---|---|---|
| | Gross amounts | Accumulated amortisations | Net amounts |
| Investments in subsidiaries - TDGI, S.A. (Note 7) | 32,504 | (29.253) | 3,251 |
| | 32,504 | (29.253) | 3,251 |

| | 31/12/2023 | | |
|---|---|---|---|
| | Gross amounts | Accumulated amortisations | Net amounts |
| Investments in subsidiaries - TDGI, S.A. (Note 7) | 32,504 | (26.003) | 6,501 |
| | 32,504 | (26.003) | 6,501 |

In the period ended December 31st 2024, based on the business plan of the subsidiary TDGI,S.A., management did not identify any indicators of impairment.

### 7. FINANCIAL HOLDINGS – EQUITY METHOD

As of December 31st 2024 and 2023, the Company had recorded the following different investment amounts under the item “Financial holdings - equity method”:

| | 31/12/2024 | 31/12/2023 |
|---|---|---|
| | Net amounts | Net amounts |
| Investments in subsidiaries | 991.120 | 972.908 |

As of January 1st 2018, Teixeira Duarte considered the companies in Angola and Venezuela as belonging to hyperinflationary economies, complying with the application of IAS 29, with significant impacts on the companies' equity. However, on January 1st 2019, Teixeira Duarte suspended this application in Angolan companies because it was no longer considered a hyperinflationary economy.

Additionally, on December 31st 2018, Teixeira Duarte changed the measurement model of a set of "homogeneous class" assets, from the cost model to the revaluation model, with a significant impact on the increase in the equity of the companies holding these assets.

Thus, for the purpose of the application of the equity method, the financial statements of the companies include as of December 31st 2024 and 2023, the set of impacts mentioned above, with relevant effect on the Company's equity capital.

**Subsidiary Companies**

As of December 31st 2024 and 2023, the Company had a participation in the following subsidiaries:

| | | Effective percentage holding | |
|---|---|---|---|
| Corporate name | Head Office | 31/12/2024 | 31/12/2023 |
| TEIXEIRA DUARTE - Engenharia e Construções, S.A. | Edifício 2, Lagoas Park, Oeiras | 100.00% | 100.00% |
| TEIXEIRA DUARTE - Gestão de Participações e Investimentos Imobiliários, S.A. | Edifício 2, Lagoas Park, Oeiras | 100.00% | 100.00% |
| TDGI - Tecnologia de Gestão de Imóveis, S.A. | Edifício 2, Lagoas Park, Oeiras | 100.00% | 100.00% |
| EI01 – Empresa de Serviços Intragrupo, S.A. | Edifício 2, Lagoas Park, Oeiras | 100.00% | - |

During the period ended December 31st 2024, the Company acquired 100% of the share capital of EI01 – Empresa de Serviços Intragrupo, S.A., a related party.

The main financial information, adjusted for the purposes of application of the equity method to subsidiary companies as of December 31st 2024 and 2023, is as follows:

| | Assets | | Liabilities | | Income | | Net income | |
|---|---|---|---|---|---|---|---|---|
| | 31/12/2024 | 31/12/2023 | 31/12/2024 | 31/12/2023 | 2024 | 2023 | 2024 | 2023 |
| TEIXEIRA DUARTE - Engenharia e Construções, S.A. | 1,031,341 | 1,154,090 | 792,850 | 917,492 | 359,877 | 467,169 | 6,889 | (2.503) |
| TEIXEIRA DUARTE - Gestão de Participações e Investimentos Imobiliários, S.A. | 884,765 | 949,726 | 144,717 | 227,027 | 52,812 | 45,595 | 24,691 | 26,896 |
| TDGI - Tecnologia de Gestão de Imóveis, S.A. | 39,191 | 34,678 | 26,669 | 21,067 | 57,276 | 53,440 | 4,808 | 3,696 |
| EI01 – Empresa de Serviços Intragrupo, S.A. | 110 | - | 2 | - | - | - | (1) | - |
| | 1,955,407 | 2,138,494 | 964,238 | 1,165,586 | 469,965 | 566,204 | 36,387 | 28,089 |

The equity holdings in subsidiary companies had the following changes in the period ended December 31st 2024 and 2023:

| | Equity holdings | *Goodwill* | Total |
|---|---|---|---|
| Balance on January 1st 2023 | 1,015,926 | 9,751 | 1,025,677 |
| Amortisation | - | (3.250) | (3.250) |
| Effects of the application of the equity method | | | |
| - Effect on the income of the period | 28,089 | - | 28,089 |
| - Effect on equity | (67.407) | - | (67.407) |
| - Dividends received | (3.700) | - | (3.700) |
| Balance on December 31st 2023 | 972,908 | 6,501 | 979,409 |
| Balance on January 1st 2024 | 972,908 | 6,501 | 979,409 |
| Increase | 60 | - | 60 |
| Amortisation | - | (3.250) | (3.250) |
| Effects of the application of the equity method | | | |
| - Effect on the income of the period | 36,387 | - | 36,387 |
| - Effect on equity | (11.836) | - | (11.836) |
| - Dividends received | (6.400) | - | (6.400) |
| Balance on December 31st 2024 | 991,120 | 3,251 | 994,370 |

The increase recorded in the period ended December 31st 2024 (Note 4), refers to the coverage of negative retained earnings (1 thousand euros), the establishment of free reserves (10 thousand euros), and a share capital increase of EI01 – Empresa de Serviços Intragrupo, S.A. (49 thousand euros).

The detail of the investment in subsidiaries in the periods ended December 31st 2024 and 2023 is as follows:

| | Equity holdings | |
|---|---|---|
| | 31/12/2024 | 31/12/2023 |
| TEIXEIRA DUARTE - Engenharia e Construções, S.A. | 238,491 | 236,598 |
| TEIXEIRA DUARTE - Gestão de Participações e Investimentos Imobiliários, S.A. | 740,048 | 722,699 |
| TDGI - Tecnologia de Gestão de Imóveis, S.A. | 12,522 | 13,611 |
| EI01 – Empresa de Serviços Intragrupo, S.A. | 59 | - |
| | 991,120 | 972,908 |

The effect of the application of the equity method in the periods ended December 31st 2024 and 2023, may be detailed as follows:

| | Gains / Losses | | Adjustments in equity | | Dividends | | Increases / Reductions | |
|---|---|---|---|---|---|---|---|---|
| | 2024 | 2023 | 31/12/2024 | 31/12/2023 | 2024 | 2023 | 2024 | 2023 |
| TEIXEIRA DUARTE - Engenharia e Construções, S.A. | 6,889 | (2.503) | (4.995) | (48.218) | - | - | - | - |
| TEIXEIRA DUARTE - Gestão de Participações e Investimentos Imobiliários, S.A. | 24,691 | 26,896 | (7.342) | (19.222) | - | - | - | - |
| TDGI - Tecnologia de Gestão de Imóveis, S.A. | 4,808 | 3,696 | 502 | 33 | (6.400) | (3.700) | - | - |
| TDGI - Tecnologia de Gestão de Imóveis, S.A. | (1) | - | (1) | - | - | - | 60 | - |
| | 36,387 | 28,089 | (11.836) | (67.407) | (6.400) | (3.700) | 60 | - |

## 8. GAINS / LOSSES ATTRIBUTED TO SUBSIDIARIES

In the periods ended December 31st 2024 and 2023 the Company recorded the following changes in investments in subsidiary financial holdings:

| | 2024 | 2023 |
|---|---|---|
| Income: | | |
| Application of the equity method | 36,388 | 30,592 |
| | 36,388 | 30,592 |
| Expenses: | | |
| Application of the equity method | (1) | (2.503) |
| | (1) | (2.503) |
| | 36,387 | 28,089 |

## 9. OTHER FINANCIAL INVESTMENTS

In the periods ended December 31st 2024 and 2023, other financial investments had the following breakdown:

| | 2024 | | | 2023 | | |
|---|---|---|---|---|---|---|
| | Gross amounts | Losses due to accumulated impairment | Net amounts | Gross amounts | Losses due to accumulated impairment: | Net amounts |
| Investments in subsidiaries: | | | | | | |
| Granted loans | 50 | - | 50 | - | - | - |
| | 50 | - | 50 | - | - | - |

As per the unanimous written resolution dated December 9th 2024 (Minutes No. 9) of EI01 – Empresa de Serviços Intragrupo, S.A., supplementary capital contributions were constituted, subject to the supplementary contributions regime, that is, monetary, with no interest due, amounting to 50 thousand euros.

## 10. REVENUE

In the periods ended December 31st 2024 and 2023, the revenue recognised by the company was broken down as follows:

| | 2024 | 2023 |
|---|---|---|
| Services rendered | 3,765 | 3,512 |
| Interests (Notes 5 and 16) | 586 | - |
| | 4,351 | 3,512 |

In the periods ended December 31st 2024 and 2023, the revenue with related parties reached the amounts of 3.765 thousand euros and 3.512 thousand euros, respectively (Note 5).

In the periods ended December 31st 2024 and 2023, the services rendered by the Company were geographically distributed as follows:

| | 2024 | 2023 |
|---|---|---|
| Portugal | 3,765 | 3,512 |
| | 3,765 | 3,512 |

## 11. CONTINGENT LIABILITIES

**Contingent Liabilities - Tax Inspections:**

As a result of inspections carried out by the Tax and Customs Authority (AT) regarding the calculation of Corporate Income Tax (IRC) for the periods of 2017, 2018, 2019, and 2020 owed by the taxed group under the Special Taxation Regime for Groups of Companies (RETGS), article 69 and following of the Corporate Income Tax Code, of which TEIXEIRA DUARTE, S.A. is the current parent company, the following corrections were made:"

| | Corrected tax |
|---|---|
| 2017 | 663 |
| 2018 | 871 |
| 2019 | 528 |
| 2020 | 466 |
| | 2,528 |

This correction stems from the Tax and Customs Authority (TA) having a different understanding regarding the use of deductions from the taxable amount provided for in article 90 of the Corporate Income Tax Code for Municipal and State Surcharges determined under the application of RETGS, which was judicially contested by TEIXEIRA DUARTE, S.A., as the parent company It is informed that this correction, also made by the AT for the periods from 2013 to 2016, had been contested by TEIXEIRA DUARTE, S.A., and was upheld in its favour even at the administrative level. In January 2024, TEIXEIRA DUARTE, S.A. obtained a favourable decision regarding the 2017 process, from which the TA did not appeal to higher courts, and the cancellation of the corresponding bank guarantee was subsequently requested. In September 2024, TEIXEIRA DUARTE, S.A. obtained favourable decisions on this matter regarding the 2018 and 2019 financial years, from which the Tax Authority did not appeal.

**TEIXEIRA DUARTE, S.A.**, as the parent company, was also notified of the Conclusions Report on the inspection conducted by the TA on the IRC due under the RETGS for the period of 2015, which determined a correction to the taxable income calculated, in the amount of 22.710 thousand euros. This correction, concerning the use of 'slack' identified in previous periods, related to Net Financing Costs (under article 67 of the Corporate Income Tax Code), was subject to dispute.

Moreover, **TEIXEIRA DUARTE, S.A.**, as the parent company, was notified of the Conclusions Report on the inspection conducted by the TA on the IRC due under the RETGS for the period of 2018, which determined a correction to the taxable income calculated, in the amount of 6.305 thousand euros. This correction was promptly contested, as the TA did not substantiate its reasoning.

The subsidiary **TEIXEIRA DUARTE – Engenharia e Construções, S.A.**, a company whose share capital is directly owned by 100% by TEIXEIRA DUARTE, S.A., was subject to a correction by the Tax and Customs Authority (TA) to the taxable profit for the period of 2018, in the amount of 3.495 thousand euros, for the period of 2019, in the amount of 9.264 thousand euros, and for the period of 2020, in the amount of 2.516 thousand euros (which includes both favourable and unfavourable corrections). Disagreeing with the interpretation of the Tax Authority (TA) in refusing the tax deductibility of impairment losses on receivables, TEIXEIRA DUARTE, S.A., as the parent company, contested the amount of 2.826 thousand euros for the year 2018, 4.641 thousand euros for the year 2019, and 2.535 thousand euros for

the year 2020. In September 2024, TEIXEIRA DUARTE, S.A. obtained favourable decisions on this matter regarding the 2018 and 2019 financial years, from which the Tax Authority did not appeal.

Also, not agreeing with the TA's correction regarding the reversal of taxed impairment losses, TEIXEIRA DUARTE, S.A., as the parent company, contested the amount of 3.504 thousand euros for the year 2019.

Finally, the corrections for the year 2020 include the non-deductibility of 709 thousand euros related to cross-border transfers and their respective autonomous taxation, which were also contested.

Following inspections carried out for the years 2011 and 2013 by the Tax and Customs Authority (TA) on the accounting elements of TEIXEIRA DUARTE - Gestão de Participações e Investimentos Imobiliários, S.A., a company whose share capital is directly owned by 100% by TEIXEIRA DUARTE, S.A., the AT made corrections to the initially calculated tax losses, as detailed below:

| | Calculated tax loss | TA correction |
|---|---|---|
| 2011 | 12,779 | 3,212 |
| 2013 | 26,221 | 5,000 |

The correction of the period of 2011 (*id est* 3.212 thousand euros) results from the disregard, as a taxable expense, of the financial charges incurred with the investment made in owned companies, under the form of ancillary payments subject to the supplementary provisions regime.

Given that TEIXEIRA DUARTE - Gestão de Participações e Investimentos Imobiliários, S.A. is subject to Corporate Income Tax (IRC) under the Special Regime for Taxation of Groups of Companies, the correction to the tax loss for 2011 resulted in additional IRC assessments and compensatory interests issued to the parent company of that period (i.e., TEIXEIRA DUARTE – Engenharia e Construções, S.A.), which contested them *judicially*. Regarding this matter, and based on fundamentally similar supporting arguments from the Tax Authority (TA), TEIXEIRA DUARTE - Gestão de Participações e Investimentos Imobiliários, S.A. was notified of similar corrections for the periods of 2007, 2008, 2009, 2010, and 2012. It is hereby informed that as of December 31st 2024, the parent companies of those periods obtained favourable decisions from the Higher Courts, expecting a similar outcome for the period still in dispute.

The correction to the tax loss for the year 2013, amounting to 5 million euros, solely relates to the incorrect application, according to the TA, of Article 51 of the Corporate Income Tax Code. This correction was judicially contested by TEIXEIRA DUARTE, S.A., as the parent company. In May 2024, TEIXEIRA DUARTE, S.A. obtained a favourable decision on this matter, as a result of which the Tax Authority annulled the contested adjustment – amounting to 5 million euros.

**Contingent Liabilities - State Aid (ZFM - Madeira Free Trade Zone):**

The entities TDO – Investimento e Gestão, S.A. and TDO – Sociedade Gestora de Participações Sociais, S.A., 100% indirectly owned by TEIXEIRA DUARTE, S.A., maintained economic activities in the Madeira Free Trade Zone (ZFM) from 2012 to 2016 and from 2012 to 2017, respectively, having benefited from tax advantages under the legal framework applicable to entities based in the ZFM.

Following a Decision by the European Commission, these tax benefits were considered 'illegal state aid' to which the company was not entitled. The Decision was contested by the Portuguese Republic and the Autonomous Region of Madeira before the General Court of the European Union. Since the appeal to the General Court of the European Union was dismissed, an appeal has been lodged with the Court of Justice of the European Union, and there has been no decision to date. The challenges having been dismissed, both the Republic of Portugal and the Autonomous Region of Madeira have appealed to the Court of Justice of the European Union, having both appeals dismissed as well.

The Tax and Customs Authority (TA) issued CIT (IRC) assessments for the years in question, totalling 12.382 thousand euros. In December 2023, legal challenges were filed against these assessments, but no decision has yet been made.

The object of the legal challenges filed was not the European Commission's decision, but the defects in the CIT assessments themselves, namely the expiry and prescription defects, lack of reasoning, ‘indirect methodology’ and calculation errors in determining the amounts.

As shown on the TA's portal, the suspension of enforcement of these assessments was declared.

Considering the facts previously described and taking into account the legal opinion issued by an external lawyer, which concludes that the risk of unsuccessful judicial challenges is unlikely, the Management of Teixeira Duarte, S.A. believes that the referred events do not meet the criteria for recognising a provision in the subsidiaries.

**Other contingencies**

In a price-fixing operation amounting to €4,000,000.00, TDVIA – Sociedade Imobiliária, S.A., a company indirectly owned 100% by TEIXEIRA DUARTE, S.A., as of December 31st 2023, assumed the risk and obligation to pay third parties variable amounts in the future for the acquisition of land, which are currently not determinable due to conditional variables such as future selling price, based on gross built-up area or potential for construction.

## 12. EFFECTS FROM EXCHANGE RATE CHANGES

The rates used to convert Asset and liabilities expressed in foreign currency to euros as of December 31st 2024 and 2023, are the following:

| | Closing exchange rate | | |
|---|---|---|---|
| Currency | 31/12/2024 | 31/12/2023 | Variation |
| US Dollar (USD) | 1.0389 | 1.1050 | 5.98%) |

## 13. INCOME TAX

"TD, SA" is the dominant company of a group of companies that pay tax under the Special Taxation Regime for Groups of Companies (RETGS), covering all companies in which it directly or indirectly holds at least 75% of the respective equity, provided that the stake in question grants it over 50% of voting rights and that, at the same time, have effective headquarters and management in Portugal and pay tax under the general Corporate Income Tax regime ("IRC").

The Company is subject to Corporate Income Tax, at the rate of 21%, incurring on taxable income. It should be noted that with the entry into force of the State Budget for 2025, the nominal corporate income tax rate will be reduced from 21 per cent to 20 per cent.

If taxable profit is determined for the period, it is also subject to Municipal Surcharge, with a rate that can vary up to a maximum of 1.5%, as well as State Surcharge, applicable to the portion of taxable profit exceeding the amounts of 1.500.000,00 euros, 7.500.000,00 euros and 35.000.000,00 euros, at rates of 3%, 5%, and 9%, respectively.

It is also subject to autonomous taxation, on fees and expenditure, charges and expenses provided for in Article 88 of the Corporate Income Tax Code.

It should be noted that, following the approval of the State Budget Law for 2023, which entered into force on January 1st 2023, tax losses available for carry forward as of that date are now subject to an unlimited carry forward period, although their deduction is now limited to 65% of the taxable profit for each period (with the 10 percentage point increase remaining applicable when the deduction involves tax losses incurred in the tax periods of 2020 and 2021)

According to current legislation, tax returns in Portugal are subject to review and correction by the tax authorities for a period of four years, except where there has been deduction of tax losses, or inspections, ongoing complaints or challenges, cases where, depending on the circumstances, that period may be extended or suspended.

The Board of Directors considers that any corrections resulting from tax revisions / inspections to those statements will not have a significant effect on the financial statements reported on December 31st 2024.

The "Period Income Tax" recorded in the income statement represents the sum of the current and deferred tax, being the latter the recognition of temporary differences between the accounting and tax results, as provided for in NCRF 25 - Income taxes.

The ratio, between accounting expenditure and profit, in the periods ended December 31st 2024 and 2023, is as follows:

| | 2024 | 2023 |
|---|---|---|
| Net income of the period | 18,877 | (22.313) |
| Adjustments to taxable profit: | | |
| Permanent differences: | | |
| - to add | 4,526 | 6,597 |
| - to deduct | (45.545) | (35.395) |
| Temporary differences: | | |
| - to add | 18,199 | 49,328 |
| Tax loss | (3.943) | (1.783) |
| Tax base | - | - |
| | | |
| Separate taxation | 2 | 2 |
| Others | 2,020 | 3,766 |
| Current tax | 2,022 | 3,769 |
| Deferred tax | (965) | (652) |
| Income tax expenses | 1,057 | 3,117 |

The changes in deferred tax assets and liabilities in the periods ended December 31st 2024 and 2023, were as follows:

| | 31/12/2024 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Opening balance | Establishment | | Reversal | | Currency translation differences | Adjustment | Closing balance |
| | | Net income | Equity | Net income | Equity | | | |
| Deferred tax assets: | | | | | | | | |
| Reportable tax losses | 14,231 | 796 | - | (1.761) | - | - | (2.318) | 10,948 |
| | 14,231 | 796 | - | (1.761) | - | - | (2.318) | 10,948 |

| | 31/12/2023 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Opening balance | Establishment | | Reversal | | Currency translation differences | Adjustment | Closing balance |
| | | Net income | Equity | Net income | Equity | | | |
| Deferred tax assets: | | | | | | | | |
| Reportable tax losses | 18,009 | 374 | - | (1.026) | - | - | (3.126) | 14,231 |
| International double taxation | 32 | - | - | - | - | - | (32) | - |
| | 18,041 | 374 | - | (1.026) | - | - | (3.158) | 14,231 |

Verified constitutions / reversals were recognised as a gain or income for the period under the item “Income tax for the period”.

The adjustment verified in the periods ended on December 31st 2024 and 2023 refers, respectively, to the use and reinforcement of tax losses under the Special Taxation Regime for Corporate Groups (RETGS).

## 14. FINANCIAL INSTRUMENTS

In the periods ended December 31st 2024 and 2023 current and non-current financial assets and liabilities had the following breakdown:

### 14.1 FINANCIAL ASSETS

#### Clients

As of December 31st 2024 and 2023 the item "Clients" was broken down as follows:

| | 31/12/2024 | | |
|---|---|---|---|
| | Non Group | Group (note 5) | Total |
| Clients - current account | - | 9,190 | 9,190 |
| | - | 9,190 | 9,190 |

| | 31/12/2023 | | |
|---|---|---|---|
| | Non Group | Group (note 5) | Total |
| Clients - current account | - | 5,713 | 5,713 |
| | - | 5,713 | 5,713 |

The credit risk of the balance of Clients is detailed in note 21.

In the periods ended December 31st 2024 and 2023, the clients with related parties reached the amounts of 9.190 thousand euros and 5.713 thousand euros, respectively (note 5).

#### Other accounts receivable

As of December 31st 2024 and 2023 the item "Other accounts receivable" was broken down as follows:

| | 31/12/2024 | 31/12/2023 |
|---|---|---|
| | Current | Current |
| Debtors for accrued income | 3 | - |
| Debtors due to accrued income - Related Parties (Note 5) | 1,154 | 3,093 |
| | 1,157 | 3,093 |
| Other debtors: | | |
| Advance payments to trade creditors | 354 | 354 |
| RETGS - Related Parties (Note 5) | 24,945 | 22,132 |
| Related Parties (Note 5) | 693 | 1,588 |
| Others | 6 | 4 |
| | 25,998 | 24,078 |
| | 27,155 | 27,171 |

As of December 31st 2024 and 2023 the item Debtors due to accrued income corresponds to services rendered but not yet invoiced as of the reporting date and includes amounts with related parties totalling 1.154 thousand euros and 3.093 thousand euros, respectively (Note 5).

In the periods ended December 31st 2024 and 2023, the other debtors - RETGS, with the amounts of 24.945 thousand euros and 22.132 thousand euros, respectively, which correspond to receivables under the Special Taxation Regime for Group of Companies (RETGS) (note 5).

In the periods ended December 31st 2024 and 2023, the item "Other credits receivable" - Related Parties includes amounts of 693 thousand euros and 1.588 thousand euros, respectively, which correspond mainly to debt assumption contracts between related parties (Note 5). The decrease in 2024 is due to the offsetting of accounts between the Company and related parties.

### Government and other public entities

As of December 31st 2024 and 2023 the item "Government and other public entities" was broken down as follows:

| | 31/12/2024 | 31/12/2023 |
|---|---|---|
| Government and other public entities: | | |
| Income tax | 3,308 | 3,669 |
| Value added tax | 156 | 173 |
| | 3,464 | 3,842 |

### Deferrals

As of December 31st 2024 and 2023 the item Deferrals had the following breakdown:

| | 31/12/2024 | 31/12/2023 |
|---|---|---|
| Deferrals: | | |
| Costs to be recognised | 436 | 472 |
| | 436 | 472 |

## 14.2 FINANCIAL LIABILITIES

### Suppliers

As of December 31st 2024 and 2023 the item Trade creditors had the following breakdown:

| | 31/12/2024 | | |
|---|---|---|---|
| | Non-Group | Group (Note 5) | Total |
| Trade creditors - current account | 1,045 | 4,485 | 5,530 |
| | 1,045 | 4,485 | 5,530 |

| | 31/12/2023 | | |
|---|---|---|---|
| | Non-Group | Group (Note 5) | Total |
| Trade creditors - current account | 655 | 87,173 | 87,828 |
| | 655 | 87,173 | 87,828 |

The liquidity risk of the balance of Suppliers is detailed in note 21.

In the periods ended December 31st 2024 and 2023, the trade creditors with related parties reached the amounts of 4.485 thousand euros and 87.173 thousand euros, respectively (Note 5).

**Other payable debts**

As of December 31st 2024 and 2023 the item Other payable debts had the following breakdown:

| | 31/12/2024 | | 31/12/2023 | |
|---|---|---|---|---|
| | Current | Non-current | Current | Non-current |
| Creditors due to accrued expenses - Other | 2,025 | - | 8,302 | - |
| Creditors due to accrued expenses - Staff | 304 | | 401 | |
| Creditors due to accrued expenses - Related Parties (Note 5) | 1,599 | | 12,281 | |
| | 3,928 | - | 20,984 | - |
| Other creditors: | | | | |
| RETGS - Related Parties (Note 5) | 38,185 | - | 36,346 | - |
| Related Parties (Note 5) | 487.386 | - | 342.851 | 46.746 |
| Others | 1.080 | - | 91 | - |
| | 526.651 | - | 379.288 | 46.746 |
| | 530.579 | - | 400.272 | 46.746 |

The liquidity risk of the Other accounts payable balance is detailed in Note 21.

In the periods ending December 31st 2024 and 2023, creditors for accrued expenses - Other and creditors for accrued expenses - Related parties essentially refer to interests and similar charges payable. The decrease in 2024 is essentially due to the renegotiation of the Debt, and until the contract was formalised, Teixeira Duarte Group benefited from a reduction in the interest rate, thus contributing to the reduction in financing costs with external entities as well as treasury support within the Group.

In the periods ended December 31st 2024 and 2023, other creditors - RETGS, in the amounts of 38.185 thousand euros and 36.346 thousand euros, respectively, refer to amounts receivable under the Special Taxation Regime for Groups of Companies (RETGS) (Note 5).

In the periods ending December 31st 2024 and 2023, the item other creditors - Related parties totalled 487.385 thousand euros and 389.597 thousand euros, respectively, referring to debts to related parties; the increase is due to the signing of loan agreements and the offsetting of accounts between related parties.

**Government and other public entities**

As of December 31st 2024 and 2023 the item “Government and other public entities” was broken down as follows:

| | 31/12/2024 | 31/12/2023 |
|---|---|---|
| Government and other public entities: | | |
| Income tax | - | 6,426 |
| Withheld income tax | 59 | 27 |
| Social Security contributions | 17 | 17 |
| | 76 | 6,470 |

The liquidity risk of the balance of State and other public entities is detailed in note 21.

**Financing obtained**

As of December 31st 2024 and 2023 the item Financing obtained (current and non-current) had the following breakdown:

| | | 31/12/2024 | | |
|---|---|---|---|---|
| | | Current | Non-current | Total |
| Bank loans | a) | 61,292 | 167,464 | 228,756 |
| Bank overdrafts | a) | 6,543 | - | 6,543 |
| Securities market - commercial paper | b) | 6,632 | 2,868 | 9,500 |
| Subsidiaries, associated companies and joint-ventures | Note 5 | 110,260 | - | 110,260 |
| | | 184,727 | 170,332 | 355,059 |

| | | 31/12/2023 | | |
|---|---|---|---|---|
| | | Current | Non-current | Total |
| Bank loans | a) | 35,832 | 186,035 | 221,867 |
| Bank overdrafts | a) | 6,222 | - | 6,222 |
| Securities market - commercial paper | b) | 3,747 | 5,753 | 9,500 |
| Subsidiaries, associated companies and joint-ventures | Note 5 | 104,635 | - | 104,635 |
| | | 150,436 | 191,788 | 342,224 |

The liquidity risk of the Financing obtained balance is detailed in note 21.

In the periods ended December 31st 2024 and 2023, the Financing obtained with related parties reached the amounts of 110.260 thousand euros and 104.635 thousand euros, respectively (note 5).

During the period ended December 31st 2024, the changes in the Financing obtained were as follows:

| | 31/12/2024 | | | | |
|---|---|---|---|---|---|
| | Opening balance | Increase | Decrease | Transfers | Closing balance |
| Bank Loans (a) | 221,867 | - | - | 6,889 | 228,756 |
| Bank overdrafts (a) | 6,222 | 321 | - | - | 6,543 |
| Securities market - commercial paper (b) | 9,500 | 28,550 | (28.550) | - | 9,500 |
| Subsidiaries, associated companies and joint-ventures | 104,635 | 114,810 | (130.735) | 21,550 | 110,260 |
| Other financing | - | 38,580 | - | (38.580) | - |
| | 342,224 | 182,261 | (159.285) | (10.141) | 355,059 |

In the period ending December 31st 2024, the amounts transferred from bank loans refer to accrued and unpaid interest converted into financing.

In the period ending December 31st 2024, the transfer amounts in subsidiaries, associates, joint ventures and other lenders refer to the matching of accounts between related entities.

During the period ended December 31st 2023, the changes in the Financing obtained were as follows:

| | 31/12/2023 | | | | |
|---|---|---|---|---|---|
| | Opening balance | Increase | Decrease | Transfers | Closing balance |
| Bank Loans (a) | 226,479 | - | (4.612) | - | 221,867 |
| Bank overdrafts (a) | 6,576 | - | (354) | - | 6,222 |
| Securities market - commercial paper (b) | 8,850 | 72,100 | (71.450) | - | 9,500 |
| Subsidiaries, associated companies and joint-ventures | 77,540 | 104,692 | (77.597) | - | 104,635 |
| | 319,445 | 176,792 | (154.013) | - | 342,224 |

On December 31st 2024, the item 'Financing obtained' refers to various operations contracted with various financial institutions and related parties, as part of the debt renegotiation, and until the contract was signed, the Teixeira Duarte Group benefited from an interest rate reduction.

### (a) Bank loans

Bank loans taken out by the Company correspond essentially to:

| Bank | Type of financing | Start date | Due Date | Financing | Currency | Total financing amount - (€) | Ceiling used Company (€) | Ceiling used rest of the group (€) |
|---|---|---|---|---|---|---|---|---|
| Banco BIC, S.A. | Bank loans | 02 January 2020 | 02 July 2025 | Grouped | EUR | 5,038,888 | - | 1,725 |
| Banco BIC, S.A. | Escrow account | 07 November 2014 | 31 December 2033 | Grouped | EUR | 8,233,135 | - | 2,500 |
| Banco BIC, S.A. | Escrow account | 06 August 2015 | 31 December 2033 | Grouped | EUR | 5,336,960 | 10,190 | - |
| Banco Comercial Português, S.A. | Bank loans | 05 January 2009 | 17 June 2035 | Grouped | EUR | 32,014,909 | 145,873 | - |
| Banco Comercial Português, S.A. | Bank loans | 12 August 2016 | 30 December 2033 | Grouped | EUR | 8,642,943 | - | 8,255 |
| Banco Comercial Português, S.A. | Bank loans | 27 November 2017 | 30 December 2033 | Grouped | EUR | 145,180,522 | 32 | 31,983 |
| Caixa Geral de Depósitos, S.A. | Bank loans | 22 September 2014 | 17 June 2035 | Grouped | EUR | 7,147,335 | 72,661 | - |
| Caixa Geral de Depósitos, S.A. | Bank loans | 22 September 2014 | 15 January 2025 | Grouped | EUR | 7,147,335 | - | 13,484 |
| Caixa Geral de Depósitos, S.A. | Bank loans | 12 August 2016 | 30 December 2033 | Grouped | EUR | 6,101,339 | - | 7,867 |
| Novo Banco, S.A. | Bank overdrafts | 01 February 2007 | 31 December 2033 | Grouped | EUR | - | 6,543 | 8,693 |
| Banco Comercial Português, S.A. | Bank loans | 12 August 2016 | 30 December 2033 | Grouped | EUR | 85,869,152 | - | 5,827 |
| Santander | Escrow account | 31 October 2012 | 31 December 2033 | Grouped | EUR | 11,615,334 | - | - |
| Banco Comercial Português, S.A. | Escrow account | 27 June 2014 | 31 December 2033 | Grouped | EUR | 4,825,000 | - | 7,445 |
| | | | | | | 327,152,850 | 235,299 | 87,779 |

### (b) Commercial paper

As of December 31st 2024, the Company has been negotiating the following commercial paper programs:

| Bank | Type of financing | Start date | Due Date | Financing | Currency | Total financing amount - (€) | Ceiling used Company (€) | Ceiling used rest of the group (€) |
|---|---|---|---|---|---|---|---|---|
| Novo Banco, S.A. | Commercial paper | 30 December 2013 | 31 December 2033 | Grouped | EUR | 180,200 | - | 180,200 |
| Novo Banco, S.A. | Commercial paper | 28 December 2015 | 13 June 2025 | Grouped | EUR | 34,000 | - | 34,000 |
| Novo Banco, S.A. | Commercial paper | 28 December 2015 | 15 June 2027 | Grouped | EUR | 64,400 | 9,500 | 54,900 |
| Novo Banco, S.A. | Commercial paper | 14 January 2016 | 31 December 2033 | Grouped | EUR | 12,500 | - | 12,500 |
| | | | | | | 291,100 | 9,500 | 281,600 |

The financing obtained mentioned above is refundable according to the following repayment periods:

| | 31/12/2024 | 31/12/2023 |
|---|---|---|
| Less than one year | 184,727 | 150,436 |
| 1 to 2 years | 21,352 | 21,373 |
| 2 to 3 years | 18,657 | 21,352 |
| 3 to 4 years | 18,570 | 18,739 |
| 4 to 5 years | 18,570 | 18,570 |
| More than 5 years | 93,183 | 111,754 |
| | 355,059 | 342,224 |

To guarantee the financing obtained above, were set up and various mortgages and pledges (Note 15).

## 15. GUARANTEES AND COMMITMENTS

### Guarantees

As of December 31st 2024 and 2023, the Company had provided third parties with bank guarantees and sureties, as follows:

| | 31/12/2024 | 31/12/2023 |
|---|---|---|
| Bank guarantees | 1,226 | 2,696 |
| | 1,226 | 2,696 |

The guarantee provided in the year ending December 31st 2024 refers to the suspension of a tax enforcement process related to the 2018 corporate income tax.

The reduction in 2024 is due to the fact that the bank guarantees were replaced by promissory notes provided by its subsidiary TGPII.

In addition to the guarantees indicated above, the following pledges and mortgages were also provided:

| Bank | Type of financing | Start date | Due Date | Amount | Collateral |
|---|---|---|---|---|---|
| Banco BIC, S.A. | Escrow account | 06 August 2015 | 31 December 2033 | 10,190 | BG issued by BIC AO (25M €) to BIC PT ; Mortgage building nº 2554 (TD Branch Angola) Commercial Complex and Work Shops Automobile Pole - Talatona |
| Banco Comercial Português, S.A. | Bank loans | 05 January 2009 | 17 June 2035 | 145,874 | Full pledge of shares: Soc. Automóvel Angola + Soc. Distribuição Angola + TDSP Brasil + TD Angola Lda \| Mortgage of Angolan Hotels: Alvalade and Baía\| Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Banco Comercial Português, S.A. | Bank loans | 12 August 2016 | 30 December 2033 | 8,255 | Mortgage of: (i) Plot 26 of the Magnólia Development (TDAM), (ii) Land plot designated Troviscais (TDAM), (iii) Leziria Park II (TDVIA), (iv) Vila Rio (TDVIA), (v) Land plot designated Jardins da Póvoa and Logistics Park of Póvoa (TDVIA). \| Full pledge of shares: Soc. Automóvel Angola + Soc. Distribuição Angola + TDSP Brasil + TD Angola Lda \| Mortgage of Angolan Hotels: Alvalade and Baía\| Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Banco Comercial Português, S.A. | Bank loans | 27 November 2017 | 30 December 2033 | 32,015 | Full pledge of shares: Soc. Automóvel Angola + Soc. Distribuição Angola + TDSP Brasil + TD Angola Lda \| Mortgage of Angolan Hotels: Alvalade and Baía\| Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Caixa Geral de Depósitos, S.A. | Bank loans | 22 September 2014 | 17 June 2035 | 83,334 | Full pledge of shares: Soc. Automóvel Angola + Soc. Distribuição Angola + TDSP Brasil + TD Angola Lda \| Mortgage of Angolan Hotels: Alvalade and Baía\| Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Caixa Geral de Depósitos, S.A. | Bank loans | 22 September 2014 | 15 January 2025 | 2,810 | Full pledge of shares: Soc. Automóvel Angola + Soc. Distribuição Angola + TDSP Brasil + TD Angola Lda \| Mortgage of Angolan Hotels: Alvalade and Baía\| Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Caixa Geral de Depósitos, S.A. | Bank loans | 12 August 2016 | 30 December 2033 | 5,827 | Mortgage of: (i) Plot 26 of the Magnólia Development (TDAM), (ii) Land plot designated Troviscais (TDAM), (iii) Leziria Park II (TDVIA), (iv) Vila Rio (TDVIA), (v) Land plot designated Jardins da Póvoa and Logistics Park of Póvoa (TDVIA). \| Full pledge of shares: Soc. Automóvel Angola + Soc. Distribuição Angola + TDSP Brasil + TD Angola Lda \| Mortgage of Angolan Hotels: Alvalade and Baía\| Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Novo Banco, S.A. | Bank loans | 12 August 2016 | 30 December 2033 | 7,867 | Mortgage of: (i) Plot 26 of the Magnólia Development (TDAM), (ii) Land plot designated Troviscais (TDAM), (iii) Leziria Park II (TDVIA), (iv) Vila Rio (TDVIA), (v) Land plot designated Jardins da Póvoa and Logistics Park of Póvoa (TDVIA). \| Full pledge of shares: Soc. Automóvel Angola + Soc. Distribuição Angola + TDSP Brasil + TD Angola Lda \| Mortgage of Angolan Hotels: Alvalade and Baía\| Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Novo Banco, S.A. | Bank overdrafts | 01 February 2007 | 31 December 2033 | 6,543 | Full pledge of shares: Soc. Automóvel Angola + Soc. Distribuição Angola + TDSP Brasil + TD Angola Lda \| Mortgage of Angolan Hotels: Alvalade and Baía\| Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Novo Banco, S.A. | Commercial paper | 30 December 2013 | 31 December 2033 | 180,200 | Pledge of: (i) All shares of EPOS (TDEC), (ii) All shares of C+ PA (TEDAL), (iii) 762.813 participation units of the Closed investment fund TDF (TDGPII) and mortgage of: (i) Industrial pole of Montijo (TDGPII), (ii) 8 land plots (V8), (iii) 6 land plots (Quinta do Cravel). \| Full pledge of shares: Soc. Automóvel Angola + Soc. Distribuição Angola + TDSP Brasil + TD Angola Lda \| Mortgage of Angolan Hotels: Alvalade and Baía\| Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Novo Banco, S.A. | Commercial paper | 28 December 2015 | 13 June 2025 | 34,000 | Pledge of 1.045.610 shares of Recolte Espanha (TEDAL) + Pledge of 50% of the shares of TDE (TDGPII). \| Full pledge of shares: Soc. Automóvel Angola + Soc. Distribuição Angola + TDSP Brasil + TD Angola Lda \| Mortgage of Angolan Hotels: Alvalade and Baía\| Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Novo Banco, S.A. | Commercial paper | 28 December 2015 | 15 June 2027 | 64,400 | Pledge of 1.045.610 shares of Recolte Espanha (TEDAL) + Pledge of 50% of the shares of TDE (TDGPII). \| Full pledge of shares: Soc. Automóvel Angola + Soc. Distribuição Angola + TDSP Brasil + TD Angola Lda \| Mortgage of Angolan Hotels: Alvalade and Baía\| Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Novo Banco, S.A. | Commercial paper | 14 January 2016 | 31 December 2033 | 12,500 | Pledge of all TDGI shares. \| Full pledge of shares: Soc. Automóvel Angola + Soc. Distribuição Angola + TDSP Brasil + TD Angola Lda \| Mortgage of Angolan Hotels: Alvalade and Baía\| Mortgage Hotels Mozambique: Avenida and Tivoli Beira |

As of December 31st 2024 the Company had issued comfort letters in favour of Group companies as follows:

| | Currency Amount | Currency | Amount in thousand euros |
|---|---|---|---|
| TEIXEIRA DUARTE - Engenharia e Construções, S.A. | 1,600,000 | EUR | 1,600 |
| | 1,600,000 | EUR | 1,600 |

## 16. FINANCIAL RESULTS

In the periods ended December 31st 2024 and 2023, Financial results were broken down as follows:

| | 2024 | 2023 |
|---|---|---|
| Financial expenses and losses: | | |
| Supported interests | (18.668) | (46.662) |
| Unfavourable exchange rate differences | - | (4) |
| Other financing expenses | (1.124) | (3.662) |
| | (19.792) | (50.328) |
| Financial income and gains: | | |
| Interests obtained (Note 10) | 586 | - |
| Favourable exchange rate differences | 7 | - |
| | 593 | - |
| | (19.199) | (50.328) |

As part of the debt renegotiation, and until the contract was signed, the Teixeira Duarte Group benefited from an interest rate reduction, thus contributing to the reduction in financing costs with external entities as well as cash flow support within the Group.

In the period ended December 31st 2024, interests earned with related parties amounted to 586 thousand euros.

In the periods ended December 31st 2024 and 2023, Interests born with related parties reached the amounts of 13.208 thousand euros and 33.961 thousand euros, respectively (Note 5).

## 17. STAFF EXPENSES

Throughout the periods ended December 31st 2024 and 2023, the average number of employees hired directly by Portugal was 8 and 9 people, respectively.

In the periods ended on those dates, staff expenses had the following breakdown:

| | 2024 | 2023 |
|---|---|---|
| Remuneration of the corporate bodies | 795 | 722 |
| Staff remuneration | - | 15 |
| Charges on remunerations | 154 | 151 |
| Insurances covering accidents at work and occupational diseases | 3 | 4 |
| Social work costs | 31 | 36 |
| Other expenses with staff | 45 | 53 |
| | 1,028 | 981 |

## 18. EXTERNAL SUPPLIES AND SERVICES

In the periods ended December 31st 2024 and 2023, the heading Supplies and external services had the following breakdown:

| | 2024 | 2023 |
|---|---|---|
| Subcontracts | 2 | - |
| Expert services | 3,224 | 613 |
| Materials | - | 1 |
| Energy and fluids | - | 1 |
| Travel, accommodation and transport | 75 | 63 |
| Sundry services | 2,636 | 2.531 |
| | 5.937 | 3.209 |

The increase in specialised services is essentially due to the costs incurred in monitoring the Framework Agreement.

In the periods ended December 31st 2024 and 2023, the item Sundry services includes the amount of 2.532 thousand euros and 2.428 thousand euros, respectively, corresponding to the use of the head office building at Lagoas Park.

In the periods ended December 31st 2024 and 2023, the Supplies and external services with related parties reached the amounts of 2.037 thousand euros and 35 thousand euros, respectively (Note 5).

## 19. OTHER INCOME

In the periods ended December 31st 2024 and 2023 Other income and gains were as follows:

| | 2024 | 2023 |
|---|---|---|
| Estimated surplus for tax | - | 1.032 |
| Others | 7.452 | 14 |
| | 7.452 | 1.046 |

In the period ending December 31st 2024, the Other heading includes the amount of 6.426 thousand euros, arising from the settlement of credit balances, as well as the amounts of 706 thousand euros and 211 thousand euros, relating to compensatory interest and late payment interest, respectively, from IRC lawsuits, with favourable decisions for the company.

## 20. OTHER EXPENSES

In the period ended on December 31st 2024 and 2023 the heading “Other expenses and losses” had the following breakdown:

| | 2024 | 2023 |
|---|---|---|
| Taxes and fees | 57 | 39 |
| Uncollectible debts | - | 18 |
| Levies | 1 | 1 |
| Insufficient tax estimate | 258 | - |
| Others | 54 | 251 |
| | 370 | 309 |

## 21. FINANCIAL RISK MANAGEMENT

General Principles

The Company is exposed to a set of financial risks resulting from its activity, of which the following should be emphasized:

– Interest rate risks arising from financial liabilities;

– Credit risk, particularly from Clients' credits related to the company's operating activity;

– Liquidity risk, regarding the maintenance of a cash-flow balance.

The Company's Financial Management ensures centralized management of financing operations, investment of cash surpluses, foreign exchange transactions as well as the management of the company's counterpart risk.

Moreover, it is responsible for the identification, quantification and proposal and implementation of management / mitigation measures of the financial risks to which the Company is exposed.

The main financial risks to which the Company is exposed, and the main measures implemented in the scope of its management are detailed below.

### (a) Interest Rate Risk

The purpose of the interest rate risk management policy is to minimise the cost of debt subject to maintaining a low level of financial burden volatility.

As of December 31st 2024 and 2023 financial liabilities consist entirely (100%) of variable interest rate.

If market interest rates had been 1% lower during the periods ended December 31st 2024 and 2023, the financial results of those periods would have increased by 3.507 thousand euros and 3.296 thousand euros, respectively. If the same market interest rates had, on the contrary, been 1% higher during the same periods, financial results would have decreased by 3.507 thousand euros and 3.296 thousand euros, respectively.

### (b) Credit Risk

As of December 31st 2024 and 2023, the balances of accounts receivable from clients (Note 14.1) for which no adjustments were recorded, given that the Board of Directors considers that they are achievable, are as follows:

| | 31/12/2024 | 31/12/2023 |
|---|---|---|
| Balances: | | |
| Not dues | 4.511 | 278 |
| Up to 180 days | 31 | - |
| From 180 to 360 days | 27 | 211 |
| More than 360 days | 4.621 | 5.224 |
| | 9.190 | 5.713 |

(a) In the periods ended on December 31st 2024 and 2023, the balances of accounts receivable with more than 360 days, in the amounts of 4.621 thousand euros and 5.224 thousand euros, respectively, are with related parties.

### c) Liquidity Risk

This risk can occur if sources of financing, such as operating cash flows, divestment, credit lines and cash flows from financing operations, do not meet financing needs such as cash outflows for operating and financing activities, investments, shareholder compensation and

debt repayment. To mitigate this risk, the Company seeks to maintain a net position and an average debt maturity that allows it to repay its debt within appropriate time frames.

Financial liabilities maturing up to one year are, whenever it's considered appropriate, replaced with medium and long-term maturity.

The maturity of financial liabilities (Note 14.2), as of December 31st 2024 and 2023 , is as follows:

| | 31/12/2024 | | | | |
|---|---|---|---|---|---|
| | Up to 1 year | From 1 to 2 years | From 2 to 3 years | More than 3 years | Total |
| Trade creditors | 5,530 | - | - | - | 5,530 |
| Financing obtained | 184,727 | 21,352 | 18,656 | 130,324 | 355,059 |
| Government and other public entities | 76 | - | - | - | 76 |
| Other payable debts | 530,579 | - | - | - | 530,579 |
| | 720,912 | 21,352 | 18,656 | 130,324 | 891,244 |

| | 31/12/2023 | | | | |
|---|---|---|---|---|---|
| | Up to 1 year | From 1 to 2 years | From 2 to 3 years | More than 3 years | Total |
| Trade creditors | 87,828 | - | - | - | 87,828 |
| Financing obtained | 150,436 | 21,373 | 21,352 | 149,063 | 342,224 |
| Government and other public entities | 6,470 | - | - | - | 6,470 |
| Other payable debts | 400,272 | 46,746 | - | - | 447,018 |
| | 645,006 | 68,119 | 21,352 | 149,063 | 883,540 |

## 22. CAPITAL

### Share Capital

As of December 31st 2024 and 2023 , the Company's paid-in capital is fully subscribed and fulfilled, consisting of 420 000 000 shares with a nominal value of 0,50 euro each.

As of December 31st 2024 and 2023, the Company's share capital was 210.000 thousand euros.

### Legal Reserve

Commercial legislation states that at least 5% of the annual net income must be allocated to the strengthening of the Legal Reserve until it represents at least 20% of capital. This reserve is not distributable unless in the event of the Company's liquidation but can be used to absorb losses after the other reserves have been exhausted or incorporated into the capital.

As of December 31st 2024 and 2023, the Company's Legal reserve was 42.000 thousand euros.

### Other Reserves

Other reserves are composed solely and exclusively of free reserves. As of December 31st 2024 and 2023 , Other reserves were on the amount of 242.551 thousand euros.

### Allocation of results

By decision of the General Meeting, held on May 22nd 2024, the accounts of the period 2023 were approved and was decided that the Net Result in the negative amount of 22.313.320,96 € (twenty-two million, three hundred thirteen thousand, three hundred twenty euros and ninety-six cents) should be applied as follows:

| | Amount |
|---|---|
| Retained earnings | (22.313) |
| | (22.313) |

As presented in the Management Report, the proposed allocation of results for the period ended December 31st 2024, amounting to 18.876.671,94 € (eighteen million eight hundred seventy-six thousand six hundred seventy-one euros and ninety-four cents), is as follows:

| | Amount |
|---|---|
| Retained earnings | 18,877 |
| | 18,877 |

## 23. OTHER INFORMATION

The Board of Directors approved and authorised the issuance of the financial statements for the period of 2024 no on April 24th 2025.

The Board of Directors declares that the Company does not have overdue debts.

The Board of Directors declares that the Company's situation before the Social Security is settled, complying with legal deadlines.

### Additional Disclosures

Total fees invoiced by a statutory auditor's company for the statutory review of the financial statements were as follows:

| | 2024 | 2023 |
|---|---|---|
| Statutory Audit Fees | 74 | 74 |

## 24. EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE

Teixeira Duarte is not aware of any materially relevant fact, with an impact on the financial statements as of December 31st 2024, that has occurred between that date and the present.

Despite this, it should be noted that on March 27th 2025 the Group's credit management subsidiary signed a refinancing agreement with the three main banks. This agreement, which covers more than 90% of the Group's bank loans, made it possible to optimise the cost of the debt and extend its maturity, as shown in the table below.

| | 2024 | 2024 (a) |
|---|---|---|
| 2025 | 247.006 | 156.346 |
| 2026 | 43.118 | 79.691 |
| 2027 | 45.959 | 18.245 |
| 2028 | 40.562 | 15.491 |
| 2029 | 37.754 | 12.683 |
| 2030 and seq. | 297.114 | 429.057 |
| | 711.513 | 711.513 |

(a) Group financing as of December 31st 2024, with the new maturities of the Framework Agreement.

The agreement provides for the amortisation of one of the financing tranches, amounting to 78.266 thousand euros, through the delivery of shares in five real estate collective investment companies, an operation that should be completed in the second half of this year.

This negotiation also includes a new line of bank guarantees totalling 190 million euros, which will strengthen the Group's financial stability and the development of its activities, particularly in the construction sector.

These circumstances, combined with the Group's expectations for the future development of its business, will make it possible to repay the outstanding capital in full.

The Chartered Certified Accountant

The Board of Directors

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Railway Line of Beira Alta, Section Celorico da Beira- Guarda

# Consolidated Financial Statements 2024

REPORT AND ACCOUNTS 2024

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION ON DECEMBER 31ST 2024 AND 2023

| | Notes | 2024 | 2023 |
|---|---|---|---|
| **Non-current assets:** | | | |
| *Goodwill* | 18 | 14.338 | 14.336 |
| Intangible assets | 19 | 15.683 | 18.623 |
| Tangible fixed assets | 20 | 434.651 | 429.451 |
| Investment properties | 21 | 100,197 | 133.332 |
| Usage right | 22 | 22.339 | 18.802 |
| Investments in associated companies and joint-ventures | 7 and 23 | 10.771 | 5.980 |
| Other financial investments at fair value through other comprehensive income | 7 and 24 | 5.038 | 14.211 |
| Deferred tax assets | 26 | 135.351 | 155.577 |
| Clients | 27 | - | 37 |
| Other accounts receivable | 27 | 1.797 | 1.494 |
| Other non-current assets | 30 | 6.141 | 4.900 |
| Total non-current assets | | 746.306 | 796.743 |
| **Current assets:** | | | |
| Inventories | 9 and 10 | 271.143 | 291.430 |
| Clients | 27 | 165.663 | 148.199 |
| Other accounts receivable | 27 | 29.121 | 32.077 |
| Cash and cash equivalents - without security deposits | 29 | 78.239 | 86.345 |
| Cash and cash equivalents - with security deposits | 29 | 15.000 | 15.000 |
| Other non-current assets | 30 | 106.938 | 99.604 |
| | | 666.104 | 672.655 |
| Non-current assets held for sale | 25 | 46.392 | 49.243 |
| Total non-current assets | | 712.496 | 721.898 |
| **Total assets** | 7 | **1.458.802** | **1.518.641** |
| **Equity:** | | | |
| Share Capital | 32 | 210.000 | 210.000 |
| Adjustments of shareholdings in associated companies and joint-ventures | 23 | (1.054) | 93 |
| Currency conversion adjustments | 45 | (608.732) | (587.515) |
| Reserves and retained income | 33 | 521.188 | 518.730 |
| Consolidated net result of the period | 16 | 25.641 | (11.750) |
| Equity attributable to shareholders | | 147.043 | 129.558 |
| Non-controlling interests | 34 | 21.313 | 19.759 |
| **EQUITY TOTAL** | | **168.356** | **149.317** |
| **Non-current liabilities:** | | | |
| Financing obtained | 35 | 464.507 | 506.476 |
| Provisions | 36 | 36.386 | 43.356 |
| Lease liabilities | 38 | 17.057 | 16.209 |
| Deferred tax liabilities | 26 | 89.841 | 91.905 |
| Advance payments from Clients | 37 | - | 46.264 |
| Other payable debts | 37 | 36.767 | 42.454 |
| Other non-current liabilities | 39 | 363 | 1.415 |
| Total non-current liabilities | | 644.921 | 748.079 |
| **Current liabilities:** | | | |
| Financing obtained | 35 | 247.006 | 220.694 |
| Lease liabilities | 38 | 7.667 | 5.292 |
| Trade creditors | 37 | 120.723 | 145.054 |
| Advance payments from Clients | 37 | 165.365 | 135.273 |
| Other payable debts | 37 | 14.457 | 19.348 |
| Other current liabilities | 39 | 81.667 | 87.056 |
| | | 636.885 | 612.717 |
| Non-current assets held for sale | 25 | 8.640 | 8.528 |
| Total current liabilities | | 645.525 | 621.245 |
| **TOTAL LIABILITIES** | 7 | **1.290.446** | **1.369.324** |
| **EQUITY AND LIABILITIES TOTAL** | | **1.458.802** | **1.518.641** |

(Amounts in thousands euros)

The annex notes are an integral part of the consolidated statement of the financial position on December 31st 2024.

# CONSOLIDATED STATEMENTS OF INCOME FOR THE PERIODS ENDED DECEMBER 31ST 2024 AND 2023

| | Notes | 2024 | 2023 |
|---|---|---|---|
| **Operating income:** | | | |
| Sales and services rendered | 7 and 8 | 775,153 | 767,249 |
| Other operating income and gains | 8 | 68,195 | 105,695 |
| Total of operating income | 8 | 843,348 | 872,944 |
| | | | |
| **Operating costs** | | | |
| Cost of goods sold and of the materials consumed | 9 | (233.223) | (222.530) |
| Production changes | 10 | 12,785 | 19,245 |
| External supplies and services | 11 | (285.538) | (334.737) |
| Expenses with staff | 12 | (211.014) | (212.115) |
| Expenses with depreciations and amortisations | 7, 19, 20 and | (36.054) | (32.785) |
| Impairment losses in depreciable / amortisable asset sand Goodwill (losses / reversals) | 7, 19, 20 and | (798) | (1.051) |
| Impairments in receivable accounts (losses / reversals) | 27 | 2,945 | (3.435) |
| Impairments in inventories (losses / reversals) | 9 and 10 | (399) | (584) |
| Provisions (increases/ / reductions) | 7 and 36 | 1,861 | (4.593) |
| Other expenses and losses | 13 | (23.707) | (41.944) |
| Total operating costs | | (773.142) | (834.529) |
| | | | |
| Operating results | 7 | 70,206 | 38,415 |
| | | | |
| Financial costs and losses | 7 and 14 | (46.774) | (94.671) |
| Financial income and gains | 7 and 14 | 23,832 | 76,772 |
| Investment activities results: | | | |
| Gains / Losses attributable to associated companies and joint ventures | 7 and 14 | 1,118 | 501 |
| Other investments gains / (losses) | 7 and 14 | (8.530) | 2,897 |
| Financial results | | (30.354) | (14.501) |
| | | | |
| Results before taxes | 7 | 39,852 | 23,914 |
| Income tax | 15 | (11.722) | (26.903) |
| Consolidated net result of the period | | 28,130 | (2.989) |
| | | | |
| Net income attributable to: | | | |
| Equity holders | 16 | 25,641 | (11.750) |
| Non-controlling interests | 34 | 2,489 | 8,761 |
| | | | |
| **Earnings per share:** | | | |
| Basic (euros) | 16 | 0.06 | (0.03) |
| Diluted (euros) | 16 | 0.06 | (0.03) |

(Amounts in thousand euros)

The notes attached form an integral part of the consolidated statement of the results of the period ending December 31st 2024.

# CONSOLIDATED STATEMENTS OF OTHER COMPREHENSIVE INCOME FOR THE PERIODS ENDED DECEMBER 31ST 2023 AND 2023

| | Notes | 2024 | 2023 |
|---|---|---|---|
| **Consolidated net result of the period** | | **28,130** | **(2.989)** |
| Income and expenses which will not be reclassified for results | | | |
| Other equity variations | | 8,182 | (876) |
| Other financial investments at fair value through other comprehensive income, net of taxes | 24 | 1,015 | 666 |
| Revaluation surplus, net of taxes | 20 | 13,809 | 88,017 |
| | | 23,006 | 87,807 |
| Income and expenses which may subsequently be reclassified for results | | | |
| Currency conversion adjustments | 45 | (30.950) | (167.048) |
| Adjustments of shareholdings in associated companies and joint-ventures | 23 | (1.147) | - |
| | | (32.097) | (167.048) |
| **Result recognised directly in equity** | | **(9.091)** | **(79.241)** |
| **Comprehensive income of the period** | | **19,039** | **(82.230)** |
| Comprehensive income attributable to; | | | |
| Equity holders | | 17,485 | (84.831) |
| Non-controlling interests | | 1,554 | 2,601 |

(Amounts in thousand euros)
The annex notes are an integral part of the consolidated statement of the financial position for the quarter ending December 31st 2024.

# CONSOLIDATED STATEMENTS OF THE CHANGES IN EQUITY FOR THE PERIODS ENDED ON DECEMBER 31ST 2023 AND 2023

| | | | | | Reserves and retained income | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Notes | Capital | Adjustments of shareholdings in associated companies and joint-ventures | Currency conversion adjustments | Reserve Legal | Other Reserves | Fair value reserve - financial Investments | Revaluation reserve Real estate | Results Appropriated | Consolidated net result | **Total equity Attributable to shareholders** | Interests non-controlling | **Total** |
| Balance on January 1st 2024 | 32 | 210,000 | 93 | (587.515) | 42,000 | 265,877 | 720 | 319,557 | (109.424) | (11.750) | **129,558** | 19,759 | **149,317** |
| Comprehensive income of the period: | | | | | | | | | | | | | |
| Consolidated net result of the period | | - | - | - | - | - | - | - | - | 25,641 | **25,641** | 2,489 | **28,130** |
| Variation in the currency conversion adjustments | 45 | - | - | (30.071) | - | - | - | - | - | - | **(30.071)** | (879) | **(30.950)** |
| Variation of the fair value of other investments through other comprehensive income, net of taxes | 24 | - | - | - | - | - | 1,015 | - | - | - | **1,015** | - | **1,015** |
| Revaluation surplus, net of taxes | 20 | - | - | - | - | - | - | 13,193 | - | - | **13,193** | 616 | **13,809** |
| Effect of the application of the equity method | 23 | - | (1.147) | - | - | - | - | - | - | - | **(1.147)** | - | **(1.147)** |
| Others | | - | - | 8,854 | - | - | - | (5.317) | 5,317 | - | **8,854** | (672) | **8,182** |
| Operations with equity owners for the period: | | | | | | | | | | | | | |
| Transfer to results carried forward | | - | - | - | - | - | - | - | (11.750) | 11,750 | - | - | - |
| Balance on December 31st 2024 | | 210,000 | (1.054) | (608.732) | 42,000 | 265,877 | 1,735 | 327,433 | (115.857) | 25,641 | **147,043** | 21,313 | **168,356** |

| | | | | | Reserves and retained income | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Notes | Capital | Adjustments of shareholdings in associated companies and joint-ventures | Currency conversion adjustments | Reserve Legal | Other Reserves | Fair value reserve - financial Investments | Revaluation reserve Real estate | Results Appropriated | Consolidated net result | **Total equity Attributable to shareholders** | Interests non-controlling | **Total** |
| Balance on January 1st 2023 | 32 | 210,000 | 93 | (429.994) | 42,000 | 265,877 | 54 | 240,679 | (101.053) | (13.267) | **214,389** | 17,158 | **231,547** |
| Comprehensive income of the period: | | | | | | | | | | | | | |
| Consolidated net result of the period | | - | - | - | - | - | - | - | - | (11.750) | **(11.750)** | 8,761 | **(2.989)** |
| Variation in the currency conversion adjustments | 45 | - | - | (157.521) | - | - | - | - | - | - | **(157.521)** | (9.527) | **(167.048)** |
| Variation of the fair value of other investments through other comprehensive income, net of taxes | 24 | - | - | - | - | - | 666 | - | - | - | **666** | - | **666** |
| Revaluation surplus, net of taxes | 20 | - | - | - | - | - | - | 84,728 | - | - | **84,728** | 3,289 | **88,017** |
| Purchase of non-controlling interests | 34 | - | - | - | - | - | - | - | 506 | - | **506** | (506) | - |
| Others | | - | - | - | - | - | - | (5.850) | 4.390 | - | **(1.460)** | 584 | **(876)** |
| Operations with equity owners for the period: | | | | | | | | | | | | | |
| Transfer to results carried forward | | - | - | - | - | - | - | - | (13.267) | 13.267 | - | - | - |
| Balance on December 31st 2023 | | 210.000 | 93 | (587.515) | 42,000 | 265.877 | 720 | 319.557 | (109.424) | (11.750) | **129.558** | 19.759 | **149.317** |

(Amounts in thousand euros)

The annex notes are an integral part of the consolidated statement of changes in equity in the period ended on December 31st 2024.

# CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIODS ENDED ON DECEMBER 31ST 2023 AND 2023

| | Notes | 2024 | 2023 |
|---|---|---|---|
| **OPERATING ACTIVITIES:** | | | |
| Receipts from clients | | 798,942 | 852,924 |
| Payment to suppliers | | (523.031) | (578.462) |
| Payment to staff | | (210.686) | (210.910) |
| Cash flow generated by operations | | 65,225 | 63,552 |
| Payment / Receipt of income tax | | 1.084 | 6.103 |
| Other receipts / payments related to the operating activity | | (40.919) | (44.070) |
| Cash-flows of operating activities (1) | | 25.390 | 25.585 |
| | | | |
| **INVESTMENT ACTIVITIES:** | | | |
| Receipts related to: | | | |
| Financial investments | 29 | 3 | 16,151 |
| Tangible fixed assets and investment properties | 29 | 53,763 | 122,994 |
| Intangible assets | 29 | 1 | 36 |
| Interests and similar gains | | 2,798 | 8,478 |
| Dividends | 29 | 1,513 | 3,349 |
| | | 58,078 | 151,008 |
| Payments related to: | | | |
| Financial investments | 29 | (2.473) | (121) |
| Tangible fixed assets and investment properties | 29 | (43.433) | (72.388) |
| Intangible assets | 29 | (297) | (876) |
| | | (46.203) | (73.385) |
| Cash-flows of investment activities (2) | | 11,875 | 77,623 |
| | | | |
| **FINANCING ACTIVITIES:** | | | |
| Receipts relating to: | | | |
| Loans obtained | 35 | 1,989,876 | 3,453,402 |
| Payments related to: | | | |
| Loans obtained | 35 | (1.999.289) | (3.484.860) |
| Lease liabilities | | (9.367) | (6.156) |
| Interests and similar gains | | (22.044) | (52.489) |
| | | (2.030.700) | (3.543.505) |
| Cash-flows of financing activities (3) | | (40.825) | (90.103) |
| | | | |
| Variation of cash and of cash equivalents (1+2+3) | | (3.559) | 13,105 |
| Change in the perimeter | 5 | - | (76) |
| Effect of the exchange rate differences | | (4.547) | (7.352) |
| Cash and cash equivalents in the beginning of the period | 29 | 101,345 | 95,668 |
| Cash and cash equivalents in the end of the period | 29 | 93,239 | 101,345 |

(Amounts in thousand euros)

The annex notes are an integral part of the consolidated statement of the cash-flows of the period ended on December 31st 2024.

# NOTES ATTACHED TO THE CONSOLIDATED FINANCIAL STATEMENTS DECEMBER 31ST 2024

**1 - INTRODUCTION**

Teixeira Duarte, S.A. (“Company” or “TD, S.A.") with head office at Edifício 2 do Lagoas Park, Porto Salvo, Portugal. The Company was incorporated Portugal on November 30th 2009, with share capital of EUR 210.000.000, represented by 420.000.000 shares with the nominal value of EUR 0,5 each (Note 32). Its core business is the implementation and management of investments, the coordination and supervision of other companies integrated in or related to its business Group. In view of the previous period there were no changes to the name of the company or means of identification.

The corporate universe of Teixeira Duarte ("Group") is composed of the subsidiary companies which are indicated in Note 4. The Group’s main activities are: Construction; Concessions and Services; Real Estate; Hospitality; Distribution and Automotive (Note 7).

The stated values will be expressed in thousand euros, unless expressly indicated. The operations conducted abroad are included in the consolidated financial statements pursuant to the policy described in Notes 2.9 and 2.10.

**2 - MAIN ACCOUNTING POLICIES**

**2.1 - Basis of presentation**

The consolidated financial statements have been prepared under the assumption of the continuity of operations, based on the accounting books and records of the companies included in the consolidation (Note 4), adjusted in accordance with the consolidation process, in order to conform with the provisions of the International Financial Reporting Standards adopted by the European Union, effective for the periods beginning on January 31st 2024. For the Group companies that use different accounting rules, conversion adjustments were made to the IFRS.

The standards include the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"), the International Accounting Standards ("IAS") issued by the International Accounting Standards Committee ("IASC") and respective interpretations, issued by the International Financial Reporting Interpretation Committee ("IFRIC") and Standing Interpretation Committee ("SIC"), respectively, whose adoption has been approved by the European Union. Hereinafter, these standards and interpretations shall be referred to in general as "IFRS".

The financial statements have been prepared according to the historical cost convention, modified by applying fair value to investment property and financial assets at fair value through other comprehensive income. The Group also adopted the revaluation model for certain classes of tangible fixed assets, according to Note 20.

Fair value is the amount for which an asset can be exchanged, or a liability settled between knowledgeable and willing parties in an arm's length transaction, regardless of whether that price can be directly observed or estimated using other valuation techniques. When estimating the fair value of an asset or liability, the Group considers the characteristics that market participants would also take into consideration when valuing the asset or liability at the measurement date.

The Board of Directors has assessed the Group's ability to operate on a going concern basis, based on all relevant information, facts and circumstances of a financial, commercial or other nature, including subsequent events occurring after the reference date of the financial statements, available in the future. As a result of the assessment carried out, the Board of Directors concluded that the Group has adequate resources to maintain its activity and has no intention of ceasing it in the short term. Therefore, the use of the going concern assumption in the preparation of the accompanying consolidated financial statements was considered adequate.

**Standards, interpretations, amendments and revisions that came into force in the period**

Prior to the date of approval of these financial statements, the European Union endorsed the following mandatory accounting standards, interpretations, amendments and revisions for the period beginning on January 31st 2024:

| Standard / Interpretation | Effective date (periods starting on or after) | Content |
|---|---|---|
| IAS 1 (amendment) – Classification of liabilities as non-current and current and Non-current liabilities with covenants | 01-JAN-24 | If an entity estimates, and has the right, at the reporting date to refinance or roll over a liability negotiated under a credit facility for at least twelve months after the reporting period, it classifies the obligation as non-current, even if it would otherwise be due within a shorter period.<br><br>If the entity does not have the discretionary right to refinance or roll over (for example, there is no refinancing agreement), the entity must classify the liability as current.<br><br>When an entity classifies liabilities arising from financing contracts as non-current and these liabilities are subject to covenants, disclosure of information enabling investors to assess the risk of these liabilities becoming repayable within 12 months is required (see Note 35).<br><br>These changes are applied retrospectively. |
| IAS 7 and IFRS 7 (amendment) - Suppliers Financing Agreements | 01-JAN-24 | It requires an entity to provide additional disclosures about its supplier financing arrangements to enable:<br><br>an assessment of how supplier financing arrangements affect the entity's liabilities and cash flows; and<br>an understanding of the effect of supplier financing arrangements on the entity's exposure to liquidity risk, and how the entity would be affected if these arrangements ceased to be available. |
| IFRS 16 (amendment) - Lease liabilities in a sale and leaseback transaction | 01-JAN-24 | When subsequently measuring lease liabilities, lessors that are also lessees should determine "lease payments" and "revised lease payments" so that they do not recognise gains/(losses) related to the right-of-use asset they retain. Variable lease payments that do not depend on an index or a rate do not meet the definition of "lease payments".<br><br>This amendment is applied retrospectively. |

In the financial year ended December 31st 2024, no material effects were generated in the attached financial statements as a result of the adoption of the above-mentioned standards, interpretations, amendments and/or revisions.

**Standards, interpretations, amendments and revisions that will come into force in future periods**

The following standards, interpretations, amendments, and revisions, which are mandatorily applicable in future financial periods, had been endorsed by the European Union as of the date of approval of these financial statements:

| Standard / Interpretation | Effective date (periods starting on or after) | Content |
|---|---|---|
| IAS 21 (amendment) - Effects of changes in exchange rates: lack of exchangeability | 01-JAN-25 | This amendment aims to clarify the circumstances under which a currency is considered exchangeable (convertible) and how the spot exchange rate should be determined when there is a lack of convertibility of a currency for an extended period.<br><br>It requires the disclosure of information that enables an understanding of how the non-convertible currency affects, or is expected to affect, the entity's financial performance, financial position, and cash flows, in addition to the spot exchange rate used at the reporting date and how it was determined.<br><br>This amendment is applied retrospectively without restatement of comparative information. |

Although these standards have been endorsed by the European Union, they were not adopted in 2024, as their application is not yet mandatory and no material changes are expected to result from their application.

**Standards, interpretations, amendments and revisions not yet endorsed by the European Union**

The following accounting standards and technical interpretations were issued by the IASB and have not yet been endorsed by the European Union:

| Standard / Interpretation | Effective date (periods starting on or after) | Content |
|---|---|---|
| IFRS 9 e IFRS 7 (amendment) – Financial instruments classification and measurement | 01-jan-26 | Clarification of the concept of recognition and derecognition dates for certain financial assets and liabilities, introducing a new exception for financial liabilities settled through an electronic payment system.<br><br>Clarification and examples regarding when a financial asset meets the criterion that the contractual cash flows are "solely payments of principal and interest" (SPPI), such as: i) non-recourse assets; ii) contractually linked instruments; and iii) instruments with features linked to the fulfilment of environmental, social, and governance ("ESG") targets; new disclosure requirements for instruments with contractual terms that may alter cash flows in terms of timing and amount; and new disclosures required for equity instruments designated at fair value through other comprehensive income. |
| Contracts negotiated with reference to electricity generated from renewable sources. | | Clarification on the application of the "own use" exemption established in IFRS 9.<br><br>Permission for designation as a hedging instrument.<br><br>New disclosure requirements under IFRS 7. |
| IFRS 18 – Presentation and Disclosure in Financial Statements | 01-jan-27 | IFRS 18 replaces IAS 1, aiming to improve disclosure of entities' financial performance and promote the provision of more transparent and comparable information, with a primary impact on the Income Statement. |
| IFRS 19 - Subsidiaries not subject to financial public reporting requirements: Disclosures | 01-jan-27 | It allows entities considered eligible to prepare financial statements under IFRS with reduced disclosure requirements compared to those required by various IFRS, while maintaining the obligation to generally apply all measurement and recognition requirements of IFRS. |

These standards have not yet been endorsed by the European Union and, as such, have not been applied by the Group in the period ended on December 31st 2023.

Regarding the standards and interpretations issued by the IASB, but not yet endorsed by the European Union, it is not anticipated that the future adoption of these standards will result in significant impacts on the accompanying financial statements.

**2.2 - Judgements and estimates**

The preparation of the consolidated financial statements in conformity with the recognition and measurement principles of the IFRS requires the Board of Directors to make judgements, estimates and assumptions that can affect the reported amounts of assets and liabilities.

Such estimates are based on the best knowledge existing at all times and on the planned actions, and are periodically reviewed based on the available information. Changes in facts and circumstances may lead to the need to review the estimates, hence the actual future results may differ from these estimates.

The significant estimates and assumptions made by the Board of Directors in preparing these consolidated financial statements include, namely, the assumptions used to estimate the following aspects:

Impairment of non-current assets (except Goodwill)

The determination of a possible impairment loss can be triggered by the occurrence of different events, many of which are outside the sphere of influence of the Group, such as the availability of future financing, the cost of capital or any other changes.

The identification of impairment indicators, the estimate of future cash flows and the determination of the net realisable value of assets imply a high degree of judgement by the Board of Directors regarding the identification and evaluation of various impairment indicators, expected cash flows, applicable discount rates, useful lives and residual values.

Goodwill impairment

Goodwill is subject to annual impairment tests or whenever there are indications of a possible loss in value. The recoverable values of the cash flow generating units to which the goodwill is allocated, are determined based on expected cash flow. These calculations require the use of estimates by the Board of Directors regarding the future evolution of the business and discount rates considered.

Useful lives of intangible assets and tangible fixed assets

The useful life of an asset is the time over which an entity expects an asset to be available for use, and this should be reviewed at the end of each economic period, as a minimum.

The determination of the useful lives of the assets, the amortisation/depreciation method to be applied, and the estimated losses arising from the replacement of equipment before the end of its useful life due to technological obsolescence is essential to determine the amount of amortisation/depreciation to be recognised in the consolidated income statement for each period.

These three parameters are defined according to the management's best estimate for the assets and business in question, also considering the practices adopted by companies in the operational segments in which the Group operates.

Contingent provisions and liabilities

The Group periodically analyses possible obligations arising from past events that must be recognised or disclosed. The subjectivity inherent in determining the likelihood of the existence of a present liability and amount of internal resources necessary for the payment of the obligations could lead to significant adjustments, either by changing the assumptions made, or by the future recognition of provisions previously disclosed as contingent liabilities.

Contingent liabilities are not recognised in the Consolidated Financial Statements, but are disclosed in the accompanying notes, unless the probability of the existence of an obligation is remote. In relation to these contingent liabilities there are bank guarantees provided by the Group for the development of its activity as well as collaterals from financing obtained , disclosed in Note 40.

Recognition of deferred tax assets

Deferred tax assets are only recognised when there is a reasonable expectation that there will be sufficient future taxable profits to use them or when there are deferred tax liabilities whose reversal is expected to occur in the same period of the reversal of the deferred tax assets. Deferred tax assets are assessed based on the management at the end of each period, taking into account the expectation of future tax performance.

Impairment losses of accounts receivable

The credit risk associated to accounts receivable is evaluated at the end of each reporting date, taking into account the debtor's historical information and risk profile. The accounts receivable are adjusted according to the management's assessment of the estimated risks of recovery existing on the reporting date, which may prove to be erroneous.

On the other hand, expected impairment losses on loans granted are calculated by taking into account a set of historical information and assumptions, which may not be representative of future uncollectibility from Group debtors.

Recognition of revenue from construction contracts

The Group recognises the earnings of construction contracts in accordance with the input method, which is defined as the relationship between the incurred costs in each contract up to the reporting date and the sum of these costs with the estimated costs to complete the contract. The assessment of the percentage of completion of each contract is periodically reviewed considering the latest production indicators.

Revaluation of tangible fixed assets

Tangible fixed assets are measured at acquisition or construction cost, including expenses attributable to the purchase, less accumulated depreciation and impairment losses, when applicable. However, for a homogeneous class of assets, the revaluation model (revalued value less accumulated depreciation) may be adopted as the accounting policy for the subsequent measurement of those assets. Thus, the revalued amount corresponds to its fair value on the revaluation date.

Valuation of investment properties

Investment properties are measured at their fair value, which is determined based on valuations made by independent specialised entities and in accordance with generally accepted valuation criteria for the real estate market. These valuations are based on observable market data and require judgements by the valuator with respect to the transaction conditions of each property in the market, which might diverge from the outcome recorded in the future.

**2.3 - Principles of consolidation**

**a) Controlled companies**

Controlled companies are consolidated in each reporting period by the full integration method. Control is considered to exist when the Group, even if it does not hold the majority of its capital, by virtue of the voting rights held and/or any agreements entered into, has the practical capacity to unilaterally direct the relevant activities of the subsidiary and is exposed to variable returns.

Third party participation in the equity and net income of these companies is presented separately in the consolidated statement of profit and loss and other comprehensive income, under the respective items of "Non-controlling interests".

Significant transactions and balances between these companies were eliminated during the consolidation process. Capital gains arising from the disposal of subsidiaries, made within the Group, were also annulled.

Whenever appropriate, adjustments are made to the financial statements of the subsidiaries with a view to the standardisation of their accounting policies with those of the Group.

### b) Business combinations

Business combinations, namely the acquisition of jointly controlled companies, are recorded through the acquisition method.

The acquisition cost corresponds to the sum of the fair values of the assets acquired, liabilities incurred or assumed and the equity instruments issued by the Group in exchange for the acquired control. Costs related to the acquisition are recognised as a cost when incurred. When applicable, the acquisition cost also includes the fair value of contingent payments measured on the acquisition date. Subsequent alterations in the value of contingent payments are recorded in accordance with the accounting rules which regulate the recording of the assets or liabilities in question, unless they qualify as an adjustment in the provisional measurement period (with a maximum of 12 months).

The identifiable assets, liabilities and contingent liabilities of a subsidiary that meet the criteria to be recognised in accordance with IFRS 3 - Business Combinations ("IFRS 3"), are measured by their fair value on the acquisition date, except for non-current assets (or groups of assets) which are classified as held for sale, in accordance with IFRS 5 - Non-current assets held for sale and discontinued operations ("IFRS 5"), which are recognised and measured at the respective fair value minus the costs to be incurred in their future sale.

Any excess of the acquisition cost increased by the value of the non-controlling interests relative to the fair value of the acquired assets and liabilities is recognised as Goodwill. If the cost of acquisition is less than the fair value of the identified net assets, the difference is recorded as net income gain for the period when the acquisition occurs, after re-confirmation of the attributed fair value.

If the process of accounting for business combinations is incomplete at the end of the period in which the combination occurs, the Group discloses this situation, and the amounts considered may be adjusted during the measurement period (the period between the acquisition date and the date on which the Group obtains full information about the facts and circumstances that existed at the acquisition date is a maximum of 12 months), or new assets and liabilities may be recognised to reflect facts and circumstances that existed on the financial position date and that, if known, would have affected the amounts recognised on the acquisition date.

Non-controlling interests are identified separately in equity by the equity attributable to the shareholders of the Controlling company. Non-controlling interests may be measured initially either at their fair value or by the proportion of the fair value of the assets and liabilities of the acquired subsidiary. This option is made separately for each transaction.

After the initial recognition the book value of the minority interests is determined as the value recognised initially plus the proportion of alterations of equity of the subsidiary.

The full income of a subsidiary is attributed to the non-controlling interests even if it is negative.

Changes in the percentage control of subsidiaries that do not result in a loss in control are recorded as equity transactions. The value of the Group's interests and the non-controlling interests is adjusted to reflect the percentage changes. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the transaction price is recognised directly under equity and attributed to the shareholders of the Controlling company.

When the Group loses control over a subsidiary, the gain or loss in the sale is calculated as the difference between (i) the aggregate amount of the fair value of the price and the fair value of the retained interests and (ii) the book value of the assets (including goodwill) and the liabilities of the subsidiary and of the non-controlling interests. Amounts previously recognised as other comprehensive income are transferred to profit or loss of the period, or transferred to retained earnings in the same manner as they would be if the related assets or liabilities were disposed of. The fair value of the retained interests corresponds to the fair value in the initial recognition for the effect of subsequent recording under IFRS 9 - Financial instruments or, as and when applicable, the cost for the effect of the initial recognition of an investment in an associate or joint venture.

### c) Investments in associates and joint-ventures

An associate or joint-venture is a company in which the Group exercises significant influence, through participation in decisions relative to its financial and operating policies, but does not have control over it.

Financial investments in most of the associates and joint-ventures (Note 23) are recorded through the equity method, except when they are classified as held for sale, with the shares initially stated at acquisition cost, which is increased or decreased according to the difference between this cost and the proportional value of the holding in the equity of these companies reported on the date of acquisition or first application of this method.

Pursuant to the equity method, financial holdings are adjusted periodically by the amount corresponding to the participation in the net income of the associates and joint-ventures against “Earnings from associates and joint-ventures”, and through other changes in their equity against “Adjustments of holdings in associates and joint-ventures”, as well as through the recognition of impairment losses Furthermore, the dividends received from these companies are recorded as a reduction in the value of financial investments.

Losses in associates and joint ventures which exceed the investment made in these entities are not recognised unless the Group has undertaken liabilities for losses concerning the associate or joint venture.

Any excess of the acquisition cost over the fair value of the identifiable net assets is recorded as “Investments in associates and joint-ventures – goodwill”. In cases where the acquisition cost is lower than the fair value of the identified net assets, the difference is recorded as a gain on the statement results for the period in which the acquisition occurs.

Unrealised gains on transactions with associates and joint-ventures are eliminated in proportion to the Group's interest in the associate and joint-venture, against the investment made in that associate and joint-venture. Unrealised losses are eliminated in a similar manner, but only to the extent that the loss does not show that the transferred asset is impaired.

**d)** ***Goodwill***

Differences between the acquisition cost of the investments in subsidiaries, associates and joint-ventures, plus, in the case of subsidiaries, the value of the non-controlling interests and fair value of the identifiable assets and liabilities of these companies on their acquisition date, if positive, are recorded as goodwill (in the case of subsidiaries and joint-ventures) or maintained under the item “Investments in associates or joint-ventures”.

Goodwill is recorded as an asset and is not subject to amortisation. It is presented separately in the consolidated statement of financial position or under the item “Investments in associates and joint ventures" (Notes 18 and 23). Regarding the goodwill of subsidiaries, annually, or whenever there are indications of a possible loss in value, the goodwill values are subject to impairment tests. Any impairment loss is immediately recorded as a cost in the consolidated income statement for the period and is not subject to subsequent reversal.

Upon the disposal of a subsidiary, associate or joint-venture, the corresponding Goodwill is included in the determination of the capital gain or loss.

In cases where the acquisition cost is lower than the fair value of the identified net assets, the difference is recorded as a gain in period the acquisition occurs in.

**2.4 - Intangible assets**

Intangible assets essentially comprise contractual rights and costs incurred in specific projects with future economic value, and are stated at cost, minus accumulated depreciation and impairment losses. Intangible assets are recognised only if it is probable that they will produce future economic benefits for the Group, are controllable by the Group and their value can be measured reliably.

Internally generated intangible assets, specifically current research and development expenses, are recorded as costs in the period in which they are incurred.

The internal expenses associated with maintenance and the development of software are recorded as costs in the income statement when incurred, except when these costs are directly associated with projects that are likely to generate future economic benefits for the Group. In these situations, these costs are capitalized as intangible assets.

Amortisations are calculated, after the beginning of use of the assets, using the straight-line method, in accordance with the year of utility that the Group expects of the assets concerned.

**2.5 - Tangible fixed assets**

Tangible fixed assets used in the production, provision of services or for administrative use, are recorded at the acquisition or production cost, including expenses attributable to the purchase, deducted from accumulated depreciation and impairment losses, where applicable.

However, for a homogeneous class of assets, on December 31st 2018, the Group adopted the revaluation model (revalued value less accumulated depreciation) as the accounting policy for the subsequent measurement of these assets. Thus, the revalued amount corresponds to its fair value on the revaluation date.

Revaluations will be performed every two years, or whenever there are indications of changes in the value of assets, by independent valuers so as to ensure that the carrying amount is not materially different from the amount which would be determined using fair value at the end of the reporting period.

If an asset's carrying amount is increased as a result of a revaluation, the increase is recognised under other comprehensive income and accumulated under equity in the “revaluation surplus” account. However, the increase may be recognised in profit or loss to the extent that it reverses a revaluation decrease of the same asset previously recognised under profit or loss.

If the carrying amount of an asset is decreased as a result of a revaluation, the decrease is recognised under profit or loss. However, the decrease is recognised under other comprehensive income, up to the point of any credit balance existing in the revaluation surplus with respect to this asset. The decrease recognised under other comprehensive income reduces the amount accumulated under equity, in the “Revaluation surplus” account.

Tangible fixed assets are depreciated through the straight-line method, according to their estimated useful life, from the date on which they are available to be used for the intended purpose and cease when the assets become classified as non-current assets held for sale. Depreciation is carried out according to the following estimated service lives:

| | Years of useful life |
|---|---|
| Buildings and other constructions | 5 - 50 |
| Basic equipment | 3 - 8 |
| Transport equipment | 3 - 7 |
| Administrative equipment | 2 - 10 |
| Other tangible fixed assets | 1 - 4 |

Improvements and benefits are only recorded as assets in cases when they correspond to the replacement of goods, which are thus written-off, or lead to an increase in future economic benefits.

Current tangible fixed assets represent assets still under construction, recorded at the acquisition cost deducted from any impairment losses. These tangible fixed assets are depreciated as from the time when the underlying assets are able to be used for the intended purposes.

Gains and losses arising from the sale or write-off of property, plant and equipment are determined by the difference between the net realisable value and the net book value at the sale / write-off date, and are recorded as gains or losses in the income statement under the items "Other operating income" or "Other operating costs", as applicable.

**2.6 - Lease liabilities**

Assets acquired under lease contracts, as well as the corresponding liabilities, are recorded by recognising the right-of-use asset, the corresponding accumulated depreciation and the debts pending settlement in accordance with the contractual financial plan.

Moreover, interest included in the value of rent payments and right of use depreciations are recognised as expenses in the income statement and statement of other comprehensive income of the period to which they refer.

Leases with a duration equal or inferior to 12 months are excluded from this procedure, as well as low value leases. These are leases with a total contractual value of less than 5000 euros, which are recorded through profit or loss according to the period to which they refer.

**2.7- Impairment of non-current assets, except Goodwill**

Impairment is assessed whenever events or changes in circumstances indicate that the amount at which an asset is recognised might not be recovered. When such indications exist, the Group determines the recoverable value of the asset, so as to determine the possible extent of the impairment loss.

In situations where the individual asset does not generate cash flow independently of other assets, the recoverable value is estimated for the cash flow generating unit to which the asset belongs.

Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognised for the difference, and recorded in the income statement under the item "Provisions and impairment losses on depreciable and amortisable assets and Goodwill".

The recoverable amount is either the fair value less costs of disposal or value-in-use, whichever is higher. The net fair value is the amount that would be obtained from the sale of the asset in a transaction between independent and knowledgeable parties, less costs directly attributable to the sale. The value in use is the present value of estimated future cash flows that are expected from continued use of the asset and from its disposal at the end of its useful life. The recoverable amount is estimated for each individual asset or, when this is not possible, for the cash-generating unit to which the asset belongs.

The reversal of impairment losses is recorded when there are indications that the recognised impairment losses no longer exist or have decreased. The reversal of impairment losses is recognised in the income statement under the item “Provisions and impairment losses on depreciable and amortisable assets and Goodwill” for the period in which the reversal occurs. However, the impairment loss is reversed up to the amount that would have been recognised (net of amortisation or depreciation) if the impairment loss had not been recorded in prior years.

**2.8 - Investment properties**

Investment properties, which include land and buildings held for leasing, capital appreciation, or both, are recorded initially at their acquisition price or at construction cost (in the case of own construction investment), including any directly attributable expenditure.

After their initial recognition, all the investment properties, including those that are under construction, are measured at their fair value reflecting market conditions on the reporting date. All the gains or losses resulting from changes in the fair value of investment properties are recognised in the income for the period in which they occur, and recorded under the item “Change in fair value of investment properties”, included under “Other operating income” or “Other operating expenses”, depending on whether they are gains or losses.

The fair value of each investment property is determined by the evaluations made by the independent specialised entity and in compliance with evaluation criteria generally accepted by the real-estate market.

Costs incurred with investment properties in use, including maintenance, reparations, insurance and taxes, are acknowledged in the income statement for the period to which they relate. Improvements or upgrades are only recorded as assets when they correspond to the replacement of goods, which are written-off, or lead to an increase in future economic benefits.

**2.9 - Assets, liabilities and transactions in foreign currency**

These financial statements are presented in euros, as this is the currency of the controlling company.

Transactions carried out in currencies other than the euro are recorded at the rates prevailing on the transaction date. On each reporting date, the monetary assets and liabilities expressed in foreign currencies are converted into Euro using the exchange rates in force on that date. Non-monetary assets and liabilities recorded at fair value denominated in foreign currencies are converted into euros using the exchange rate in force on the date when the fair value was determined.

Favourable and unfavourable exchange rate differences, caused by differences between the exchange rates in force on the transaction date and those in force on the date of collection, payment or on the financial statement date, of these same transactions, are recorded as revenue or costs in the income statement for the period, with the exception of those relating to non-monetary items, whose changes in fair value are recorded directly under equity in the item “Currency conversion adjustments” (Note 45).

The financial statements of subsidiary companies denominated in foreign currency are converted taking into consideration the exchange rate in force on the date of the financial statement, for the conversion of assets and liabilities, the historical exchange rate for converting the balances of the equity items, and average exchange rates for the period, for converting the items under the income statement, other comprehensive income and cash flows.

For the currency of the Venezuelan Bolivar the exchange rate used for the translation of the income statement items was the final exchange rate, as it is a hyperinflationary economy, as explained in Note 2.10.

Pursuant to IAS 21 - Effects of changes in foreign exchange rates ("IAS 21"), the goodwill and fair value corrections determined upon the acquisition of foreign entities are considered in the reporting currency of these entities, and are converted into euros at the exchange rate in force on the reporting date. Exchange rate differences created in this way are recorded under equity, in the item “Currency conversion adjustments” (Note 45).

**2.10 - Companies in hyperinflationary economies**

According to IAS 29 - “Financial reporting in hyperinflationary economies”, the financial statements of an entity whose operating currency is the currency of a hyperinflationary economy, regardless of whether they are based on historical cost or current cost, must be expressed in terms of the current measurement unit at the end of the reporting period.

The standard mentions that hyperinflation is indicated by characteristics of a country's economic environment, specifically including the following characteristics:

a) the general population prefers to preserve its wealth in non-monetary assets or in a relatively stable foreign currency. Amounts of local currency that are held are immediately invested to maintain purchasing power;

b) the general population sees monetary amounts not in terms of the local currency, but in terms of a stable foreign currency. Prices may be quoted in that currency;

c) sales and purchases on credit are made at prices that compensate for the expected loss of purchasing power during the credit period, even if the period is short;

d) interest rates, wages and prices are linked to a price index; and,

e) the rate of inflation accumulated over three years approaches or exceeds 100%.

Financial position statement

– Amounts on the financial position statement that have not yet been expressed in terms of the current unit of measurement on the reference date of that statement were restated by applying a general price index;

– Monetary items were not restated because they were already expressed in terms of the current unit at the end of the reporting period. Monetary items represent cash held and elements receivable or payable in cash;

– Assets and liabilities that by agreement were linked to price changes, such as index-linked bonds and loans, were adjusted under the terms of the agreement in order to determine the balance amount at the end of the reporting period;

– All other assets and liabilities were considered as non-monetary. However, some non-monetary items were recorded at current amounts at the end of the reporting period, such as net realisable value and fair value, and were therefore not restated. All other non-monetary assets and liabilities have been restated;

– Most non-monetary items were carried at cost or at cost less depreciation and accumulated impairment losses. Consequently, they were expressed in current amounts at the date of their acquisition. The restated cost of each item was determined by applying the change in a general price index to its historical cost and to its accumulated amortisation/impairment loss between the date of its acquisition (or date of change of operating currency) and the reporting date. Therefore, tangible and intangible assets, inventories and goodwill were restated from the dates of their acquisition or change in operating currency;

– When applicable, the restated amount of non-monetary items is reduced to their recoverable amount by virtue of the estimated future use of the item or its divestment;

– Items expressed at current cost (fair value) were not restated because they were already expressed in terms of the current measurement unit on the financial position statement date; and,

– Equity items, except for retained earnings and any revaluation surplus, were restated by applying a general price index, from the dates on which the respective amounts were constituted. Finally, the restated retained earnings were determined based on all other amounts of the restated statement of financial position.

Income statement

– The income statement, before restatement, generally reports current expenses and revenue at the time when the underlying transactions or events occurred. Accordingly, the expenses with sales and depreciation of fixed assets are recorded at current expenses at the time of their consumption; and revenue and other current expenses are recorded at current amounts at the time they were incurred;

- The restatement of the financial statements in accordance with IAS 29 led to differences between the taxable result and the accounting result. Those differences were accounted for in accordance with IAS 12.

Net financial position

In a period of inflation, a company that holds an excess of monetary assets over monetary liabilities (net monetary position - debtor) loses purchasing power and consequently generates a loss; on the other hand, a company that holds an excess of monetary liabilities over monetary assets (net monetary position - creditor) gains purchasing power and consequently generates a gain, to the extent that the assets and liabilities are not indexed to a price level.

The gain or loss on the net monetary position was included in the net income for the period.

On December 31st 2024, this standard is being applied to entities in the Venezuelan and Angolan geographies, with only the former being active in 2024 according to the criteria set forth by the standard. In the case of the Angolan geography, its application remains frozen since 2019.

**2.11 - Financing costs**

Expenses with financing obtained are recognised in the income statement for the year to which they refer, except to the extent that the financial costs of the loans received directly related to the acquisition, construction and production of assets that take a substantial period of time to become ready for their intended use, are capitalised as part of the costs of the assets. The capitalisation of these costs begins after the beginning of the preparation of construction activities or development of the asset and is interrupted after the beginning of use or end of production or construction of the asset or when the project concerned is suspended. Any financial revenue arising from loans obtained in advance and which may be allocated to a specific investment is deducted from financial expenses eligible for capitalisation.

**2.12 - Grants**

Government grants are recognised at their fair value when there is reasonable assurance that they will be received and that the Group will comply with the grant conditions.

Operating grants, particularly for employee training, are recognised in the income statement in accordance with expenses incurred.

Investment grants relating to the acquisition of tangible fixed assets are included under "Other current liabilities" and "Other non-current liabilities" (as applicable) and are credited to the income statement according to the straight-line depreciation/amortisation of the assets financed with the grants.

**2.13 - Inventories**

Goods and raw materials are stated at acquisition cost, using the average cost as the costing method.

Intermediate and finished products and work in progress are stated at the weighted average cost of production, which includes the cost of the incorporated raw materials, labour and manufacturing overheads (considering the depreciation of production equipment calculated on the basis of normal usage levels), which is below the net realisable value. The net realisable value corresponds to the normal sale price deducted from the costs to complete the production and from the commercialisation costs.

The difference between the cost value and respective realisation value of the inventories, when the latter is lower than the book value, is recorded as impairment losses in inventories.

**2.14 - Provisions**

Provisions are recognised when and only when: i) the Group has a present obligation (legal or constructive) as a result of a past event, ii) it is probable that a transfer of economic benefits will be required to settle the obligation, and iii) a reliable estimate can be made of the amount of the obligation. The provisions are reviewed on each reporting date and adjusted to reflect the best estimate on that reporting date.

**2.15 - Segment reporting**

A business segment is a group of assets and operations involved in the provision of products and services subject to risks and benefits that are different from other business segments. A geographic segment is a group of assets and operations involved in the provision of products and services in a specific economic environment, which is subject to risks and benefits different from those that affect segments that operate in other economic environments.

The Group presents business segments as operating segments, in a manner consistent with the way the management conducts the business.

**2.16 - Net operating income**

Operating income includes all expenses and revenue from operations, whether recurring or not, including restructuring costs and costs and revenue associated with operating assets (tangible fixed assets and intangible assets). It also includes the capital gains or losses calculated on the sale of companies included in the consolidation using the full consolidation method. Therefore, net financing costs, results from associates and joint ventures, results from other financial investments and income taxes are excluded from operating income.

**2.17 - Financial instruments**

Financial assets and financial liabilities are recognised when the Group becomes a party in the respective contractual relationship.

All recognised financial assets are subsequently measured at amortised cost or at their fair value, depending on the model adopted by the Group and the characteristics of their contractual cash flows.

**a) Cash and cash equivalents**

The amounts included in Cash and equivalent correspond to cash, bank deposits, term deposits and other cash investments, with a maturity of less than three months and which can be mobilised immediately with no significant risk of change in value.

**b) Debt instruments and accounts receivable**

Debt instruments and accounts receivable are measured, when initially recognised, at their respective fair value and, subsequently, at their amortised cost, in accordance with the effective interest rate method. When there is evidence that they are impaired, the corresponding adjustment is recorded through profit or loss under the item "(Losses) / reversals of Impairment of accounts receivable". The recognised adjustment is measured by the difference between the value at which receivables are recognised and the current cash flow value deducted at the effective interest rate determined at the time of initial recognition.

**c) Financial investments**

Financial investments are recognised on the date when the inherent risks and rewards are transferred substantially. They are initially recorded at their acquisition value, corresponding to fair value, including transaction costs.

Financial investments are classified as follows:

Financial Investments at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income are financial investments that are available for sale and are classified as non-current assets.

After initial recognition, financial assets at fair value through other comprehensive income are measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in other comprehensive income. Upon their divestment, the cumulative gain or loss on these financial investments is not reclassified to the consolidated income statement, but is only transferred to the item "Retained earnings".

Associated dividends are recognised on the consolidated income statement when they are attributed/decided upon, unless they represent a recovery of part of the cost of the investment. Dividends are recorded on the consolidated income statement under "Results related to investment activities".

Financial investments at fair value through the income statement

Financial assets that do not meet the criteria to be measured at amortised cost or at fair value through other comprehensive income are measured at fair value through the income statements.

Financial assets recorded at fair value through the income statement are measured at fair value determined at the end of each reporting period, with the respective gains or losses recognised on the consolidated income statement, unless they form part of a hedging relationship.

**d) Equity instruments**

Equity instruments are classified according to the nature of the contract regardless of their legal form. Equity instruments are contracts that have a residual interest in the Group's assets after deducting its liabilities.

Equity instruments issued by the Group are recorded at the amount received net of the costs incurred to issue them.

**e) Payable accounts**

Accounts payable are measured initially at fair value and subsequently at amortised cost in accordance with the effective interest rate method.

**f) Financing obtained**

Obtained financing is initially recorded and recognised as liabilities at the amount received, net of costs of issuing such loans and later measured by the amortised cost method. Financial expenses, calculated in accordance with the effective interest rate and including premiums payable, are recorded in accordance with the accrual principle for the periods.

**2.18 - Pensions Liabilities**

Some entities of the Teixeira Duarte Group seek to provide their employees with a non-contributory pension plan, established within the framework of a social policy and incentives for workers. Characterised by its voluntary nature and not constituting an acquired right, contributions or withdrawals are made exclusively at the discretion of the respective Management, depending on what is deemed appropriate at any given time, considering performance and the economic and financial situation. Thus, the contributions made are recorded as an expense on the date they are incurred.

Without prejudice to its voluntary origin, the availability of contributions made by the Company are exclusively those provided for in the applicable tax legislation.

**2.19 - Income tax**

Income tax for the period is calculated based on the taxable results of the companies included in the consolidation (in accordance with the tax rules in force in the country where they operate) and takes into consideration deferred taxation.

The current income tax rate is calculated based on the taxable income (which differs from accounting income) of the companies included in the consolidation in accordance with the tax rules in force at the head office of each company of the Group.

Deferred taxes refer to temporary differences between the amounts of assets and liabilities for accounting purposes and their amounts for taxation purposes, as well as the resulting tax benefits obtained.

Deferred tax assets and liabilities are calculated and periodically evaluated using tax rates that are expected to be in force at the date of reversal of the temporary differences, are not discounted and are recognised as non-current assets or liabilities.

Deferred tax assets are only recorded when there are reasonable expectations of sufficient future tax profits to use them. On each reporting date, the temporary differences underlying deferred tax assets are reviewed to recognise or adjust them according to the current expectation of future recovery. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred taxes are recorded as expenditure or income for the period, unless they result from amounts recorded directly in equity, in which case the deferred tax is also recorded under the same item.

At the end of each period, a review of the deferred taxes recorded is carried out, and the amount of the same is adjusted according to the expectations of future use.

**2.20- Contingent Assets and Liabilities**

A contingent asset is a possible asset derived from past events and whose existence will only be confirmed by the occurrence or not of uncertain future events.

Contingent assets are not recognised in the consolidated financial statements but are disclosed when an inflow of future economic benefits is probable.

A contingent liability is (i) a possible liability arising from past events and whose existence will be confirmed by the occurrence or not of uncertain future events or (ii) a present liability which arises from past events, but which is not recognised because it is unlikely that there will be an outflow of funds or the possible outflow of funds cannot be measured reliably.

Contingent liabilities are not recognised in the consolidated financial statements but are disclosed in the notes to the financial statements, unless the possibility of an outflow of funds affecting future economic benefits is remote, in which case they are not subject to disclosure.

**2.21 - Revenue**

Sales and services rendered are recognised on the income statement when there is a transfer of control of the goods or service rendered to the buyer and the amount of income is reasonably quantified. Returns of sold products are recorded as a reduction in sales, in the period to which they relate.

The Group recognises revenues from different businesses:

**Construction:**

The construction business involves a unique performance obligation relating to the completion of a certain work under the terms defined in the respective terms of reference and the guidance and requests made by clients during the construction period. The Group believes that this performance obligation is met throughout the work execution period, since in situations of construction to order, the asset does not have an alternative use and the Group has the right to receive compensation for work performed up until the reporting date. In this way, timing the recognition of the performance obligation occurs during that period, determined using the input method (degree of completion method), based on the costs incurred for the project and the actual estimated margin for each project. As it is not a policy to provide project guarantees in excess of those defined by law, the Group has not identified any additional performance obligation related to extensions of the guarantee.

For the purpose of determining the total price of the contract, all the variable components associated with it are taken into account, specifically discounts, bonuses, price reviews, penalties, additional work, requests for recovery of expenses incurred, among other aspects.

Revenue from these variable components is recognised only when it is reliably measurable and its realisation is highly likely, mitigating a potential significant reversal if it does not occur in the future.

It should also be noted that the revenue from these variable components is understood by the Group as a single performance obligation, i.e., it cannot be disassociated from the purpose established in the construction contract that was initially signed.

Whenever there is a significant time lag (more than 12 months) between the time that goods or services are made available to the client and the moment that they are paid for, an assessment is made of the potential existence of a significant financing component in the contract. If any, this component is treated as a stand-alone performance obligation, with the respective interest recognised as income over the estimated financing period.

In addition, the existence of a significant financing component in advances received from clients is also assessed. If applicable, that component is treated as a stand-alone performance obligation, and the respective interest is recognised as an expense over the estimated financing period.

If the situation in the previous paragraph does not occur at the level of advances received from clients, these are treated as unique performance obligations directly associated with the construction contracts to which they are related and are therefore treated as liabilities associated with contracts with clients. As of December 31st 2024, given the representative nature of advances from clients, as well as the fact that they are consumed in proportion as the client is invoiced, the management considers that there are no advances from clients that would fall under the concept of a significant financing component.

Real Estate:

As regards the sale of real estate assets, the Group believes that its performance obligation is met at the time of delivery and when the corresponding transfer of control occurs. This is considered to occur at the time of the public deed of purchase and sale, since until that moment the client does not benefit from the acquired asset and does not have control over it or access to it, and there are no other significant performance obligations to be met from that moment onwards. Particularly with regard to real estate construction and sale projects developed by the Group, where there is a commitment by the Group to sell assets with certain characteristics, the Group believes that, although the development of the asset and its characteristics are provided for in the promissory contract that is entered into, the Group has the ability to control the process and the client does not have the ability to decide on changes or considerations about it. Therefore, the respective revenue is recognised at a moment in time after the aforementioned public purchase and sale deed.

As regards the lease of real estate assets held by the Group, the performance obligation of Teixeira Duarte consists of assigning the right of use, by leasing, of the real estate/store specifically referred to in each contract that is entered into. The Group believes that the revenue should be recognised over time, corresponding to the lease period, as the client simultaneously receives and enjoys the benefits arising from Teixeira Duarte's performance and execution upon the assignment of the right of use during that period.

Hospitality:

With regard to hospitality services, the Group believes that the obligation to perform the service, depending on its nature, occurs over time, as the service is provided. Therefore, it believes that revenue should be recognised over time, corresponding to the duration of the stay in a hotel, as the client enjoys the associated benefits during this period. When other performance obligations are established, particularly by requesting other services (Food & Beverage, SPA, or other services provided by the Group), these are recognised at a moment in time when the client obtains the benefits associated with them.

Distribution:

As regards distribution services, the Group believes that the performance obligation that it assumes towards clients consists of the sale/delivery of goods at a wholesale or retail market in the distribution network (supermarkets) held by the Teixeira Duarte Group. This obligation is met when the goods purchased by the client are delivered, as until this moment the client neither benefits from the acquired goods nor has control or access over it. Therefore, the respective revenue is recognised at that moment in time.

Automotive:

As regards the sale of cars, the Group considers that its performance obligation is met at the time of delivery and when the corresponding transfer of control occurs, since up to that moment the client neither benefits from the acquired goods nor has control or access over it. The Group believes that there are no other performance obligations or commitments established with clients under the scope of the respective contracts that are established.

Other services:

As regards other lines of revenue, particularly services provided to clients, of a continuous or occasional nature, it is understood that there are separate performance obligations when such agreements provide for various assets to be delivered or services to be provided, from which the client can benefit separately. These are differentiated in the terms contracted between the parties. The Group believes that the revenue attributed to each performance obligation identified in the contracts is recognised at the moment that the respective control is transferred, particular over time or at a moment in time, based on its characteristics, depending on whether the client benefits from its execution over this same period or from a certain date.

**2.22 - Accrual basis**

Revenue and expenses are recorded on an accrual basis, which applies to all transactions (including transactions with related parties) whereby they are recognised as they are generated regardless of when they are received or paid. Income and expenses with an unknown real value are estimated.

Differences between invoiced amounts and the corresponding revenue and expenses are recorded under the items “Other current assets” and “Other current liabilities".

**2.23 - Classification of the financial position**

Assets which are realisable and liabilities payable less than one year from the reporting date are classified, respectively, as current assets and liabilities.

Liabilities relative to which there is no unconditional right to defer their payment for a period of at least twelve months after the reporting date are also classified as current.

**2.24 - Impairment of financial assets**

The Group recognises expected impairment losses for debt instruments, measured at amortised cost or at fair value through other comprehensive income, as well as for accounts receivable from clients, from other debtors, and for assets associated with contracts with clients.

The amount of expected impairment losses for the aforementioned financial assets is updated at each reporting date in order to reflect the changes in credit risk that have occurred since the initial recognition of the respective financial assets.

Expected impairment losses are estimated using an uncollectibility matrix based on the credit history of the Group's clients over the past five years, adjusted for specific factors attributable to clients, as well as the macroeconomic conditions that are estimated for the future. To this end, the balances of clients and other debtors were grouped taking into account similar credit risk profiles (country, business unit, type of debtor - public or private, and others) and maturity ranges.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset together with all substantial risks and rewards of its ownership to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between its carrying amount and the sum of the consideration received or receivable is recognised in the Consolidated Income Statements. In addition, on derecognition of a financial asset represented by a debt instrument recorded at fair value through other income, the accumulated gain or loss on the fair value reserve is reclassified to the consolidated income statements.

However, on derecognition of a financial asset represented by an equity instrument irrevocably designated upon initial recognition as being recorded at fair value through other results, the accumulated gain or loss on the fair value reserve is not reclassified to consolidated profit and loss, but is transferred to the item “Other reserves and retained earnings".

A financial asset and a financial liability shall be offset and the net amount presented in the consolidated statement of financial position when, and only when, an entity:

(a) currently has a legally enforceable right to set-off the recognised amounts; and,

(b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

A right of set-off may be currently available or it may depend on a future event (for example, the right may be triggered or may only be exercisable when a certain future event occurs, such as the default, insolvency or bankruptcy of one of the counterparties).

**2.25 - Non-Current Assets held for Sale**

Non-current assets (or discontinued transactions) are classified as held for sale if their value is callable through a sale transaction, rather than through their continued use. This situation is only considered to occur when: (i) the sale is highly probable; (ii) the asset is available for sale immediately in its current conditions; (iii) the management is committed to a sales plan and, (iv) it is expected that the sale will take place within the period of twelve months.

Non-current assets (or discontinued operations) classified as held for sale are measured at the lowest value of their book value and respective fair value minus the costs of their sale.

**2.26 - Earnings per share**

Basic earnings per share are calculated by dividing the earnings attributable to ordinary shareholders of TD, S.A., by the weighted average number of common shares in circulation during the period.

Diluted earnings per share is calculated by dividing adjusted earnings attributable to TD, S.A. ordinary shareholders by the weighted average number of common shares in circulation during the period, adjusted for potential dilutive common shares.

Potential ordinary diluting shares can result from options over shares and other financial instruments issued by the Group, convertible into shares of the Company.

**2.27 - Subsequent events**

Events occurring after the financial position date that provide additional information about conditions that existed at the date of the financial position are adequately reflected in the consolidated financial statements (Note 47).

**3 - ALTERATIONS OF ACCOUNTING POLICIES, ESTIMATES AND ERRORS**

During the period ended on December 31st 2024, there were no changes in accounting policies compared to those considered in the preparation of the financial information for the period ended on December 31st 2023, as well as no significant changes in estimates and no material errors related to previous periods were identified.

## 4 - COMPANIES INCLUDED IN THE CONSOLIDATION PERIMETER

As of December 31st 2024 Teixeira Duarte, S.A. and the following controlled companies were included in the consolidation, using the full consolidation method:

| Corporate name | Head Office | % effective participation |
|---|---|---|
| **INTERNAL MARKET** | | |
| CONSTRUCTION | | |
| CONSTRUSALAMONDE, A.C.E. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| EPOS- Empresa Portuguesa de Obras Subterrâneas, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| SOMAFEL - Engenharia e Obras Ferroviárias, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| TEIXEIRA DUARTE - Engenharia e Construções, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| TEIXEIRA DUARTE - SOMAFEL - Viadutos do Campo Grande, A.C.E. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| TEIXEIRA DUARTE - Madeira, S.A. | Rua das Pretas, 4 - Fracção 4 D - Funchal | 100.00% |
| CONCESSIONS AND SERVICES | | |
| DPLG - Desenvolvimento do Terminal Especializado de Contentores do Porto de La Guaira, Sociedade Unipessoal, Lda. | Rua das Pretas, 4 - Fracção 4 D - Funchal | 100.00% |
| Elo1 - EMPRESA DE SERVIÇOS INTRAGRUPO, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| TDGI - Tecnologia de Gestão de Imóveis, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| TDGI Manutenção, A.C.E. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| REAL ESTATE | | |
| FUNDO DE INVESTIMENTO IMOBILIÁRIO FECHADO TDF | Av. Professor Doutor Cavaco Silva, Parque das Tecnologias, Edifício 3 - Porto Salvo | 100.00% |
| IMOTD - Sociedade Gestora de Participações Sociais, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| MALANGA - Investimentos Imobiliários, Unipessoal Lda. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| QUINTA DE CRAVEL - Imobiliária, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| TD AM, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| TD VIA - Sociedade Imobiliária, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| TEIXEIRA DUARTE - Gestão de Participações e Investimentos Imobiliários, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| TEIXEIRA DUARTE REAL ESTATE, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| V8 - Gestão Imobiliária, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| HOSPITALITY | | |
| ESTA - Gestão de Hotéis, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| GO CORP TRAVEL SOLUTIONS - Agência de Viagens, S.A. | Rua Encosta das Lagoas, nº 8 - Porto Salvo | 100.00% |
| LAGOAS HOTEL, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| TDH - Sociedade Gestora de Participações Sociais, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| DISTRIBUTION | | |
| TEIXEIRA DUARTE 1886, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| AUTOMOTIVE | | |
| TDO - Investimento e Gestão, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| OTHERS | | |
| C + P.A. -Participações e Investimentos, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| TDO - Sociedade Gestora de Participações Sociais, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |
| TEDAL - Sociedade Gestora de Participações Sociais, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 100.00% |

| Corporate name | Head Office | % effective participation |
|---|---|---|
| **EXTERNAL MARKET** | | |
| **SOUTH AFRICA** | | |
| CONSTRUCTION | | |
| GLOBAL NET DISTRIBUTORS (Pty) Ltd. | 10 Ninth Avenue - Northmead, Gauteng 1501 | 100.00% |
| **Angola** | | |
| CONCESSIONS AND SERVICES | | |
| EDUCARE - Actividades Educativas e Culturais (SU), Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 100.00% |
| TDGI - Tecnologia de Gestão de Imóveis, Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 42,40% |
| REAL ESTATE | | |
| AFRIMO - Empreendimentos Imobiliários, Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 51,00% |
| TEIXEIRA DUARTE - Engenharia e Construções (Angola), Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 100.00% |
| HOSPITALITY | | |
| ALVALADE - Empreendimentos Turísticos e Hoteleiros, Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 100.00% |
| ANGOPREDIAL - Empreendimentos Imobiliários (SU), Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 100.00% |
| HENDA HOTELARIA, Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 51,00% |
| HOTEL TRÓPICO, S.A. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 80,00% |
| HOTEL BAÍA (SU), Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 100.00% |
| DISTRIBUTION | | |
| CND - Companhia Nacional de Distribuição (SU), Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 100.00% |
| COM 1 - Comércio e Distribuição, Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 100.00% |
| DCG - Distribuição e Comércio Geral (SU), Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 100.00% |
| IMO 1 - Empreendimentos Imobiliários (SU), Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 100.00% |
| OCC - Operador Central de Comércio, Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 80,00% |

| Corporate name | Head Office | % effective participation |
|---|---|---|
| AUTOMOTIVE | | |
| AUTO 1 - Comércio Automóvel, Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 100.00% |
| AUTO COMPETIÇÃO ANGOLA (SU), Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 100.00% |
| AUTO 8 (SU), Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 100.00% |
| COMÉRCIO DE AUTOMÓVEIS (SU), Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 100.00% |
| TDA - Comércio e Indústria (SU), Lda. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 100.00% |
| OTHERS | | |
| PARINVEST - Participações e Investimentos, S.A. | Avenida Pedro de Castro Van-Dúnem, Loy Bairro Morro Bento (Maxipark), Edifício Teixeira Duarte, nº 387, Luanda | 36,00% |
| **ALGERIA** | | |
| CONSTRUCTION | | |
| TEIXEIRA DUARTE ALGERIE, SPA | 8, Route Ben Aknoun, Rez-de-Chaussée - El Biar - Alger | 99,94% |
| **BELGIUM** | | |
| CONCESSIONS AND SERVICES | | |
| TDGI, S.A. | Avenue Jean-Monnet, 1, 1348 Louvain-La-Neuve – RPM Bruxelles | 100.00% |
| **BRAZIL** | | |
| CONSTRUCTION | | |
| EMPA, S.A. - Berlinoise de Engenharia | AV. das Nações Unidas, 12901, Conj. N-201, sala 07, 2.º andar Torre Norte, Centro Empresarial Nações Unidas, Brooklin São Paulo, CEP 04578-910 | 100.00% |
| SOMAFEL – Obras Ferroviárias e Marítimas, Ltda. | AV. das Nações Unidas, 12901, Conj. N-201, sala 04, 2.º andar Torre Norte, Centro Empresarial Nações Unidas, Brooklin São Paulo, CEP 04578-910 | 100.00% |
| CONCESSIONS AND SERVICES | | |
| PAREDÃO de Minas Energia, S.A. | Rua Paraíba, 1000, 12º andar - Parte Bairro Savassi - Belo Horizonte | 100.00% |
| GONGOJI Montante Energia, S.A. | Rua Paraíba, 1000, 12º andar - Parte Bairro Savassi - Belo Horizonte | 100.00% |
| TDGI FACILITIES E MANUTENÇÃO DE INSTALAÇÕES LTDA. | AV. das Nações Unidas, 12901, Conj. N-201, sala 05, 2.º andar Torre Norte, Centro Empresarial Nações Unidas, Brooklin São Paulo, CEP 04578-910 | 100.00% |

| Corporate name | Head Office | % effective participation |
|---|---|---|
| REAL ESTATE | | |
| TDSP - Participações, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 01 Itaim Bibi - São Paulo | 100.00% |
| TDSP - Elisa de Moraes Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 02 Itaim Bibi - São Paulo | 90,00% |
| TDSP - Bela Vista Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 06 Itaim Bibi - São Paulo | 92,65% |
| TDSP - Galeno de Castro Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 03 Itaim Bibi - São Paulo | 92,65% |
| TDSP - Maratona Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 08 Itaim Bibi - São Paulo | 92,65% |
| TDSP - Direitos Humanos Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 04 Itaim Bibi - São Paulo | 92,65% |
| TDSP - Alta Vista I Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 19 Itaim Bibi - São Paulo | 92,65% |
| TDSP - Verum Mooca Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 18 Itaim Bibi - São Paulo | 100.00% |
| TDSP - Gilberto Sabino Empreendimentos Imobiliários, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 05 Itaim Bibi - São Paulo | 100.00% |
| TDSP - Alta Vista II Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 20 Itaim Bibi - São Paulo | 92,65% |
| TDSP - Gualaxos Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 07 Itaim Bibi - São Paulo | 100.00% |
| TDSP - Alta Vista III Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 21 Itaim Bibi - São Paulo | 92,65% |
| TDSP - Zanzibar Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 09 Itaim Bibi - São Paulo | 92,50% |
| TDSP - Dionísio da Costa Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 10 Itaim Bibi - São Paulo | 92,50% |
| TDSP - Baceunas Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 11 Itaim Bibi - São Paulo | 100.00% |
| TDSP - Maria de Jesus Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 12 Itaim Bibi - São Paulo | 95,00% |
| TDSP - Volta Redonda Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 13 Itaim Bibi - São Paulo | 95,00% |
| TDSP - Nilo Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 14 Itaim Bibi - São Paulo | 100.00% |
| TDSP - Alta Vista IV Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 15 Itaim Bibi - São Paulo | 92,65% |
| TDSP - Princesa Isabel Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 16 Itaim Bibi - São Paulo | 90,00% |
| TDSP - Carolina Ribeiro - Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 17 Itaim Bibi - São Paulo | 95,00% |
| TDSP - Furnas Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 23 Itaim Bibi - São Paulo | 91,00% |
| TDSP - Fernandes Moreira Empreendimentos Imobiliários SPE, Ltda. | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 20 Itaim Bibi - São Paulo | 100.00% |
| TDSP - 20 Empreendimentos Imobiliários SPE, Ltda | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 22 Itaim Bibi - São Paulo | 100.00% |
| TDSP - 21 Empreendimentos Imobiliários SPE, Ltda | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 24 Itaim Bibi - São Paulo | 100.00% |
| TDSP - Costa Junior Empreendimentos Imobiliários SPE, Ltda | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 25 Itaim Bibi - São Paulo | 100.00% |
| TDSP - 23 Empreendimentos Imobiliários SPE, Ltda | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 26 Itaim Bibi - São Paulo | 100.00% |
| TDSP - 24 Empreendimentos Imobiliários, Ltda | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 27 Itaim Bibi - São Paulo | 100.00% |
| TDSP - 25 Empreendimentos Imobiliários, Ltda | Rua Iguatemi, nº 448, 10º andar Conjunto 1001, sala 27 Itaim Bibi - São Paulo | 100.00% |

| Corporate name | Head Office | % effective participation |
|---|---|---|
| OTHERS | | |
| EMES - Participações, Ltda. | AV. das Nações Unidas, 12901, Conj. N-201, sala 06, 2.º andar Torre Norte, Centro Empresarial Nações Unidas, Brooklin São Paulo, CEP 04578-910 | 100.00% |
| **COLOMBIA** | | |
| CONSTRUCTION | | |
| TEIXEIRA DUARTE - Engenharia e Construções (Colômbia) S.A.S. | Carrera 11 nº 94 – 02 oficina 201, Centro empresarial Manhattan, Bogotá | 100.00% |
| **SPAIN** | | |
| CONSTRUCTION | | |
| UTE DE VIANA | Calle Caleruega 76, piso 1.º, Oficina 1, 28033 Madrid | 100.00% |
| CONCESSIONS AND SERVICES | | |
| RECOLTE, Servicios Y Medioambiente, S.A. Sociedade Unipersonal. | Calle Caleruega 76, piso 1.º, Oficina 1, 28033 Madrid | 100.00% |
| TDGI - Mantenimiento y Servicios Integrales, S.L. | Calle Caleruega 76, piso 1.º, Oficina 1, 28033 Madrid | 100.00% |
| **UNITED STATES OF AMERICA** | | |
| CONSTRUCTION | | |
| TEIXEIRA DUARTE CONSTRUCTION SERVICES, LLC | 1030 Salem Road, Union, NJ 07083 | 100.00% |
| **GABON** | | |
| CONSTRUCTION | | |
| SOMAFEL GABON, SARL Unipersonnelle | Zone Industrielle Owendo, Libreville, Gabon | 100.00% |
| **MACAO** | | |
| CONSTRUCTION | | |
| TEIXEIRA DUARTE - Engenharia e Construções (Macau), Lda. | Av. Dr. Mário Soares, nº 25, Edifício Montepio Apr. 26 e 28 – 3º andar, Macau | 100.00% |
| **MOZAMBIQUE** | | |
| CONSTRUCTION | | |
| TEIXEIRA DUARTE - Engenharia e Construções (Moçambique), Lda. | Av. 24 de Julho, nº 11, 3º piso, Polana Shopping, Maputo | 100.00% |
| CONCESSIONS AND SERVICES | | |
| TDGI - Tecnologia de Gestão de Imóveis, Lda. | Av. 24 de Julho, nº 11, 3º piso, Polana Shopping, Maputo | 100.00% |
| REAL ESTATE | | |
| IMOC - Empreendimentos Imobiliários, S.A. | Av. 24 de Julho, nº 11, 3º piso, Polana Shopping, Maputo | 99,99% |
| IMOPAR - Centro Comercial de Maputo, S.A. | Av. 24 de Julho, nº 11, 3º piso, Polana Shopping, Maputo | 100.00% |
| MALANGA - Empreendimentos Imobiliários, S.A. | Av. 24 de Julho, nº 11, 3º piso, Polana Shopping, Maputo | 99,75% |
| HOSPITALITY | | |
| AVENIDA - Empreendimentos Turísticos e Hoteleiros, Lda. | Av. 24 de Julho, nº 11, 3º piso, Polana Shopping, Maputo | 100.00% |
| SOCIEDADE HOTEL TIVOLI, Lda. | Av. 24 de Julho, nº 11, 3º piso, Polana Shopping, Maputo | 65,00% |
| TIVOLI BEIRA - Hotelaria e Serviços, Lda. | Av. 24 de Julho, nº 11, 3º piso, Polana Shopping, Maputo | 100.00% |
| OTHERS | | |
| INVESTIMOC, S.A. | Av. 24 de Julho, nº 11, 3º piso, Polana Shopping, Maputo | 100.00% |
| **PERU** | | |
| CONSTRUCTION | | |
| TEIXEIRA DUARTE PERÚ – Ingeniería y Construcciones, Sociedad Anonima Cerrada | Avenida Arenales, nº 773, Lima | 100.00% |
| **VENEZUELA** | | |
| CONSTRUCTION | | |
| CONSORCIO BOYACÁ – LA GUAIRA | Av. San Juan Bosco, Edifício Centra Altamira Piso 5, Oficina 54, Urb. Altamira, Caracas | 57,20% |
| TEGAVEN – Teixeira Duarte y Asociados, C.A. | Av. Venezuela del Rosal con Calle, Mohedano, Torre JWM, Piso 5, Of. 5-2, Urb El Rosal - Caracas | 100.00% |

**5 - CHANGES IN THE CONSOLIDATION PERIMETER**

During the period ended December 31st 2024, there were no changes to the consolidation perimeter as at December 31st 2023 resulting from acquisitions or disposals of subsidiary entities.

It should be noted, however, that during this period the Group also dissolved and incorporated the following companies:

Dissolutions

Hospitality:

- TDHC - Instalações para Desporto e Saúde, S.A.

Incorporations

Real Estate:

- TDSP - 25 Empreendimentos Imobiliários, Ltda.

## 6 - EXCHANGE RATES

The exchange rates used to convert in euros the assets and liabilities expressed in foreign currency on December 31st 2024 and 2023, as well as the earnings of the operations developed in countries where the functional currency is different from the Euro, in the periods ended December 31st 2024 and 2023, were as follows:

| | Closing exchange rate | | | Average exchange rate | | |
|---|---|---|---|---|---|---|
| Currency | 2024 | 2023 | Variation | 2024 | 2023 | Variation |
| Venezuelan Bolivar | 54.0754 | 39.8167 | (35,8)% | 54.0754 | 39.8167 | (35,8)% |
| Algerian Dinar | 141.2500 | 148.6000 | 4,9% | 145.1039 | 146.9944 | 1,3% |
| Kuwaiti Dinar | 0.3200 | 0.3395 | 5,7% | 0.3321 | 0.3324 | 0,1% |
| Tunisian Dinar | 3.3126 | 3.3984 | 2,5% | 3.3678 | 3.3487 | (0,6)% |
| Moroccan Dirham | 10.5267 | 10.8994 | 3,4% | 10.7762 | 10.9752 | 1,8% |
| American Dollar | 1.0389 | 1.1050 | 6,0% | 1.0826 | 1.0816 | (0,1)% |
| Cape Verde Escudo | 110.2650 | 110.2650 | - | 110.2650 | 110.2650 | - |
| CFA Franc BEAC | 655.9570 | 655.9570 | - | 655.9570 | 655.9570 | - |
| Angolan Kwanza | 949.4830 | 915.9900 | (3,7)% | 942.4942 | 740.5947 | (27,3)% |
| Mozambican Metical | 67.4500 | 71.3400 | 5,5% | 69.7823 | 69.5092 | (0,4)% |
| Peruvian Novo Sol | 3.9110 | 4.1030 | 4,7% | 4.0640 | 4.0415 | (0,6)% |
| Macao Pataca | 8.3107 | 8.8903 | 6,5% | 8.7003 | 8.7216 | 0,2% |
| Colombian Peso | 4,566.1157 | 4,222.6008 | (8,1)% | 4,415.0008 | 4,662.3228 | 5,3% |
| South African Rand | 19.9581 | 20.5839 | 3,0% | 19.9158 | 19.8802 | (0,2)% |
| Brazilian Real | 6.4363 | 5.3516 | (20,3)% | 5.8654 | 5.4086 | (8,4)% |

## 7 – INFORMATION BY OPERATING SEGMENTS

The Group organises its activity according to the following business segments:

- Construction;
- Concessions and services;
- Real Estate;
- Hospitality;
- Distribution; and,
- Automotive.

The sales and services rendered and the earnings of each operating segment referred to above, in the periods ended December 31st 2024 and 2023, were as follows:

| | Sales and services rendered | | | | | | Operating results | |
|---|---|---|---|---|---|---|---|---|
| | 2024 | | | 2023 | | | | |
| Segment | External clients | Inter-segmental | **Total** | External clients | Inter-segmental | **Total** | 2024 | 2023 |
| Construction (Note 31) | 436,094 | 48,957 | **485,051** | 511,188 | 32,515 | **543,703** | 19,124 | (14.361) |
| Concessions and services | 92,069 | 4,969 | **97,038** | 90,137 | 5,272 | **95,409** | 7,268 | 7,857 |
| Real Estate | 98,706 | 8,664 | **107,370** | 21,694 | 8,423 | **30,117** | 25,094 | 31,877 |
| Hospitality | 39,864 | 858 | **40,722** | 40,402 | 794 | **41,196** | 4,634 | 11,752 |
| Distribution | 91,065 | 1,200 | **92,265** | 81,972 | 1,305 | **83,277** | 5,609 | 4,571 |
| Automotive | 17,355 | 1,493 | **18,848** | 21,856 | 1,216 | **23,072** | 2,926 | 3,924 |
| Not allocated to segments | - | - | **-** | - | - | **-** | 5,551 | (7.205) |
| Removals | - | (66.141) | **(66.141)** | - | (49.525) | **(49.525)** | - | - |
| | 775,153 | - | **775,153** | 767,249 | - | **767,249** | - 70,206 | 38,415 |
| Financial costs and losses (Note 14) | | | | | | | (46.774) | (94.671) |
| Financial income and gains (Note 14) | | | | | | | 23,832 | 76,771 |
| Results related to investment activities results (Note 14) | | | | | | | (7.412) | 3,399 |
| Results before taxes | | | | | | | 39,852 | 23,914 |

Inter-segmental transactions are carried out under market conditions and terms, equivalent to transactions made with third parties.

Other Information:

| | Expenses of fixed capital | | (Expenses / reversals with depreciation and amortisation | | (Losses:/ reversals of impairments of depreciable / amortisable assets and Goodwill | | Provisions (Increases / Reductions) | |
|---|---|---|---|---|---|---|---|---|
| Segment | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 |
| Construction | 28,044 | 38,907 | (17.767) | (16.259) | 250 | (1.051) | 1,880 | (4.355) |
| Concessions and services | 1,676 | 1,028 | (906) | (525) | - | - | 5 | (74) |
| Real Estate | 9,590 | 12,275 | (2.074) | (2.589) | (1.048) | - | (308) | (236) |
| Hospitality | 16,494 | 8,749 | (9.909) | (8.690) | - | - | (35) | (62) |
| Distribution | 4,013 | 1,657 | (4.206) | (3.796) | - | - | 283 | 130 |
| Automotive | 301 | 965 | (445) | (392) | - | - | 36 | 4 |
| Not allocated to segments | - | - | (747) | (534) | - | - | - | - |
| | 60,118 | 63,581 | (36.054) | (32.785) | (798) | (1.051) | 1,861 | (4.593) |

The assets and liabilities of the segments and their respective reconciliation with the consolidated, as of December 31st 2024 and 2023, are as follows:

| | Assets | | | | | | | | Liabilities | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 2024 | | | | 2023 | | | | | |
| Segment | Investments in associated companies and joint-ventures (Note 23) | Financial assets at fair value through other comprehensive income(Note 24) | Other Assets | **Total** | Investments in associates and joint-ventures (Note 23) | Financial assets at fair value through other comprehensive income(Note 24) | Other Assets | **Total** | 2024 | 2023 |
| Construction | 2,938 | 1,045 | 1,081,164 | **1,085,147** | 2,279 | 1,038 | 1,199,661 | **1,202,978** | 824,033 | 959,968 |
| Concessions and services | 4,248 | 162 | 84,452 | **88,862** | - | 225 | 83,576 | **83,801** | 45,682 | 41,533 |
| Real Estate | 3,585 | 2,167 | 1,145,419 | **1,151,171** | 3,701 | 1,346 | 1,223,360 | **1,228,407** | 380,326 | 504,637 |
| Hospitality | - | 21 | 295,466 | **295,487** | - | 37 | 311,702 | **311,739** | 112,125 | 106,615 |
| Distribution | - | 15 | 184,939 | **184,954** | - | 16 | 185,222 | **185,238** | 73,479 | 76,496 |
| Automotive | - | 1 | 91,961 | **91,962** | - | 1 | 181,945 | **181,946** | 25,012 | 51,089 |
| Not allocated to segments | - | 1,627 | 1,408,455 | **1,410,082** | - | 11,548 | 1,566,303 | **1,577,851** | 907,958 | 906,093 |
| Removals | - | - | (2.848.863) | **(2.848.863)** | - | - | (3.253.319) | **(3.253.319)** | (1.078.169) | (1.277.107) |
| | 10,771 | 5,038 | 1,442,993 | **1,458,802** | 5,980 | 14,211 | 1,498,450 | **1,518,641** | 1,290,446 | 1,369,324 |

The sales and services rendered and the information regarding non-current non-monetary assets, by geographic segment, are broken down as follows for the periods ended on December 31st 2024 and 2023, respectively:

| | Sales and services rendered | | Non-monetary non-current assets | |
|---|---|---|---|---|
| Geographic segment | 2024 | 2023 | 2024 | 2023 |
| Portugal | 323,396 | 346,345 | 120,178 | 139,425 |
| Angola | 167,634 | 158,391 | 420,861 | 428,371 |
| Brazil | 190,689 | 144,251 | 9,961 | 11,995 |
| Mozambique | 26,780 | 33,649 | 31,070 | 29,127 |
| Other markets | 66,654 | 84,612 | 5,138 | 5,627 |
| | 775,153 | 767,249 | 587,208 | 614,544 |

Non-monetary non-current assets include goodwill, intangible assets, tangible fixed assets, investment property and usage rights.

With regard to Sales and Services Rendered in Other Markets for the 2024 period, the amount in question is broken down by various countries, namely Cape Verde, Spain, Peru, Kuwait and Algeria, with contributions of 14.184 thousand euros, 13.997 thousand euros, 11.641 thousand euros, 10.421 thousand euros and 7.315 thousand euros, respectively.

With regard to Sales and Services Rendered in Other Markets for the 2023 period, the most representative geography was Kuwait with a contribution of 52.182 thousand euros.

## 8 - OPERATING INCOME

In the periods ended December 31st 2024 and 2023, the operating results were as follows:

| | 2024 | 2023 |
|---|---|---|
| Sales and services rendered | 775,153 | 767,249 |
| **Other operating income:** | | |
| Change in the fair value of investment properties (Note 21) | 30.635 | 55.536 |
| Supplementary income b) | 6.942 | 9.033 |
| Sale of assets c) | 6.362 | 11.720 |
| Indemnities d) | 2.057 | 586 |
| Works for the company itself e) | 1,733 | 2,714 |
| Tax refund | 918 | - |
| Corrections to previous periods | 470 | 350 |
| Other operating income f) | 19,078 | 25,757 |
| | 68,195 | 105,695 |
| | 843,348 | 872,944 |

a) For the year ended December 31st 2024, the change in fair value of investment properties mainly resulted from the valuation of projects under construction in Portugal, with a contribution of 28.851 thousand euros, particularly from the land included in the Paço de Arcos Business Detail Plan (PPEPA), which recorded an increase of 13.535 thousand euros, and from the "Fábrica 1921" development in Lisbon, with a fair value increase of 4.145 thousand euros (Note 21);

As of December 31st 2023, the change in fair value also resulted from the valuation of projects under construction in Portugal, with a contribution of 28.896 thousand euros, where the "Fábrica 1921" development in Lisbon represented the main contribution, with an increase in fair value of 27.648 thousand euros, as well as from the assets held by the Group's Angolan entities, with an impact of 26.202 thousand euros (Note 21);

b) For the year ended December 31st 2024, the "Other income" caption mainly includes proceeds from the sale of materials and equipment.

c) In the period ended December 31st 2024, the reported income was mainly derived from the disposal of tangible fixed assets, amounting to 3.565 thousand euros (3.761 thousand euros for the year ended December 31st 2023), and from the disposal of investment properties, amounting to 1.468 thousand euros (2.066 thousand euros as of December 31st 2023);

During 2023, the Group sold its stake in SINERAMA – Organizações Turísticas e Hoteleiras, S.A., recording a capital gain of 4.107 thousand euros;

d) For the year ended December 31st 2024, this line item also includes 2.057 thousand euros in income resulting from contractual defaults by clients.

e) Work performed by the entity for its own use primarily refers to the refurbishment of equipment;

f) For the year ended December 31st 2024, it also includes the redemption of a retirement insurance policy, amounting to 10.354 thousand euros.

Additionally, this caption includes 1.973 thousand euros in balance regularizations, 1.866 thousand euros from the recovery of tax credit related to income distributed by the TDF Real Estate Investment Fund, and 825 thousand euros in operating subsidies.

In 2023, as part of the process to streamline Teixeira Duarte Group's presence in Venezuela, a balance regularization plan was implemented within the respective entities. After approval and registration of the exposure regularisation plan in Venezuela, it resulted in an effect of 19.997 thousand euros in Other Operating Income for the Group, as well as a proportion of 3.182 thousand euros in Other Operating Expenses (Note 13) and 9.065 thousand euros in Client Impairments (Note 27).

## 9 - COST OF THE SALES

During the periods ended 31st 2024 and 2023 the costs of sales were calculated as follows:

| | Raw materials and consumables | Goods | Total |
|---|---|---|---|
| **Gross assets:** | | | |
| Balance on December 31st 2022 | 12,893 | 70,737 | **83,630** |
| Cost for the period | (136.803) | (85.727) | **(222.530)** |
| Purchases | 138,540 | 94,076 | **232,616** |
| Currency conversion adjustments | (828) | (12.376) | **(13.204)** |
| Regularisations | (36) | (629) | **(665)** |
| Perimeter variation (Note 5) | (7) | - | **(7)** |
| Balance on December 31st 2023 | 13,758 | 66,082 | **79,840** |
| Cost for the period | (105.894) | (127.328) | **(233.222)** |
| Purchases | 106,672 | 133,578 | **240,250** |
| Currency conversion adjustments | (330) | (898) | **(1.228)** |
| Regularisations | - | (33.877) | **(33.877)** |
| Balance on December 31st 2024 | 14,206 | 37,557 | **51,763** |
| | | | |
| **Losses due to accumulated impairment in Inventories:** | | | |
| Balance on December 31st 2022 | 1,498 | 1,621 | **3,118** |
| Increases | 439 | 902 | **1,341** |
| Reductions | (11) | (123) | **(134)** |
| Regularisations | - | (21) | **(21)** |
| Currency conversion adjustments | (106) | (699) | **(805)** |
| Balance on December 31st 2023 | 1,819 | 1,679 | **3,498** |
| Increases | 579 | 240 | **819** |
| Reductions | (62) | (235) | **(297)** |
| Regularisations | - | (663) | **(663)** |
| Currency conversion adjustments | (24) | (35) | **(59)** |
| Balance on December 31st 2024 | 2,312 | 986 | **3,298** |
| Net value on December 31st 2023 | 11,939 | 64,403 | **76,341** |
| Net value on December 31st 2023 | 11,894 | 36,571 | **48,465** |

## 10 - CHANGE IN PRODUCTION

The statement of change in production that occurred in the periods ended December 31st 2024 and 2023 is as follows:

| | Ongoing products and works | Finished and intermediate products | Total |
|---|---|---|---|
| **Gross assets:** | | | |
| Balance on December 31st 2022 | 166,731 | 1,315 | **168,046** |
| Production changes | 18,802 | 442 | **19,245** |
| Regularisations | 25,446 | - | **25,446** |
| Currency conversion adjustments | 2,497 | - | **2,497** |
| Balance on December 31st 2023 | 213,476 | 1,757 | **215,233** |
| Production changes | 13,524 | (739) | **12,785** |
| Regularisations | 10,513 | (433) | **10,080** |
| Currency conversion adjustments | (15.394) | - | **(15.394)** |
| Balance on December 31st 2024 | 222,119 | 585 | **222,704** |
| | | | |
| **Losses due to accumulated impairment in Inventories:** | | | |
| Balance on December 31st 2022 | 704 | 74 | **778** |
| Increases | - | 49 | **49** |
| Reductions | (671) | (1) | **(672)** |
| Regularisations | (11) | - | **(11)** |
| Balance on December 31st 2023 | 22 | 123 | **145** |
| Increases | - | - | **-** |
| Reductions | - | (123) | **(123)** |
| Regularisations | 4 | - | **4** |
| Balance on December 31st 2024 | 26 | - | **26** |
| Net value on December 31st 2023 | 213,454 | 1,634 | **215,088** |
| Net value on December 31st 2023 | 222,093 | 585 | **222,678** |

As of December 31st 2024 and 2023 inventories are detailed as follows:

| | 2024 | 2023 |
|---|---|---|
| Raw materials, subsidiaries and consumables (Note 9) | 11,894 | 11,939 |
| Goods (Note 9) | 36,571 | 64,403 |
| Ongoing products and works | 222,093 | 213,454 |
| Finished and intermediate products | 585 | 1,634 |
| | 271,143 | 291,430 |

As of December 31st, 2024 and 2023, real estate developments, shown under products and work in progress, are being developed by the following entities:

| | 2024 | 2023 |
|---|---|---|
| TD VIA - Sociedade Imobiliária, S.A. | 92,987 | 78,142 |
| TEIXEIRA DUARTE REAL ESTATE, S.A. | 33,830 | - |
| V8 - Gestão Imobiliária, S.A. | 23,687 | 16,431 |
| TDSP – Furnas Empreendimentos Imobiliários SPE, Ltda. | 19,359 | 14,806 |
| QUINTA DE CRAVEL - Imobiliária, S.A. | 12,186 | 25,938 |
| TDSP – Fernandes Moreira Empreend Imobiliários SPE, Ltda. | 11,550 | 11,075 |
| TDSP – Costa Junior Empreend Imobiliários SPE, Ltda. | 9,372 | 11,015 |
| TDSP - 23 Empreend Imobiliários SPE, Ltda. | 6,935 | - |
| TDSP – 21 Empreendimentos Imobiliários SPE, Ltda | 5,387 | 5,964 |
| TD AM, S.A. | 3,456 | - |
| TDSP – Bela Vista Empreendimentos Imobiliários, Ltda. | 2,161 | 2,555 |
| TDSP – Alta Vista III Empreendimentos Imobiliários SPE, Ltda. | 897 | 28,881 |
| TDSP – Princesa Isabel Empreendimentos Imobiliários SPE, Ltda. | - | 16,823 |
| TEIXEIRA DUARTE - Gestão de Participações e Investimentos Imobiliários, S.A. | - | 1,517 |
| TDSP – Maria de Jesus Empreendimentos Imobiliários SPE, Ltda. | - | 60 |
| Others | 286 | 247 |
| | 222,093 | 213,454 |

As of December 31st, 2024 and 2023 the following inventories were pledged as collateral for liabilities:

| Geography | 2024 | 2023 |
|---|---|---|
| Portugal | Mortgage 8 Lots Santa Marinha Design District Development | Mortgage 9 Lots Santa Marinha Design District Development |
| Portugal | Mortgage of 6 Lots Mafamude | Mortgage of 7 Lots Mafamude |
| Portugal | Mortgage Lot 26 Magnolia Development | Mortgage Lot 26 Magnolia Development |
| Portugal | Mortgage of Lezíria Park 2 Development, Villa Rio, Jardins da Póvoa and Póvoa Logistics Park | Mortgage of Lezíria Park 2 Development, Villa Rio, Jardins da Póvoa and Póvoa Logistics Park |
| Brazil | Real estate development condominium Infinity Inside Brooklin - São Paulo / Brazil (291 autonomous units) | - |
| Brazil | Real estate development condominium Loomi Chácara Santo Antônio - São Paulo / Brazil (228 autonomous units) | - |
| Brazil | - | Real estate development condominium Reserva Alta Vista - São Paulo / Brazil (204 autonomous units) |
| Brazil | - | Real estate development condominium Princesa Isabel - São Paulo / Brazil (98 autonomous units) |

## 11 –SUPPLIES AND EXTERNAL SERVICES

In the periods ended December 31st, 2024 and 2023 the external supplies and services are broken down as follows:

| | 2024 | 2023 |
|---|---|---|
| Subcontracts | 138,691 | 170,582 |
| Expert services | 30,277 | 25,361 |
| Hire and rental charges | 26,149 | 29,905 |
| Maintenance and repair | 14,158 | 16,670 |
| Travels and accommodation | 7,937 | 4,710 |
| Fuel | 7,306 | 8,514 |
| Transports of goods | 6,485 | 11,450 |
| Electricity | 4,653 | 4,258 |
| Surveillance and security | 3,401 | 4,176 |
| Transportation of personnel | 2,605 | 2,374 |
| Advertising | 2,422 | 3,043 |
| Fees | 496 | 842 |
| Others | 40,958 | 52,852 |
| | 285,538 | 334,737 |

In the periods ended on December 31st, 2024 and 2023, the "Subcontracts" item primarily refers to expenses incurred with subcontractors associated with the execution of construction contracts that the Group was undertaking, representing approximately 49% of the total External Supplies and Services as of December 31st, 2024, and 51% the year before.

As of December 31st, 2024 and 2023, the item rents and leases essentially correspond to equipment rental costs for the construction work in progress.

## 12 - PERSONNEL EXPENSES

The average number of employees in the periods ended December 31st, 2024 and 2023, by operating segment, was as follows:

| | 2024 | 2023 |
|---|---|---|
| Construction | 4,921 | 5,182 |
| Concessions and services | 1,495 | 1,463 |
| Real Estate | 127 | 217 |
| Hospitality | 1,086 | 1,135 |
| Distribution | 1,192 | 1,113 |
| Automotive | 257 | 276 |
| Not allocated to segments | 8 | 8 |
| | 9,086 | 9,396 |

The item “expenses with staff”, in the periods ended December 31st, 2024 and 2023 , had the following breakdown:

| | 2024 | 2023 |
|---|---|---|
| Normal remunerations | 103,105 | 101,895 |
| Other remunerations | 61,174 | 56,332 |
| Charges with remunerations | 29,727 | 28,938 |
| Insurances | 2,349 | 1,386 |
| Retirement benefits | 4 | 11 |
| Other expenses with staff | 14.655 | 23.553 |
| | 211.014 | 212.115 |

## 13 - OTHER OPERATING EXPENSES

Other operating expenses in the periods ended December 31st, 2024 and 2023 were as follows:

| | 2024 | 2023 |
|---|---|---|
| Change in the fair value of investment properties (Note 21) | 11,198 | 16,289 |
| Taxes b) | 7,655 | 8,144 |
| Losses incurred in asset divestment c) | 901 | 2,824 |
| Operating exchange rate differences | 522 | 5,642 |
| Inventory losses | 358 | 56 |
| Prior periods corrections | 84 | 360 |
| Uncollectible debts | - | 1,027 |
| Other operating expenses d) | 2,989 | 7,602 |
| | 23,707 | 41,944 |

a) As of December 31st, 2024, the reduction in fair value of investment properties is mostly due to reductions in the Group's real estate segment in Portugal in the amount of 10.766 thousand euros (16.075 thousand euros in 2023);

b) The tax item includes the costs of direct and indirect taxes and fees incurred during the course of the Group's business;

c) The losses indicated were incurred on the sale of tangible fixed assets and investment properties amounting to 901 thousand euros (2.824 thousand euros in 2023); and,

d) The main impact of other operating expenses, as of December 31st, 2024, is 542 thousand euros relating to the Group's liabilities under an Association Contract for the marketing of a real estate development. With regard to December 31st, 2023, other operating costs mainly include balance adjustments made as part of the simplification of the Teixeira Duarte Group's exposure in Venezuela, amounting to 3.182 thousand euros.

## 14 - FINANCIAL RESULTS

The financial results of the periods December 31st, 2024 and 2023, were as follows:

| | 2024 | 2023 |
|---|---|---|
| **Financial costs and losses:** | | |
| Interests paid | (25.687) | (49.825) |
| Unfavourable exchange rate differences b) | (16.310) | (33.057) |
| Other financial expenses and losses | (4.777) | (11.789) |
| | (46.774) | (94.671) |
| **Financial income and gains:** | | |
| Interests earned | 3,503 | 13,725 |
| Favourable exchange rate differences b) | 18,020 | 61,793 |
| Other financial income and gains | 2,309 | 1,254 |
| | 23,832 | 76,772 |
| **Investment activities results:** | | |
| Income related to associates and joint-ventures c) | 1,118 | 501 |
| Dividends d) | 984 | 2,938 |
| Other investments e) | (9.514) | (41) |
| | (7.412) | 3,398 |
| Financial results | (30.354) | (14.501) |

a) The interest expense item mainly relates to interest incurred on bank loans amounting to 13.264 thousand euros, interest on commercial paper of 6.789 thousand euros, and other interest of 5.634 thousand euros (in 2023, 23.618 thousand euros, 17,216 thousand euros, and 8.991 thousand euros, respectively). As part of the debt renegotiation and until its contractual formalization, the Teixeira Duarte Group benefited from a reduction in the interest rate, thereby contributing to the decrease in financing costs with certain financial institutions during the 2024 period;

b) Net foreign exchange differences recorded for the years ended December 31st 2024 and 2023 arise from payments and receipts, as well as currency revaluations on balances denominated in currencies other than the Euro;

c) Results from associates and joint ventures for the years ended December 31st 2024 and 2023 include the effect of applying the equity method to these investments (Note 23);

d) Amounts reported in 2024 and 2023 correspond to dividends received from “Financial assets at fair value through other comprehensive income” and “Assets held for sale”; and,

e) As of December 31st 2024, the “Other Investments” caption primarily included impairment losses on “Other financial investments at fair value through other comprehensive income” (Note 24).

In the periods ended December 31st 2024 and 2023 there was no capitalisation of interests in the purchase cost of qualifying assets.

## 15 - INCOME TAX

“TD, SA” is the parent company of a group of companies taxed under the Special Taxation Regime for Groups of Companies (RETGS). This regime includes all companies that meet the criteria for inclusion, namely those in which TD, SA directly or indirectly holds at least 75% of the share capital, provided that such ownership grants more than 50% of the voting rights, and that simultaneously have their registered office and effective management in Portugal and are subject to the general corporate income tax regime (“IRC”).

All other subsidiary companies that are not covered by the RETGS, pay tax individually, based on the respective taxable items and the applicable rates of IRC, and municipal and state surcharges.

"TD, SA" and most of its subsidiaries with head office in Portugal are subject to Corporate Tax (IRC), at the rate of 21%, on the taxable amount. It should be noted that with the entry into force of the State Budget for 2025, the nominal corporate income tax rate will be reduced from 21 % to 20 %. Entities with reportable profit are also subject to the Municipal Surcharge, whose rate may vary to the maximum of 1,5%, as the State Surcharge, incident on taxable profit in excess of 1.500 euros, 7.500 euros and 35.000 euros, at the rates of 3%, 5% and 9%, respectively.

These entities are also subject to autonomous taxation on the expenses listed in article 88 of the IRC Code, at the rates also provided for in this article.

It should be noted that, following the approval of the State Budget Law for 2023, which entered into force on January 1st 2023, tax losses available for carry forward as of that date are now subject to an unlimited carry forward period, although their deduction is now limited to 65% of the taxable profit for each period (with the 10 percentage point increase remaining applicable when the deduction involves tax losses incurred in the tax periods of 2020 and 2021)

According to current legislation, tax returns in Portugal are subject to review and correction by the tax authorities for a period of four years, except where there has been deduction of tax losses, or inspections, ongoing complaints or challenges, cases where, depending on the circumstances, that period may be extended or suspended.

The review period of tax returns of entities with a presence in other countries varies between three and ten years.

The Board of Directors considers that any corrections resulting from tax revisions/inspections to those statements will not have a significant effect on the financial statements reported on December 31st 2024.

The "Period Income Tax" recorded in the income statement represents the sum of the current and deferred tax, being the latter the recognition of temporary differences between the accounting and tax results, as provided for in IAS 12 - Income taxes.

In 2022, the European Union adopted Directive 2022/2523 to ensure a global minimum level of taxation for multinational corporate groups and large national groups (with consolidated annual revenues of €750 million or more), which translates into a minimum effective tax rate of 15% on profits, regardless of the country where these profits are generated.

Law No. 41/2024 of November 8th transposed Directive (EU) 2022/2523 of the Council, dated December 15th 2022, into national legislation.

The key elements of Pillar II include the Income Inclusion Rule (IIR), the Under-Taxed Profits Rule (UTPR), and the possibility for each country to opt for the implementation of a Qualified Domestic Minimum Top-up Tax (QDMTT), which will be offset against the top-up tax resulting from the application of the IIR. Additionally, there is a safeguard provision (Safe Harbour), based on the country-by-country financial and tax reporting (“Country-by-Country Report”). However, this safeguard measure is transitional and only applies until the fiscal year 2026.

In light of the above, and based on consolidated revenues, “TD,SA” for the year ending December 31st 2024 is subject to the application of this new tax regulation, and consequently, has assessed the potential impact of the top-up tax in the jurisdictions where it operates.

According to the analysis performed, the Group benefits from the Safe Harbour rules or exclusions granted by the regime, so no material impacts are expected from the rules of Pillar II.

Regarding the recognition and disclosure of deferred tax information related to the future adoption of the new rules, the Group has applied the exception to its recognition and disclosure, as set out in the revision of IAS 12 issued in May 2023.

The income taxes recognised in the periods ended December 31st 2024 and 2023, are as follows:

| | 2024 | 2023 |
|---|---|---|
| Current tax: | | |
| Income tax in Portugal | 6,493 | (4.770) |
| Income tax in other jurisdictions | (10.978) | (5.801) |
| Current tax | (4.485) | (10.571) |
| Deferred tax (Note 26) | (7.237) | (16.332) |
| | (11.722) | (26.903) |

Additionally to the amounts of deferred taxes recorded directly in the consolidated financial statements, were registered directly in equity deferred taxes the amount (of (4.328) thousand euros, in the period ended December 31st 2024 and (30.152) thousand euros on December 31st 2023) (Note 26).

As of December 31st 2024 and 2023 the reconciliation between the nominal and effective income tax rate can be presented as follows:

| | 2024 | | 2023 | |
|---|---|---|---|---|
| | Yield % | Tax | Yield % | Tax |
| **Profit/(loss) before taxation** | | **39,852** | | **23,914** |
| Nominal rate and tax on income | 21,0% | (996) | 21,0% | (3.507) |
| Tax rate differential from other countries | (27,5)% | (10.978) | (24,3)% | (5.801) |
| Earnings from associated companies and joint ventures (equity method) | 0,6% | 235 | 0,4% | 105 |
| Tax losses generated in the year for which deferred tax assets were not recognised | 8,2% | 3,265 | 1,9% | 455 |
| Difference between capital gains and losses for tax and accounting purposes | 1,9% | 771 | 12,4% | 2,975 |
| Expenses not accepted for tax purposes | (11,4)% | (4.547) | (46,3)% | (11.078) |
| Autonomous taxation | (0,9)% | (365) | (1,4)% | (346) |
| Municipal tax | (2,2)% | (884) | (3,8)% | (917) |
| Differences in estimates | (2,4)% | (944) | 3,4% | 818 |
| Other tax components | 25,0% | 9,958 | 28,1% | 6,724 |
| Deferred tax for the year | (18,2)% | (7.237) | (68,3)% | (16.332) |
| Effective rate and income tax | 29,4% | (11.722) | 112,5% | (26.903) |

## 16 - EARNINGS PER SHARE

Earnings per share in the periods ended December 31st 2024 and 2023 were calculated considering the following amounts:

| | 2024 | 2023 |
|---|---|---|
| Result to estimate the basic net result by share (net result of period) | 25,641 | (11.750) |
| Weighted average number of shares for the purposes of calculating basic earnings per share (thousand) | 420,000 | 420,000 |
| Basic net result per share | 0.06 | (0.03) |

Given that in the periods ended on December 31st 2024 and 2023 there are no diluting effects of the earnings per share, the diluted earnings per share is equal to the basic earnings per share.

## 17 - DIVIDENDS

The Shareholders General Meeting held on May 22nd 2024 decided the non-distribution of dividends, taking into consideration the separated financial statements of the Company on December 31st 2023.

No dividends were distributed for the year ended December 31st 2023, relative to the period of 2022.

## 18 - *GOODWILL*

During the periods ended on December 31st 2024 and 2023 the movements occurred in the values of Goodwill determined in the acquisition of subsidiary companies, as well as their accumulated impairment losses, were as follows:

| | 2024 | 2023 |
|---|---|---|
| **Gross assets:** | | |
| Opening balance | 29,591 | 28,999 |
| Increases / Acquisitions | - | 690 |
| Currency conversion adjustments | 2 | (98) |
| Closing balance | 29,593 | 29,591 |
| Accumulated impairment losses | (15.255) | (15.255) |
| Net assets: | 14,338 | 14,336 |

The values of the Goodwill as of December 31st 2024 and 2023 refer to the following entities:

| Participated company: | Operating segment | 2024 | 2023 |
|---|---|---|---|
| EPOS - Empresa Portuguesa de Obras Subterrâneas, SA | Construction | 12,107 | 12,107 |
| SOMAFEL - Engenharia e Obras Ferroviárias, S.A. | Construction | 1,470 | 1,470 |
| TD VIA - Sociedade Imobiliária, S.A. | Real Estate | 690 | 690 |
| AUTO COMPETIÇÃO ANGOLA (SU), Lda. | Automotive | 71 | 69 |
| | | 14,338 | 14,336 |

The values of Goodwill are tested annually for impairment or whenever there are indications that they might be impaired.

The recoverable amount of the cash-generating units to which Goodwill is allocated is determined based on the calculation of its use value, which uses cash flow forecasts based on the latest financial forecasts approved by the respective Boards of Directors over a period of five years, discounted by the discount rates shown in the table below, which were calculated based on the weighted average cost of capital (WACC), adjusted for risks, specific to the market in which each unit is placed. Cash flows beyond this five-year period were forecast using the rates specified in the same table. These rates do not exceed the average long-term growth for the markets to which those cash generating units are allocated.

The Boards of Directors believe that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the book value of these cash-generating units to exceed its recoverable amount.

Thus, the main assumptions considered in determining the value in use of goodwill are as follows:

| | 2024 | | | 2023 | | |
|---|---|---|---|---|---|---|
| Participated company: | Book value of the goodwill | Discount rate | Perpetuity growth rate | Book value of the goodwill | Discount rate | Perpetuity growth rate |
| EPOS- Empresa Portuguesa de Obras Subterrâneas, S.A. | 12,107 | 6,4% | 1,50% | 12,107 | 8,1% | 1,50% |
| SOMAFEL - Engenharia e Obras Ferroviárias, S.A. | 1,470 | 8,0% | 1,50% | 1,470 | 8,8% | 1,50% |
| TD VIA - Sociedade Imobiliária, S.A. | 690 | 9,0% | 1,50% | 690 | 9,0% | 1,50% |
| Auto Competição Angola, Lda. | 71 | 15,8% | 1,00% | 69 | 15,8% | 1,00% |
| | 14,338 | | | 14,336 | | |

It is worth mentioning that the Goodwill related to each of the associated companies and joint ventures is an integral part of the value of the respective investments.

## 19 - INTANGIBLE ASSETS

During the periods ended December 31st 2024 and 2023, the movements in tangible fixed assets, as well as in the respective depreciations and accumulated impairment losses, are shown on the following table:

| | Industrial Property | Others | Intangible assets ongoing | Total |
|---|---|---|---|---|
| **Gross assets:** | | | | |
| Balance on December 31st 2022 | 77,337 | 570 | 934 | 78,842 |
| Acquisitions | 190 | - | 686 | 876 |
| Disposals | (36) | - | - | (36) |
| Transfers and write-offs | (785) | 985 | - | 200 |
| Reclassifications | 939 | - | (937) | 2 |
| Currency conversion adjustments | (9.989) | 60 | 1 | (9.928) |
| Perimeter variations | (4) | - | - | (4) |
| Balance on December 31st 2023 | 67,653 | 1,615 | 684 | 69,952 |
| Acquisitions | 82 | - | 216 | 298 |
| Disposals | (1) | - | - | (1) |
| Transfers and write-offs | (23) | - | (207) | (230) |
| Reclassifications | (658) | - | (277) | (935) |
| Currency conversion adjustments | (602) | (266) | (11) | (879) |
| Balance on December 31st 2024 | 66,451 | 1,349 | 405 | 68,205 |
| | | | | - |
| **Amortisations and losses for accumulated impairments:** | | | | - |
| Balance on December 31st 2022 | 50,959 | 61 | - | 51,020 |
| Increases | 1,344 | - | - | 1,344 |
| Transfers and write-offs | 1,349 | (31) | - | 1,318 |
| Currency conversion adjustments | (2.348) | (4) | - | (2.352) |
| Perimeter variations | (2) | - | - | (2) |
| Balance on December 31st 2023 | 51,302 | 26 | - | 51,328 |
| Increases | 2,331 | - | - | 2,331 |
| Disposals and reductions | (1) | - | - | (1) |
| Reclassifications | (658) | - | - | (658) |
| Currency conversion adjustments | (480) | 2 | - | (478) |
| Balance on December 31st 2024 | 52,494 | 28 | - | 52,522 |
| **Net amount:** | | | | |
| On December 31st 2023 | 16,351 | 1,589 | 684 | 18,623 |
| On December 31st 2024 | 13,957 | 1,321 | 405 | 15,683 |

As of December 31st 2024 the "Industrial Property" item shows an amount of 8.135 thousand euros related to surface rights, 8.576 thousand euros as of December 31st 2023.

## 20 - TANGIBLE FIXED ASSETS

During the periods ended December 31st 2024 and 2023 the movements occurred in tangible fixed assets, as well as their respective depreciations and accumulated impairment losses, were as follows:

| | Land and natural resources | Buildings and other constructions | Basic equipment | Transport equipment | Administrative equipment | Other tangible fixed assets | Tangible fixed assets ongoing | Advance on account for tangible fixed assets | Total |
|---|---|---|---|---|---|---|---|---|---|
| **Gross assets:** | | | | | | | | | |
| Balance on December 31st 2022 | 27,017 | 1,032,390 | 317,515 | 43,821 | 20,353 | 4,013 | 12,330 | 51 | 1,457,490 |
| Acquisitions | - | 3,316 | 31,201 | 1,806 | 810 | 102 | 9,485 | - | 46,720 |
| Revaluations | 13,421 | 312,532 | - | - | - | - | - | - | 325,953 |
| Disposals | (115) | (451) | (13.589) | (963) | (159) | (14) | - | - | (15.290) |
| Transfers and write-offs | 108 | 16,326 | (5.309) | (701) | 138 | 55 | (13.817) | - | (3.200) |
| Currency conversion adjustments | (7.400) | (388.313) | (17.854) | (6.292) | (3.782) | (1.293) | (4.436) | (21) | (429.391) |
| Perimeter variation (Note 5) | (1.576) | (23.969) | (850) | - | (55) | (139) | - | - | (26.589) |
| Balance on December 31st 2023 | 31,457 | 951,831 | 311,114 | 37,670 | 17,305 | 2,724 | 3,561 | 30 | 1,355,693 |
| Acquisitions | 16 | 3,590 | 18,058 | 5,311 | 860 | 151 | 3,524 | - | 31,510 |
| Revaluations | 733 | 41,431 | - | - | - | - | - | - | 42,164 |
| Disposals | (3) | (1.929) | (10.952) | (2.791) | (255) | (1) | - | - | (15.931) |
| Transfers and write-offs | 677 | (73) | (613) | (1.848) | (762) | 425 | (1.510) | - | (3.704) |
| Currency conversion adjustments | (813) | (36.668) | (5.938) | (1.492) | (452) | (89) | (112) | (1) | (45.565) |
| Balance on December 31st 2024 | 32,067 | 958,182 | 311,669 | 36,850 | 16,696 | 3,210 | 5,463 | 29 | 1,364,167 |
| **Depreciations and losses for accumulated depreciations:** | | | | | | | | | |
| Balance on December 31st 2022 | - | 620,187 | 298,042 | 37,332 | 18,047 | 3,163 | - | - | 976,771 |
| Revaluations | 45 | 208,293 | - | - | - | - | - | - | 208,337 |
| Increases | - | 12,605 | 10,672 | 1,698 | 710 | 1,176 | - | - | 26,860 |
| Reductions | - | (244) | - | (43) | (1) | - | - | - | (288) |
| Disposals | - | (1.302) | (12.732) | (936) | (249) | (14) | - | - | (15.234) |
| Transfers and write-offs | - | 2,711 | (3.782) | 298 | 528 | (967) | - | - | (1.213) |
| Currency conversion adjustments | - | (225.523) | (16.401) | (4.749) | (3.408) | (862) | - | - | (250.944) |
| Perimeter variation (Note 5) | - | (17.245) | (648) | - | (43) | (111) | - | - | (18.048) |
| Balance on December 31st 2023 | 45 | 599,481 | 275,150 | 33,598 | 15,583 | 2,385 | - | - | 926,242 |
| Revaluations | 13 | 23,588 | - | - | - | - | - | - | 23,601 |
| Increases | - | 12,625 | 11,393 | 1,529 | 693 | 463 | - | - | 26,703 |
| Reductions | - | (226) | - | (24) | - | - | - | - | (250) |
| Disposals | - | (1.148) | (9.639) | (2.748) | (955) | (43) | - | - | (14.533) |
| Transfers and write-offs | - | (2.790) | (1.198) | (414) | 179 | (350) | - | - | (4.573) |
| Currency conversion adjustments | (2) | (23.580) | (2.198) | (1.306) | (544) | (44) | - | - | (27.674) |
| Balance on December 31st 2024 | 56 | 607,950 | 273,508 | 30,635 | 14,956 | 2,411 | - | - | 929,516 |
| **Net amount:** | | | | | | | | | |
| On December 31st 2023 | 31,413 | 352,349 | 35,963 | 4,072 | 1,723 | 339 | 3,561 | 30 | 429,452 |
| On December 31st 2024 | 32,011 | 350,232 | 38,161 | 6,215 | 1,740 | 799 | 5,463 | 29 | 434,651 |

Additions of tangible fixed assets in the period ended December 31st 2024 are essentially related to equipment.

On December 31st 2024, the amount of tangible fixed assets ongoing is, essentially, related to buildings and other constructions ongoing and equipment.

As a result of the evaluations carried out December 31st 2023, the tangible fixed assets registered a revaluation of 18.563 thousand euros, being the main impact felt on the assets set in Angola which recorded a revaluation of 12.941 thousand euros. This revaluation of Assets had a positive impact on equity under the heading 'property revaluation reserves', in the amount of 13.809 thousand euros, which contrasts with the negative exchange rate effect of 6.769 thousand euros, recorded in equity under the heading 'currency conversion adjustments', which is essentially the result of the devaluation of the Kwanza against the dollar, the currency used by the experts for property valuation purposes.

According to IAS 16, after initial recognition, tangible fixed assets can be measured in accordance with two models:

– Cost model; and,

– Revaluation model.

On December 31st 2024 and 2023, the Group adopted the revaluation model for the restricted set of tangible fixed assets.

Revaluations should be carried out with sufficient regularity to ensure that the carrying amount does not materially differ from the corresponding fair value at the reporting date (IAS 16§ 31).

As of December 31st 2023, the impact of the revaluation of the aforementioned tangible fixed assets was as follows:

| | 2024 | | | | | | |
|---|---|---|---|---|---|---|---|
| Tangible fixed assets | Gross assets: | Accumulated amortisations | Net value | Valuation value | Impact on revaluation | Deferred taxes | Impact on net revaluation |
| Hotels | | | | | | | |
| Angola | 529,995 | (349.645) | 180,350 | 193,291 | 12,941 | (3.235) | 9,706 |
| Mozambique | 39,150 | (19.560) | 19,591 | 21,213 | 1,622 | (519) | 1,103 |
| | 569,145 | (369.205) | 199,941 | 214,504 | 14,563 | (3.754) | 10,809 |
| Stores in the Distribution sector | | | | | | | |
| Angola | 156,511 | (60.769) | 95,743 | 99,782 | 4,040 | (1.010) | 3,030 |
| | 156,511 | (60.769) | 95,743 | 99,782 | 4,040 | (1.010) | 3,030 |
| Stores in the Automotive sector | | | | | | | |
| Angola | 124,073 | (113.836) | 10,237 | 10,197 | (40) | 10 | (30) |
| | 124,073 | (113.836) | 10,237 | 10,197 | (40) | 10 | (30) |
| | 849,729 | (543.809) | 305,920 | 324,483 | 18,563 | (4.754) | 13,809 |

| | 2023 | | | | | | |
|---|---|---|---|---|---|---|---|
| Tangible fixed assets | Gross assets: | Accumulated depreciation | Net value | Valuation value | Impact on revaluation | Deferred taxes | Impact on net revaluation |
| Hotels | | | | | | | |
| Angola | 335,201 | (214.482) | 120,718 | 194,480 | 73,762 | (18.441) | 55,322 |
| Mozambique | 32,408 | (15.635) | 16,774 | 19,560 | 2,787 | (892) | 1,895 |
| | 367,609 | (230.117) | 137,492 | 214,041 | 76,549 | (19.332) | 57,217 |
| Stores in the Distribution sector | | | | | | | |
| Angola | 103,509 | (38.127) | 65,382 | 102,213 | 36,831 | (9.208) | 27,623 |
| | 103,509 | (38.127) | 65,382 | 102,213 | 36,831 | (9.208) | 27,623 |
| Stores in the Automotive sector | | | | | | | |
| Angola | 79,664 | (73.036) | 6,628 | 10,864 | 4,236 | (1.059) | 3,177 |
| | 79,664 | (73.036) | 6,628 | 10,864 | 4,236 | (1.059) | 3,177 |
| | 550,782 | (341.280) | 209,502 | 327,118 | 117,616 | (29.599) | 88,017 |

## 21 - INVESTMENT PROPERTIES

During the periods ended December 31st 2024 and 2023 the movement occurred in investment properties was as follows:

| | 2024 | 2023 |
|---|---|---|
| Opening balance | 133,332 | 217,393 |
| Increases | 9,355 | 11,447 |
| Disposals | (59.953) | (107.704) |
| Reclassifications | 70 | (130) |
| Change in fair value (Note 8 and 13) | 19,437 | 39,247 |
| Currency conversion adjustments | (2.044) | (26.922) |
| Closing balance | 100,197 | 133,332 |

During the periods ended December 31st 2024 and 2023 the variation of the fair value of the investment properties, by geography, was as follows:

| | 2024 | 2023 |
|---|---|---|
| Portugal | 18,218 | 12,822 |
| Angola | 833 | 26,179 |
| Mozambique | 386 | 246 |
| | 19,437 | 39,247 |

The change in fair value of investment properties, for the year ending December 31st 2024, largely stems from the valuation of assets held by Portuguese entities within the Group. Notably, the development of land included in the Paço de Arcos Business Zoning Plan (PPEPA) stands out, as it saw significant progress in urban development and associated legal processes during the past year. Additionally, the "Fábrica 1921" project in Lisbon has contributed to this positive variation, marking a key milestone in the Group's ongoing real estate activities.

In the period ended December 31st 2023, the variation of the investment properties fair value results mainly of the evaluation of the investment properties held by the Angolan entities of the Group, as well as the real estate development "Fábrica 1921", in Lisboa.

It is also important to mention that the net change in the fair value of investment properties, amounting to 19.437 thousand euros as of December 31st 2024 (39.247 thousand euros as of December 31st 2023), results from the recognition of operating income of 30.635 thousand euros as of December 31st 2024 (55.536 thousand euros as of December 31st 2023) (Note 8) and operating expenses of 11.198 thousand euros as of December 31st 2024 (16.289 thousand euros as of December 31st 2023) (Note 13).

As of December 31st 2023, the variation in the fair value of assets located in Angola had a positive impact on results amounting to 26.179 thousand euros. This was primarily due to the depreciation of the Kwanza against the dollar, the currency used by the experts for the property valuation. Additionally, the mentioned effect was offset by the negative impact on Equity in the amount of 24.864 thousand euros.

As of December 31st 2024, the variation in the fair value of assets located in Angola, although positive, showed a residual impact, in line with the marginal depreciation of the Kwanza between the comparable periods.

The income from investment properties amounted to 2.194 thousand euros in the period ended December 31st 2024 (1.487 thousand euros eon December 31st 2023) and the direct operating expenses related to investment properties for the period ended on December 31st 2024 amounted to 1.974 thousand euros (2.095 thousand euros on December 31st 2023).

The fair value of each investment property in operation is periodically determined through valuations conducted by specialised and independent entities and in accordance with generally accepted valuation methodologies for the real estate market, including income approach, market comparison approach, or cost approach, depending on the specific circumstances of each property.

The main assumptions and methods inherent to the assessment of support for the market value of the investment properties were as follows:

– *Yield*: – Portugal between 5% and 10%;

– Average of the comparative and multiples of income method;

– Average of the comparative method and of the cost.

A IAS 40 - Investment Properties ("IAS 40") does not require determining the fair value of investment properties based on a valuation by an independent appraiser. As of December 31st 2024 and 2023 all investment properties were assessed by independent appraisers with relevant and recognized professional qualifications and recent experience in the location and category of the investment property being valued.

These appraisers utilized common methodologies in this market, which include the income approach, cost approach, or market comparison approach, depending on the specific circumstances of each property. Considering that the assets are leased, the income approach was used, taking into account the other methods to assess the reasonableness of the results achieved by that method. According to this approach, the current lease incomes and circumstances were utilised, and upon the expiration of those leases, the use of an adapted yield for each property was considered.

## 22 - RIGHTS OF USE

During the periods ended December 31st 2024 and 2023 the movements in the right-of-use asset account due to the application of IFRS 16 are as follows:

| | Buildings and other constructions | Basic equipment | Transport equipment | Administrative equipment | Total |
|---|---|---|---|---|---|
| **Gross assets:** | | | | | |
| Balance on January 1st 2023 | 36,500 | 5,285 | 1,971 | 716 | **44,472** |
| Acquisitions | 1,469 | 1,151 | 1,851 | 66 | **4,538** |
| Transfers and write-offs | (7.057) | (129) | (605) | (437) | **(8.228)** |
| Currency conversion adjustments | (1.056) | - | - | - | **(1.056)** |
| Balance on December 31st 2023 | 29,857 | 6,307 | 3,218 | 346 | 39,727 |
| Acquisitions | 15,956 | 230 | 2,548 | 223 | **18,957** |
| Transfers and write-offs | (661) | (478) | (719) | (299) | **(2.157)** |
| Currency conversion adjustments | (101) | - | - | - | **(101)** |
| Balance on December 31st 2024 | 45,052 | 6,059 | 5,047 | 270 | **56,428** |
| **Depreciations and losses for accumulated** | | | | | |
| Balance on January 1st 2023 | 15,712 | 2,051 | 1,272 | 484 | **19,520** |
| Increases | 3,582 | 1,488 | 757 | 92 | **5,920** |
| Transfers and write-offs | (3.382) | (83) | (215) | (289) | **(3.969)** |
| Currency conversion adjustments | (546) | - | - | - | **(546)** |
| Balance on December 31st 2023 | 15,367 | 3,457 | 1,815 | 286 | 20,925 |
| Increases | 5,513 | 1,307 | 1,126 | 121 | **8,067** |
| Transfers and write-offs | 6,220 | (367) | (496) | (195) | **5,162** |
| Currency conversion adjustments | (65) | - | - | - | **(65)** |
| Balance on December 31st 2024 | 27,035 | 4,397 | 2,445 | 212 | **34,089** |
| **Net amount:** | | | | | |
| On December 31st 2023 | 14.490 | 2,850 | 1,403 | 59 | **18,802** |
| On December 31st 2024 | 18,016 | 1,663 | 2,602 | 57 | **22,339** |

## 23 - INVESTMENTS IN ASSOCIATED COMPANIES AND JOINT-VENTURES

The associated companies and joint-ventures that on December 31st 2024 were registered by the equity method are the following:

| Corporate name | Head Office | % effective participation |
|---|---|---|
| ADVANTAGE - Distribuição de Seguros, Lda | Av. Almirante Gago Coutinho nº 164, 1700-033 Lisboa | 50,00% |
| ALVORADA PETRÓLEO, S.A. | Rua Paraíba, nº 1000, sala 1518 15º andar – Bairro Funcionário Belo Horizonte - Minas Gerais - Brasil | 43,21% |
| CONBATE, A.C.E. | Edifício 2, Lagoas Park - Porto Salvo | 24,25% |
| CONSÓRCIO PUENTE DAULE GUAYAQUIL | Av. Francisco de Orellana, Kilometro uno e medio (1,5) y Juan Tanca Marengo, Edificio Cofin, piso seis (6) Guayaquil, Equador | 20,00% |
| CONSORCIO OPSUT 2010 | Calle 4, Casa nº 4, Urbanizacion Los Laureles, Valle de la Pascoa - Venezuela | 51,00% |
| DOURO LITORAL, A.C.E. | Edifício 2, Lagoas Park - Porto Salvo | 40,00% |
| GRUAÇORES, LIMITADA | Estrada Regional nº 3 - 1º, N57Rabo de Peixe, São Miguel, Açores | 21,20% |
| MESOFER, A.C.E. | Rua Mário Dionísio, nº 2 , 2799-557 Linda-a-Velha | 36,50% |
| METROLIGEIRO - Construção de Infraestruturas, A.C.E. | Rua Abranches Ferrão, nº 10 – 5º F - Lisboa | 26,80% |
| SOMEFER, A.C.E. | Edifício 2, Lagoas Park - Porto Salvo | 36,50% |
| TEIXEIRA DUARTE - SOPOL - Metro Superfície, A.C.E. | Edifício 2, Lagoas Park - Porto Salvo | 57,30% |
| TDAR - Equipamentos, Lda | Edifício 2, Lagoas Park - Porto Salvo | 50,00% |
| TDE - Empreendimentos Imobiliários, S.A. | Edifício 2, Lagoas Park - Porto Salvo | 50,00% |
| TDGISERV Services, LLC | Al Mana Plaza, 7th Floor-702. Qatari Bin Fujaah St. (850) – No. 50. Feerej Bin Mahmoud, Doha, Qatar | 49,00% |
| TDPG - Empreendimentos Imobiliários e Hoteleiros, Lda. | Rua Irene Ramos Gomes de Matteo, nº 97 - Casa 097 Pina - Recife | 20,00% |

The investments in affiliates and joint-ventures had the following movements in the periods ended on December 31st 2024 and 2023:

| | Equity holdings | *Goodwill* | **Total** |
|---|---|---|---|
| Balance on January 1st 2023 | 5,951 | - | **5,951** |
| Increases / Acquisitions | 11 | - | **11** |
| **Effect of the application of the equity method:** | | | |
| - in the result of the period (Note 14) | 501 | - | **501** |
| Dividends | (411) | - | **(411)** |
| Others | (63) | - | **(63)** |
| Currency conversion adjustments | (8) | - | **(8)** |
| Balance on December 31st 2023 | 5,980 | - | **5,980** |
| Balance on January 1st 2024 | 5,980 | - | **5,980** |
| Increases | 2,303 | - | **2,303** |
| **Effect of the application of the equity method:** | | | |
| - in the result of the period (Note 14) | 1,118 | - | **1,118** |
| - in equity | (1.147) | - | **(1.147)** |
| Dividends | (757) | - | **(757)** |
| Others | (43) | - | **(43)** |
| Currency conversion adjustments | 15 | - | 15 |
| Transfer of assets held for sale (Note 25) | 3,302 | - | 3,302 |
| Balance on December 31st 2024 | 10,771 | - | **10,771** |

The increases in the period relate entirely to the capital and ancillary instalments in the associate TDAR - Equipamentos, Lda.

During the 2024 period, the shareholding in TDGISERV Services, LLC was transferred to Investments in associates (see Note 25) as expectations of selling this shareholding have not developed recently.

The detail of the investments in affiliates and joint-ventures as of December 31st 2024 and 2023 is as follows:

| | 2024 | | | 2023 | | |
|---|---|---|---|---|---|---|
| Associated companies and joint-ventures | Equity holdings | *Goodwill* | **Value of financial position** | Equity holdings | *Goodwill* | **Value of financial position** |
| TDGISERV Services, LLC | 4,248 | - | **4,248** | - | - | **-** |
| TDE - Empreendimentos Imobiliários, SA | 3,377 | - | **3,377** | 3,414 | - | **3,414** |
| TDAR - Equipamentos, Lda | 2,545 | - | **2,545** | - | - | **-** |
| DOURO LITORAL, A.C.E. | 289 | - | **289** | 2,043 | - | **2,043** |
| TDPG - Empreendimentos Imobiliários e Hoteleiros, Lda. | 122 | - | **122** | 148 | - | **148** |
| ADVANTAGE - Distribuição de Seguros, Lda | 85 | - | **85** | 99 | - | **99** |
| CONSÓRCIO PUENTE DAULE GUAYAQUIL | 83 | - | **83** | 227 | - | **227** |
| GRUAÇORES, LIMITADA | 22 | - | **22** | 10 | - | **10** |
| Others | - | - | **-** | 39 | - | **39** |
| | 10,771 | - | **10,771** | 5,980 | - | **5,980** |

The aforementioned investments are accounted for using the equity method, which, for the periods ended on December 31st 2024 and 2023, had the following impacts:

| | 2024 | | | |
|---|---|---|---|---|
| Associated companies and joint-ventures | Gains / Losses in associated companies and joint ventures (Note 14) | Adjustments of capital shares | Dividends | **Total** |
| ADVANTAGE - Distribuição de Seguros, Lda | 79 | - | (94) | **(15)** |
| ALVORADA PETRÓLEO, S.A. | (18) | 22 | - | **4** |
| CONSÓRCIO PUENTE DAULE GUAYAQUIL | (7) | - | (151) | **(158)** |
| DOURO LITORAL, A.C.E. | (34) | (1.720) | - | **(1.754)** |
| GRUAÇORES, LIMITADA | 12 | - | - | **12** |
| TDAR - Equipamentos, Lda | 243 | - | - | **243** |
| TDE - Empreendimentos Imobiliários, SA | (37) | - | - | **(37)** |
| TDGISERV Services, LLC | 881 | 577 | (512) | **946** |
| TDPG - Empreendimentos Imobiliários e Hoteleiros, Lda. | - | (26) | - | **(26)** |
| Others | (1) | - | - | **(1)** |
| | 1,118 | (1.147) | (757) | (786) |

| | 2023 | | | |
|---|---|---|---|---|
| Associated companies and joint-ventures | Gains / Losses in associated companies and joint ventures (Note 14) | Adjustments of capital shares | Dividends | **Total** |
| ADVANTAGE - Distribuição de Seguros, Lda | 94 | - | (200) | **(106)** |
| ALVORADA PETRÓLEO, S.A. | (75) | - | - | **(75)** |
| Consórcio Puente Daule Guayaquil | (10) | - | (211) | **(221)** |
| DOURO LITORAL, ACE | 527 | - | - | **527** |
| TDE - Empreendimentos Imobiliários, SA | (35) | - | - | **(35)** |
| Others | (1) | - | - | **(1)** |
| | 501 | - | (411) | **90** |

The primary financial information regarding the associated companies and joint ventures as of December 31st 2024 and 2023 is as follows:

| | Total assets | | Total Liabilities | | Total net assets | | The Group's share in net assets | |
|---|---|---|---|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 |
| Alvorada Petróleo, S.A. | 502 | 827 | 602 | 734 | (101) | 93 | - | 40 |
| Consórcio Puente Daule Guayaquil | 477 | 1,284 | 64 | 150 | 413 | 1,134 | 83 | 227 |
| Douro Litoral, ACE | 767 | 5,738 | 45 | 631 | 722 | 5,107 | 289 | 2,043 |
| TDAR - Equipamentos, Lda | 5,421 | - | 330 | - | 5,091 | - | 2,545 | - |
| TDE - Empreendimentos Imobiliários, S.A. | 19,777 | 19,061 | 13,022 | 12,232 | 6,755 | 6,829 | 3,377 | 3,414 |
| TDGISERV Services, LLC | 22,529 | - | 13,859 | - | 8,670 | - | 4,248 | - |
| Others | 5,407 | 4,115 | 4,979 | 3,509 | 428 | 606 | 229 | 256 |
| | 54,880 | 31,025 | 32,901 | 17,256 | 21,978 | 13,769 | 10,771 | 5,980 |

## 24 - OTHER FINANCIAL INVESTMENTS

As of December 31st 2024 and 2023 the detail of the other financial investments is as follows:

| | 2024 | | 2023 | |
|---|---|---|---|---|
| | Non-current | Current | Non-current | Current |
| **Financial assets at fair value through other comprehensive income:** | | | | |
| Banco Comercial Português, S.A. | 3,098 | - | 1,829 | - |
| Kuikila Investments, Lda. | 575 | - | 544 | - |
| Matadouro de Macau, S.A.R.L. | 317 | - | 317 | - |
| EIA - Ensino, Investigação e Administração, S.A. | 127 | - | 73 | - |
| ILTA - Urbanizadora da Ilha de Tavira, S.A. | 93 | - | 86 | - |
| Macau CPM Holdings | 83 | - | 86 | - |
| Aginyo Inversiones Y Gestiones Inmobiliarias S.L. | - | - | 10,423 | - |
| Others | 745 | - | 854 | - |
| | 5,038 | - | 14,211 | - |

For the stake held in Banco Comercial Português, S.A., the fair value of this asset was measured through its market price.

The process of closing accounts carried out in one of the geographies in which the Group operates, as well as future commitments assumed by the Group as part of this process, call into question the full recoverability of the holding in Aginyo Inversiones y Gestiones Inmobiliarias S.L., which is why it is considered prudent to recognise an impairment in the overall value of this holding.

For the remaining financial assets mentioned above (shares in unlisted companies), the Board of Directors of the Group deemed that their acquisition cost, deducted, if necessary, the respective impairment losses, corresponded to the best estimate of their fair value as of December 31st 2024.

In the periods ended December 31st 2024 and 2023 the movement occurred in financial investments was as follows:

| | 2024 | | 2023 | |
|---|---|---|---|---|
| | Non-current | Current | Non-current | Current |
| Opening balance | 14,211 | - | 15,994 | 10 |
| Increases | 171 | - | 262 | - |
| Reductions | (277) | - | (3.296) | (10) |
| Variation of the fair value | 1,269 | - | 853 | - |
| Other variations | (9.519) | - | 44 | - |
| Perimeter variation (Note 5) | - | - | (4) | - |
| Currency conversion adjustments | (817) | - | 358 | - |
| Closing balance | 5,038 | - | 14,211 | - |

## 25 - ASSETS AND NON-CURRENT LIABILITIES HELD FOR SALE

As of December 31st 2024 and 2023 the non-current assets and liabilities held for sale are detailed as follows:

| | 2024 | 2023 |
|---|---|---|
| **Assets held for sale:** | | |
| Tangible fixed assets | 46,387 | 45,936 |
| Investments in associated companies | - | 3,302 |
| Other investments | 5 | 5 |
| Total assets held for sale: | 46,392 | 49,243 |
| | | |
| **Liabilities held for sale:** | | |
| Deferred tax liabilities | 8,640 | 8,528 |
| Total liabilities held for sale: | 8,640 | 8,528 |
| Total net | 37,752 | 40,714 |

As of December 31st 2024 the amount of 45.000 thousand euros related to the Talatona Automotive Division is classified as “Non-Current Assets Held for Sale,” with the remaining amount referring to the participation in “AEBT – Auto-Estradas do Baixo Tejo, S.A.”, as well as a set of equipment in the Environment area.

During the 2024 period, the shareholding in TDGISERV Services, LLC was transferred to Investments in associates (see Note 23) as expectations of selling this shareholding have not developed recently.

As of December 31st 2024, it is classified as “Non-Current Assets Held for Sale” the amount of 8.640 thousand euros, corresponding to the Automobile Pole of Talatona

## 26 - DEFERRED TAXES

All situations which could significantly affect future taxes are recorded by applying the rules on deferred taxes.

The movement occurred on the assets and liabilities by deferred tax for the periods ended December 31st 2024 and 2023, according to the temporary differences which generated them, is as follows:

| | 2024 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Establishment | | Reversal | | | |
| | Opening balance | Perimeter variation (Note 5) | Net income (Note 15) | Equity (Note 15) | Net income (Note 15) | Equity (Note 15) | Currency conversion and adjustments | Closing balance |
| **Deferred tax assets:** | | | | | | | | |
| Inventory impairments | 564 | - | 123 | - | (182) | - | (28) | 477 |
| Clients' impairments | 2,639 | - | 34 | - | (2.266) | - | (8) | 399 |
| Impairments of financial assets at fair value through other comprehensive income | 102,756 | - | - | - | (3.891) | (254) | (315) | 98,296 |
| International double taxation credit | 11,086 | - | 792 | - | (4.225) | - | (2.720) | 4,933 |
| Reportable tax losses | 20,637 | - | 9,481 | - | (6.784) | - | (6.320) | 17,014 |
| Provision for losses in works | 518 | - | 48 | - | (180) | - | (23) | 363 |
| Others | 17,377 | - | 375 | - | (2.636) | - | (1.247) | 13,869 |
| | 155,577 | - | 10,853 | - | (20.164) | (254) | (10.661) | 135,351 |
| **Deferred tax liabilities:** | | | | | | | | |
| Investment properties | 13,872 | - | 172 | - | (33) | - | (2.562) | 11,449 |
| Revaluations of tangible fixed assets | 68,206 | - | - | 4,074 | (1.899) | - | (997) | 69,384 |
| Others | 9,827 | - | 1,215 | - | (1.529) | - | (505) | 9,008 |
| | 91,905 | - | 1,387 | 4,074 | (3.461) | - | (4.064) | 89,841 |

| | 2023 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Establishment | | Reversal | | | |
| | Opening balance | Perimeter variation (Note 5) | Net income (Note 15) | Equity (Note 15) | Net income (Note 15) | Equity (Note 15) | Currency conversion and adjustments | Closing balance |
| Deferred tax assets: | | | | | | | | |
| Inventory impairments | 492 | - | 256 | - | (170) | - | (14) | 564 |
| Clients' impairments | 4,678 | - | 97 | - | (2.136) | - | - | 2,639 |
| Impairments of financial assets at fair value through other comprehensive income | 105,648 | - | - | - | (2.705) | (187) | - | 102,756 |
| International double taxation credit | 13,772 | - | 956 | - | (1.128) | - | (2.514) | 11,086 |
| Reportable tax losses | 25,642 | - | 6,155 | - | (9.765) | - | (1.395) | 20,637 |
| Provision for losses in works | 750 | - | 54 | - | (55) | - | (231) | 518 |
| Others | 14,056 | - | 5,312 | - | (7.456) | 608 | 4,857 | 17,377 |
| | 165,038 | - | 12,830 | - | (23.414) | 421 | 703 | 155,577 |
| Deferred tax liabilities: | | | | | | | | |
| Investment properties | 14,977 | - | 6,545 | 160 | (66) | - | (7.744) | 13,872 |
| Revaluations of tangible fixed assets | 71,832 | (1.293) | - | 29,599 | (1.537) | - | (30.395) | 68,206 |
| Others | 14,856 | (61) | 5,128 | 822 | (4.323) | (8) | (6.587) | 9,827 |
| | 101,665 | (1.354) | 11,673 | 30,581 | (5.926) | (8) | (44.726) | 91,905 |

According to the tax returns of the companies recording deferred tax assets for tax losses, as of December 31st 2024 and 2023, they were reportable as follows:

| | 2024 | | 2023 | |
|---|---|---|---|---|
| | Calculated tax loss | Deferred tax asset Deferrals | Calculated tax loss | Deferred tax asset Deferrals |
| Generated in 2015 | 2,774 | 558 | 3,086 | 676 |
| Generated in 2016 | 7,511 | 1,672 | 14,097 | 3,163 |
| Generated in 2017 | - | - | - | - |
| Generated in 2018 | 417 | 83 | - | - |
| Generated in 2019 | - | - | - | - |
| Generated in 2020 | 5,227 | 1,661 | 6,226 | 1,980 |
| Generated in 2021 | 50,487 | 10,343 | 60,655 | 13,005 |
| Generated in 2022 | 8,562 | 2,584 | 5,573 | 1,764 |
| Generated in 2023 | 149 | 52 | 198 | 50 |
| Generated in 2024 | 301 | 61 | - | - |
| | 75,428 | 17,014 | 89,837 | 20,637 |

Additionally, as of December 31st 2024 and 2023 the losses and tax credits that were not recognized as deferred tax assets for prudence reasons are detailed as follows:

| | 2024 | | 2023 | |
|---|---|---|---|---|
| | Calculated tax loss | Deferred tax asset Deferrals | Calculated tax loss | Deferred tax asset Deferrals |
| Generated in 2008 | 281 | 70 | 287 | 72 |
| Generated in 2009 | 146 | 36 | 146 | 36 |
| Generated in 2010 | 5,732 | 1,433 | 5,732 | 1,433 |
| Generated in 2011 | 3,848 | 962 | 3,848 | 962 |
| Generated in 2012 | 12 | 3 | 12 | 3 |
| Generated in 2013 | 49 | 12 | 49 | 12 |
| Generated in 2015 | 3 | 1 | 388 | 98 |
| Generated in 2016 | 289 | 72 | 1,828 | 402 |
| Generated in 2017 | 7 | 2 | 387 | 97 |
| Generated in 2018 | 2,679 | 670 | 4,805 | 1,095 |
| Generated in 2019 | 17,534 | 5,770 | 30,760 | 9,366 |
| Generated in 2020 | 10,414 | 2,694 | 10,460 | 2,690 |
| Generated in 2021 | 86,715 | 20,087 | 98,221 | 22,830 |
| Generated in 2022 | 6,522 | 1,715 | 11,839 | 2,921 |
| Generated in 2023 | 14,097 | 2,929 | 14,984 | 3,115 |
| Generated in 2024 | 10,269 | 3,265 | - | - |
| | 158,596 | 39,720 | 183,746 | 45,132 |

Deferred tax assets are only recorded insofar as it is considered that taxable profits are likely to occur in future taxation periods which may be used to recover the tax losses or deductible tax differences. This assessment was based on the business plans of the Group's companies, periodically reviewed and updated, on their prospects of generating taxable earnings.

## 27- CLIENTS AND OTHER RECEIVABLE CREDIT

As of December 31st 2024 and de 2023 this item had the following breakdown:

| | Current | | Non-current | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| **Clients:** | | | | |
| Clients - current account | 254,972 | 243,596 | - | 37 |
| Impairment losses | (89.309) | (95.396) | - | - |
| | 165,663 | 148,199 | - | 37 |
| **Other receivable credit:** | | | | |
| Staff | 152 | 221 | - | - |
| Other debtors | 30,180 | 32,884 | 1,797 | 1,494 |
| | 30,332 | 33,104 | 1,797 | 1,494 |
| Impairment losses | (1.211) | (1.027) | - | - |
| | 29,121 | 32,077 | 1,797 | 1,494 |

During the periods ended on December 31st 2024 and 2023 the movements in impairment losses on accounts receivable were as follows:

| **Accumulated impairment losses on clients and other receivable credit:** | |
|---|---|
| Balance on December 31st 2022 | 107,548 |
| Increases | 9,487 |
| Reversals | (6.052) |
| Regularisations | (7.872) |
| Currency conversion adjustments | (6.688) |
| Balance on December 31st 2023 | 96,423 |
| Increases | 7,459 |
| Reversals | (10.404) |
| Regularisations | (4.114) |
| Currency conversion adjustments | 1,156 |
| Balance on December 31st 2024 | 90,520 |

For the period ended December 31st 2024, the increase in impairment of receivables includes an amount of 6.932 thousand euros related to the Group's operations in the construction segment in Brazil.

The reversal of impairment of receivables for the period ended December 31st 2024 includes an amount of 10.121 thousand euros, resulting from settlement agreements reached with clients of Teixeira Duarte - Engenharia e Construções, S.A. - Algeria Permanent Establishment.

In the period ended on December 31st 2023, the reinforcement of impairment on receivables includes the amount of 9.065 thousand euros related to the Group's operations in Venezuela and arises from the balance regularisation plan carried out by the Company as part of the simplification of Teixeira Duarte Group's exposure in that geography.

Reconciliation of accumulated impairment losses as of December 31st 2024 and 2023:

| | 2024 | 2023 |
|---|---|---|
| Accumulated impairment losses recognised pursuant to IAS 39 | 89,695 | 95,650 |
| Accumulated impairment losses recognised pursuant to IFRS 9 | 825 | 773 |
| | 90,520 | 96,423 |

The Group's exposure to credit risk (Note 41) is attributable to the accounts receivable from its operating activity. The balances shown in the statement of financial position are net of impairment losses arising from bad debt which were estimated by the Group in accordance with its experience and based on its assessment of the economic situation and environment.

The Board of Directors believes that the book value of the accounts receivable corresponds to the best estimate of their fair value.

The Group has no significant concentration of credit risks, since it is diluted over a wide range of clients and other debtors.

## 28 - RELATED PARTIES

The transactions and balances between "TD,S.A." and the companies of the Group included in the consolidation perimeter, which are related parties, were eliminated in the consolidation process and are not disclosed in the present note. Balances and transactions between the Group and associated companies, joint ventures, related entities and individuals with significant voting power with own companies are detailed below.

The terms or conditions between these related parties are substantially identical to those normally contracted, accepted and practised between independent entities in comparable transactions.

The main balances with related parties as of December 31st 2024 and 2023 can be broken down as follows:

| | Receivable balances | | Payable balances | | Granted loans | | Other balances | |
|---|---|---|---|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 |
| Alvorada Petróleo, S.A. | 6 | - | 109 | 131 | - | - | (62) | (45) |
| Conbate, ACE | - | 7 | - | - | 110 | 101 | - | - |
| CS Advantage | 93 | - | - | - | - | - | - | - |
| Douro Litoral, ACE | 3 | 3 | - | - | - | - | - | - |
| EIA - Ensino, Investigação e Administração, S.A. | 9 | - | - | - | - | - | - | 9 |
| Gruaçores, Lda | 17 | - | - | 26 | - | - | - | - |
| Mesofer, ACE | 245 | 992 | 8 | - | - | - | - | - |
| METROLIGEIRO - Construção de Infraestruturas, A.C.E. | 9 | 9 | - | - | 11 | 11 | - | - |
| Promociones Inmobiliárias 3003, C.A. | 347 | - | - | - | 55 | 47 | - | 427 |
| SOMEFER A.C.E. | 1,086 | 567 | 567 | - | - | - | - | - |
| TDAR - Equipamentos, Lda | 1 | - | - | - | - | - | - | - |
| TDE - Empreendimentos Imobiliários, S.A. | 522 | 376 | - | - | 6,140 | 5,890 | - | - |
| TDGISERV Services, LLC | - | 206 | - | 130 | - | - | - | - |
| TDHOSP - Gestão Hospitalar, S.A. | 926 | 142 | 270 | - | - | - | - | - |
| TD - SOPOL - Metro Superfície, ACE | - | - | 48 | - | - | - | - | - |
| TEIXEIRA DUARTE - SOPOL - Metro Superfície, A.C.E. | - | 7 | - | 55 | - | - | - | - |
| Yona Lubango, Lda | 319 | 308 | 102 | 105 | 617 | 11 | - | - |
| Yona Namibe, Lda | 415 | 433 | 284 | 295 | 40 | - | - | - |
| | 3,998 | 3,048 | 1,388 | 742 | 6,973 | 6,060 | (62) | 391 |

The main transactions carried out with related parties during the periods ended December 31st 2024 and 2023 with entities related were as follows:

| | Sales and services rendered | | Purchases and obtained services | | Charged interest | |
|---|---|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 | 2024 | 2023 |
| AEBT - Auto-Estradas do Baixo Tejo, S.A. | 56 | 35 | - | 48 | - | - |
| Alvorada Petróleo, S.A. | - | - | 10 | - | - | - |
| Conbate, ACE | - | 35 | - | 1 | - | - |
| CS Advantage | 293 | 275 | - | - | - | - |
| Douro Litoral, ACE | 25 | 552 | 34 | - | - | - |
| Gruaçores, Lda | 12 | - | 305 | 301 | - | - |
| ILTA - Urbanizadora da Ilha de Tavira, S.A. | 7 | - | - | - | - | - |
| Mesofer, ACE | 200 | 7,227 | 10 | 37 | - | - |
| SOMEFER A.C.E. | 8,968 | 567 | 3 | - | - | - |
| TDAR - Equipamentos, Lda | 304 | - | 641 | - | - | - |
| TDE - Empreendimentos Imobiliários, S.A. | 102 | 88 | 37 | 35 | 22 | 20 |
| TDGISERV Services, LLC | 892 | 12 | 226 | - | - | - |
| TDHOSP - Gestão Hospitalar, S.A. | 7,707 | 3,214 | 182 | 210 | - | - |
| Yona Lubango, Lda | - | 64 | - | - | 36 | - |
| Yona Namibe, Lda | - | 19 | 4 | 77 | 2 | - |
| | 18,566 | 12,088 | 1,452 | 710 | 60 | 20 |

The remunerations of the members of TD,S.A. governing bodies for the periods ended December 31st 2024 and 2023, were as follows:

| | 2024 | 2023 |
|---|---|---|
| **Executive Directors:** | | |
| Short-term benefits | 867 | 692 |
| **Supervisory Board:** | | |
| Short-term benefits | 66 | 66 |
| **Statutory Auditor:** | | |
| Short-term benefits | 92 | 74 |
| | 1,025 | 831 |

The remunerations of the members of TD,S.A. administration for the periods ended December 31st 2024 and 2023, were as follows:

| | 2024 | 2023 |
|---|---|---|
| **Senior management:** | | |
| Short-term benefits | 3,910 | 4,176 |
| | 3,910 | 4,176 |

## 29 - NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

### Cash and cash equivalents

As of December 31st 2024 and 2023, the cash and cash equivalents detail was the following:

| | 2024 | 2023 |
|---|---|---|
| Bank deposits | 44,075 | 71,174 |
| Time deposits | 33,148 | 14,240 |
| Cash | 1,016 | 930 |
| | 78,239 | 86,345 |

The cash and equivalent heading includes cash, deposits payable on demand, cash investments and term deposits with maturity of less than three months, repayable on demand, and for which the risk of change of value is insignificant.

| | 2024 | 2023 |
|---|---|---|
| Security deposits | 15,000 | 15,000 |
| | 15,000 | 15,000 |

The amount in security deposits corresponds to an amount received but whose call depends on the realisation of a future event.

**Flows of investment activities**

The receipts from financial investments for the periods ended on December 31st 2024 and 2023 relate to the sale of equity stakes in the following entities:

| | 2024 | 2023 |
|---|---|---|
| Fundos de Compensação do Trabalho (Workers' Compensation Funds) | 3 | 61 |
| Sinerama - Organizações Turísticas e Hoteleiras, SA | - | 11,000 |
| Government Debt Security of the People's Republic of Angola Government | - | 3,352 |
| Lagoas Park, S.A. | - | 894 |
| TDPG - Empreendimentos Imobiliários, Ltda | - | 843 |
| Others | - | 2 |
| | 3 | 16,151 |

Payments related to financial Investments in the periods ended on December 31st 2024 and 2023 are related to the purchase of shares of capital of the following entities:

| | 2024 | 2023 |
|---|---|---|
| TDAR - Equipamentos, Lda. | 2,303 | - |
| LUSOLAV | 98 | - |
| LUSOLAV II | 64 | |
| LUSOLAV III | 3 | - |
| LUSOLAV IV | 5 | - |
| Fundos de Compensação do Trabalho (Workers' Compensation Funds) | - | 70 |
| Independente Finance Advisors | - | 36 |
| Gruaçores, Lda. | - | 11 |
| Esta - Gestão de Hoteis S.A | - | 4 |
| | 2,473 | 121 |

The dividends received in the periods ended December 31st 2024 and 2023 were as follows:

| | 2024 | 2023 |
|---|---|---|
| Macau CPM Holdings | 870 | 680 |
| TDGISERV Services, LLC | 285 | - |
| Consórico Puente Daule Guayaquil | 151 | 211 |
| Banco Comercial Português, S.A. (BCP) | 113 | - |
| ADVANTAGE - Distribuição de Seguros, Lda | 94 | 200 |
| AEBT - Auto-Estradas do Baixo Tejo, S.A. | - | 2,258 |
| | 1,513 | 3,349 |

Receipts under the category of tangible fixed assets and investment properties include 37.833 thousand euros (71.338 thousand euros in 2023) resulting from the sale of real estate carried out within the Group's real estate activities. Payments under the category of tangible fixed assets and investment properties include 11.922 thousand euros (14.321 thousand euros in 2023) related to investments in developments classified as investment properties.

The consolidated cash flow statement is prepared in accordance with IAS 7, using the direct method. The Group classifies, under the item "Cash and cash equivalents", investments that mature in less than three months, for which the risk of change in value is insignificant, excluding the amounts blocked in term deposits of the concession companies assigned to debt service, as well as deposits given as guarantee under contractual clauses, which are recorded under the item "Other financial investments". On the other hand, bank overdrafts are not included in the item "Cash and cash equivalents" as they are not part of the Group's cash-flow management.

The consolidated cash flow statement is classified into operating, investing and financing activities.

Operating activities comprise receipts from customers, payments to suppliers, payments to personnel and others related to operating activities. Cash flows from investing activities include primarily the acquisition and sale of investments in subsidiaries, as well as payments and receipts resulting from the purchase and sale of fixed assets and the receipt of dividends.

Cash flows from financing activities include, essentially, payments and receipts relating to loans obtained and leases, as well as the payment of interest and dividends.

## 30 - OTHER CURRENT AND NON-CURRENT ASSETS

As of December 31st 2024 and 2023 the breakdown of other current and non-current assets is as follows:

| | Current | | Non-current | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| **Government and other public entities:** | | | | |
| Value added tax | 13,021 | 13,272 | - | - |
| Others | 1,839 | 1,012 | - | - |
| | 14,860 | 14,284 | - | - |
| **Associated and participated companies and other shareholders** | | | | |
| Associated companies | 216 | 990 | 6,141 | 4,900 |
| Other shareholders | 218 | - | - | - |
| | 434 | 990 | 6,141 | 4,900 |
| **Income accruals** | | | | |
| Interests receivable | 16 | 3 | - | - |
| Amounts to be invoiced (Note 31) | 53,721 | 60,958 | - | - |
| Other accrued income | 13,617 | 3,189 | - | - |
| | 67,354 | 64,150 | - | - |
| **Deferred expenses:** | | | | |
| Insurance paid in advance | 1,944 | 1,665 | - | - |
| Other deferred expenses | 6,830 | 6,902 | - | - |
| | 8,774 | 8,567 | - | - |
| **Other assets:** | | | | |
| Advance payments to trade creditors | 15,516 | 11,613 | - | - |
| | 15,516 | 11,613 | - | - |
| | 106,938 | 99,604 | 6,141 | 4,900 |

## 31 - CONSTRUCTION CONTRACTS

In the periods ended on December 31st 2024 and 2023, the recognised expenses and revenues related to ongoing construction contracts are as follows:

| | 2024 | 2023 |
|---|---|---|
| **Net income:** | | |
| Issued invoices | 455,192 | 514,626 |
| Change in: | | |
| Deferred income - works (Note 39) | (11.861) | 2,372 |
| Accrued income - works (Note 30) | (7.237) | (5.810) |
| | 436,094 | 511,188 |
| **Net expenses:** | | |
| Invoiced expenses | 417,942 | 524,189 |
| Change in: | | |
| Provisions for guarantees (Note 36) | (330) | 2,700 |
| Provisions for future losses (Note 36) | (642) | (1.340) |
| | 416,970 | 525,549 |
| Calculated earnings (Note 7): | 19,124 | (14.361) |

Additionally, as of December 31st 2024 and 2023, the retentions withheld by clients related to construction contracts amounted to 15.464 thousand euros and 12.194 thousand euros, respectively.

## 32 - SHARE CAPITAL

As of December 31st 2024 and 2023 the subscribed and paid-up capital was represented by 420.000.000 shares with a nominal value of 0,50 euros each.

As of December 31st 2024 TEIXEIRA DUARTE 1886, S.A. directly held 158,707,552 shares representing the capital of Teixeira Duarte, S.A., corresponding to 37,79% of its share capital (as of December 31st 2023, it directly held 164.590.000 shares representing the capital of Teixeira Duarte, S.A., corresponding to 39,19% of its share capital).

## 33 - RESERVES AND RETAINED EARNINGS

Legal reserve: This reserve is not distributable to shareholders, but may be used to absorb losses, after all other reserves have been depleted, or incorporated in the share capital.

Fair value reserve - financial Investments: The fair value reserve of financial investments reflects changes in the fair value of financial assets recorded at fair value against other comprehensive income, and it cannot be distributed or used for absorbing losses.

Revaluation reserve – real estate: This reserve may not be distributed, unless it is paid in or the respective assets subject to revaluation have been divested.

Other reserves: These reserves are available for distribution, under the terms and subject to the limits stated in the Code of Commercial Companies.

## 34 - NON-CONTROLLING INTERESTS

The movements in this item in the periods ended on December 31st 2024 and 2023 were as follows:

| | 2024 | 2023 |
|---|---|---|
| Opening balance | 19,759 | 17,158 |
| Dividends | 94 | 132 |
| Other changes in the equity of the participated companies | (766) | 452 |
| Revaluations of tangible fixed assets | 616 | 3,289 |
| Net income for the period attributable to non-controlling interests | 2,489 | 8,761 |
| Currency conversion adjustments | (879) | (9.527) |
| Purchase of non-controlling interests | - | (506) |
| Closing balance | 21,313 | 19,759 |

## 35 – FINANCING OBTAINED

As of December 31st 2024 and 2023 the financing obtained was as follows:

| | 2024 | 2023 |
|---|---|---|
| **Non-current liabilities:** | | |
| Bank Loans a) | 238,507 | 257,726 |
| Commercial paper b) | 226,000 | 248,750 |
| | 464,507 | 506,476 |
| **Current liabilities:** | | |
| Bank Loans a) | 136,006 | 130,844 |
| Commercial paper b) | 111,000 | 89,850 |
| | 247,006 | 220,694 |
| | 711,513 | 727,171 |

### a) Bank loans

As of December 31st 2024 other internal bank loans, overdrafts and escrow accounts earned interest at the weighted annual average rate of 2,26% (5,34% as of December 31st 2023).

As part of the debt renegotiation, and until the signature of the agreement, Teixeira Duarte Group benefited from a reduction in the interest rate, thereby contributing to the decrease observed in financing costs with certain financial institutions during the 2024 period.

The financing subject to the compliance and maintenance of covenants, their calculation, and the impact on the Financial Statements are as follows:

| Amount of non-current liabilities | Compliance with loan covenant as of the reporting date | Verification date | Impact on classification as of December 31st 2024 |
|---|---|---|---|
| 454.190 | Net Debt/EBITDA Consolidated maximum of 3,50<br>The minimum consolidated EBITDA margin of 20% is as follows:<br>Minimum Consolidated Financial Autonomy of 25% | December 31st 2024 | The Group does not comply with the covenants as of the reporting date; however, there is no effect on the liability's due date, and it remains classified as non-current. As a result of the Group's debt renegotiation, as outlined in Note 47 – Subsequent Events, which culminated in the signing of an agreement on March 27th 2025, the Group was exempted from complying with the financial ratios calculated based on the accounts as of December 31st 2024, and as outlined in the clauses of the Framework Agreement signed on April 24th 2018. This agreement facilitated the refinancing and full novation of its debt with the financial institutions holding this liability. |

As of December 31st 2024 the most significant bank loans contracted by the Group correspond essentially to:

| Geography | Bank | Type of financing | Contract date | Due date | Currency | Amount currency | Amount (€) |
|---|---|---|---|---|---|---|---|
| Portugal | Banco Comercial Português | Overdraft agreement | 16/08/2005 | 31/12/2033 | EUR | 4,829 | 4,829 |
| Portugal | Novo Banco | Overdraft agreement | 01/02/2007 | 31/12/2033 | EUR | 15,236 | 15,236 |
| Portugal | Banco Comercial Português | Loan | 05/01/2009 | 17/06/2035 | EUR | 145,874 | 145,874 |
| Portugal | Caixa Geral de Depósitos | Escrow account | 07/07/2010 | 31/12/2033 | EUR | 5,331 | 5,331 |
| Angola | Banco Fomento Angola | Escrow account | 31/10/2011 | 26/12/2033 | AON | 110,000 | 116 |
| Portugal | Banco Comercial Português | Escrow account | 27/06/2014 | 31/12/2033 | EUR | 7,445 | 7,445 |
| Portugal | Caixa Geral de Depósitos | Loan | 22/09/2014 | 15/01/2025 | EUR | 13,484 | 13,484 |
| Portugal | Caixa Geral de Depósitos | Loan | 22/09/2014 | 17/06/2035 | EUR | 72,661 | 72,661 |
| Portugal | Banco BIC | Escrow account | 07/11/2014 | 31/12/2033 | EUR | 2,500 | 2,500 |
| Portugal | Banco BIC | Escrow account | 06/08/2015 | 31/12/2033 | EUR | 10,190 | 10,190 |
| Portugal | Banco Comercial Português | Loan | 12/08/2016 | 30/12/2033 | EUR | 8,255 | 8,255 |
| Portugal | Caixa Geral de Depósitos | Loan | 12/08/2016 | 30/12/2033 | EUR | 5,827 | 5,827 |
| Portugal | Novo Banco | Loan | 12/08/2016 | 30/12/2033 | EUR | 7,867 | 7,867 |
| Portugal | Banco Comercial Português | Loan | 27/11/2017 | 30/12/2033 | EUR | 32,015 | 32,015 |
| Portugal | Banco BIC | Loan | 02/01/2020 | 02/07/2025 | EUR | 1,725 | 1,725 |
| Portugal | Nordea Bank Abp | Loan | 24/06/2020 | 26/06/2025 | EUR | 146 | 146 |
| Angola | Banco BAI Europa | Loan | 31/07/2020 | 31/07/2027 | AON | 692,308 | 729 |
| Brazil | Banco Safra | Loan | 30/10/2021 | 30/09/2025 | BRL | 316 | 49 |
| Angola | Banco Fomento Angola | Loan | 03/03/2022 | 04/03/2027 | AON | 1,262,342 | 1,330 |
| Portugal | Banco Comercial Português | Factoring | 16/12/2022 | 31/12/2025 | EUR | 1,246 | 1,246 |
| Portugal | Banco Montepio Geral | Loan | 29/12/2022 | 29/12/2028 | EUR | 4,109 | 4,109 |
| Portugal | Banco BIC | Loan | 15/03/2023 | 15/03/2027 | EUR | 1,750 | 1,750 |
| Portugal | Banco Montepio Geral | Factoring | 12/04/2023 | 12/04/2025 | EUR | 1,700 | 1,700 |
| Angola | Banco BIC | Escrow account | 02/06/2023 | 26/01/2025 | AON | 4,762,716 | 5,016 |
| Brazil | Banco Bradesco | Loan | 24/07/2023 | 22/07/2027 | BRL | 29,148 | 4,529 |
| Portugal | Banco Montepio Geral | Confirming | 02/08/2023 | 02/02/2025 | EUR | 223 | 223 |
| Angola | Banco Investimento Rural | Escrow account | 19/08/2023 | 19/12/2025 | AON | 1,390,000 | 1,464 |
| Portugal | Banco Montepio Geral | Loan | 04/09/2023 | 04/09/2027 | EUR | 763 | 763 |
| Brazil | Banco Bradesco | Loan | 16/10/2023 | 16/10/2025 | BRL | 8,762 | 1,361 |
| Portugal | Sandvik credit | Loan | 08/11/2023 | 08/11/2028 | EUR | 941 | 941 |
| Angola | Banco BIC | Escrow account | 24/11/2023 | 26/01/2025 | AON | 380,000 | 400 |
| Portugal | Sandvik credit | Loan | 27/11/2023 | 27/11/2028 | EUR | 727 | 727 |
| Peru | Banco Bilbao Vizcaya Argentaria | Factoring | 01/12/2023 | 31/12/2025 | USD | 1,352 | 1,302 |
| Peru | Banco de Crédito del Perú | Factoring | 01/12/2023 | 20/01/2026 | USD | 1,528 | 1,470 |
| Portugal | Sandvik credit | Loan | 22/12/2023 | 22/12/2028 | EUR | 697 | 697 |
| Portugal | Banco BAI Europa | Loan | 27/12/2023 | 07/12/2025 | EUR | 862 | 862 |
| Portugal | Banco BAI Europa | Loan | 27/12/2023 | 07/12/2025 | USD | 24 | 23 |
| Portugal | Sandvik credit | Loan | 04/01/2024 | 04/01/2029 | EUR | 1,686 | 1,686 |
| Portugal | Sandvik credit | Loan | 27/02/2024 | 27/02/2029 | EUR | 995 | 995 |
| Portugal | Sandvik credit | Loan | 12/03/2024 | 12/03/2029 | EUR | 1,564 | 1,564 |
| Brazil | Banco Safra | Loan | 27/11/2024 | 24/11/2025 | USD | 1,614 | 1,554 |
| Brazil | Banco Safra | Loan | 11/12/2024 | 08/12/2025 | USD | 807 | 777 |
| Brazil | Sundry | Loan | - | - | BRL | 24,122 | 3,748 |
| | | | | | | | 374,513 |

**b) Commercial paper**

As of December 31st 2024, the Group had negotiated the following commercial paper programmes:

| Geography | Bank | Type of financing | Renewal | Contract date | Due date | Spread | Currency | Amount (€) |
|---|---|---|---|---|---|---|---|---|
| Portugal | Novo Banco | Commercial paper | Half-Yearly | 16/12/2005 | 13/06/2025 | 2,00% | EUR | 21,300 |
| Portugal | Caixa Geral de Depósitos | Commercial paper | Monthly | 07/07/2010 | 31/12/2033 | 1,25% | EUR | 20,100 |
| Portugal | Novo Banco | Commercial paper | Half-Yearly | 30/12/2013 | 31/12/2033 | 2,00% | EUR | 180,200 |
| Portugal | Novo Banco | Commercial paper | Half-Yearly | 28/12/2015 | 13/06/2025 | 2,00% | EUR | 34,000 |
| Portugal | Novo Banco | Commercial paper | Half-Yearly | 28/12/2015 | 15/06/2027 | 2,00% | EUR | 64,400 |
| Portugal | Novo Banco | Commercial paper | Half-Yearly | 14/01/2016 | 31/12/2033 | 2,00% | EUR | 12.500 |
| Portugal | Banco BPI | Commercial paper | Monthly | 30/01/2018 | 30/01/2025 | 1,38% | EUR | 4.500 |
| | | | | | | | | 337.000 |

As a result of the commitment to successive renewal during the contract programme period, some existing issuances as of December 31st 2024 and 2023 are classified as non-current liabilities.

As of December 31st 2024 and 2023 non-current loans have the following defined repayment schedule:

| | 2024 | 2023 |
|---|---|---|
| 2025 | - | 45.244 |
| 2026 | 43.118 | 41.654 |
| 2027 | 45.959 | 40.819 |
| 2028 | 40.562 | 39.301 |
| 2029 | 37.754 | 37.570 |
| 2030 and seq. | 297.114 | 301.887 |
| | 464.507 | 506.476 |

As of December 31st 2024 and 2023 financing agreements in foreign currency were expressed in the following currencies:

| | 2024 | | 2023 | |
|---|---|---|---|---|
| Currency | Currency | Euros | Currency | Euros |
| American Dollar | 5.325 | 5.125 | 53 | 48 |
| Angolan Kwanza | 8.597.366 | 9.055 | 10.017.686 | 10.934 |
| Brazilian Real | 62.349 | 9.687 | 186.200 | 34.793 |

The loans denominated in foreign currency earn interest at market rates and were converted into Euro based on the exchange rate on the reporting date.

As of December 31st 2024 and 2023 we presented the reconciliation of changes in liabilities arising from the financing activity:

| 2024 | Opening balance | Increases | Decreases | Currency conversion adjustments | Closing balance |
|---|---|---|---|---|---|
| Financing obtained | 727.171 | 1,989,876 | (1.999.289) | (6.245) | 711.513 |

| 2023 | Opening balance | Increases | Decreases | Currency conversion adjustments | Closing balance |
|---|---|---|---|---|---|
| Financing obtained | 767.154 | 3.453.402 | (3.484.860) | (8.525) | 727.171 |

## 36 - PROVISIONS

The change in accumulated provisions in the periods ended December 31st 2024 and 2023 was as follows:

| | Other provisions related to staff | Guarantees to Clients (Note 31) | Lawsuits | Construction losses (Note 31) | Other provisions for risks and charges | Total |
|---|---|---|---|---|---|---|
| Balance on December 31st 2022 | 6.214 | 13.175 | 3.713 | 3.668 | 13.179 | 39.949 |
| Uses | (4.838) | (829) | - | - | (208) | (5.875) |
| Increases | 5.300 | 4.031 | 2.460 | 998 | 2.867 | 15.656 |
| Reductions | - | (203) | (1.618) | (2.338) | (1.604) | (5.763) |
| Transfers | - | 20 | - | (7) | 124 | 137 |
| Currency conversion adjustments | - | (319) | (74) | 6 | (363) | (748) |
| Balance on December 31st 2023 | 6,676 | 15,875 | 4,481 | 2,327 | 13,995 | 43,356 |
| Balance on January 1st 2024 | 6,676 | 15,875 | 4,481 | 2,327 | 13,995 | 43,356 |
| Uses | (4.769) | (6) | (1.494) | (3) | (2.430) | (8.702) |
| Increases | 4,951 | 371 | 117 | 409 | 1,142 | 6,989 |
| Reductions | (98) | (787) | (1.077) | (992) | (1.043) | (3.997) |
| Currency conversion adjustments | - | 92 | (169) | (55) | (1.127) | (1.258) |
| Balance on December 31st 2024 | 6,760 | 15,545 | 1,858 | 1,686 | 10,537 | 36,386 |

The reinforcements and reductions were made against:

| | 2024 | | | 2023 | | |
|---|---|---|---|---|---|---|
| | Increases | Reductions | Total | Increases | Reductions | Total |
| **Results of the period:** | | | | | | |
| Provisions | 1,938 | (3.900) | (1.962) | 10,204 | (5.763) | 4,441 |
| Staff costs | 4,951 | (98) | 4,853 | 5,300 | - | 5,300 |
| Earnings related to associates and joint-ventures | 101 | - | 101 | 152 | - | 152 |
| | 6,990 | (3.998) | 2,992 | 15,656 | (5.763) | 9,893 |

## 37 – SUPPLIERS, ADVANCES FROM CLIENTS AND OTHER DEBTS PAYABLE

As of December 31st 2024 and 2023, these items had the following breakdown:

| | Current | | Non-current | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| Trade creditors - current account | 120,723 | 145,054 | - | - |
| Advance payments from Clients | 165,365 | 135,273 | - | 46,264 |
| **Other payable debts:** | | | | |
| Other creditors | 14,457 | 19,348 | 36,767 | 42,454 |
| | 300,545 | 299,675 | 36,767 | 88,717 |

## 38 - LEASE LIABILITIES

As of December 31st 2024 and 2023 the Group presents the following maturities related to lease liabilities arising from the application of IFRS 16:

| | 2024 | 2023 |
|---|---|---|
| 2024 | - | 5,292 |
| 2025 | 7,667 | 4,480 |
| 2026 | 6,307 | 4,042 |
| 2027 | 2,945 | 1,811 |
| 2028 | 2,348 | 1,658 |
| 2029 | 1,847 | 1,416 |
| After 2029 | 3,610 | 2,802 |
| | 24,724 | 21,501 |
| | | |
| Current lease liabilities | 7,667 | 5,292 |
| Non-current lease liabilities | 17,057 | 16,209 |

## 39 - OTHER CURRENT AND NON-CURRENT LIABILITIES

As of December 31st 2024 and 2023, these items had the following breakdown:

| | Current | | Non-current | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| **Government and other public entities:** | | | | |
| Corporate income tax (IRC) | (13.709) | (3.910) | - | - |
| Income Tax Withholdings | 3,356 | 4,209 | - | - |
| Value added tax | 10,048 | 7,985 | - | - |
| Social Security contributions | 3,531 | 3,775 | - | - |
| Others | 116 | 624 | - | - |
| | 3,342 | 12,683 | - | - |
| | | | | |
| **Associated and participated companies and other shareholders** | | | | |
| Associated companies | 95 | 317 | - | - |
| Other shareholders | 4,720 | 1,156 | 363 | 1,415 |
| | 4,815 | 1,472 | 363 | 1,415 |
| | | | | |
| **Accrued expenses:** | | | | |
| Insurance to pay | 301 | 37 | - | - |
| Remunerations payable | 17,990 | 17,763 | - | - |
| Interest payable | 1,013 | 7,929 | - | - |
| Other expenses payable | 13,441 | 16,665 | - | - |
| | 32,745 | 42,395 | - | - |
| | | | | |
| **Deferred income:** | | | | |
| Invoiced work not performed (Note 31) | 34,569 | 22,708 | - | - |
| Investment subsidies | 163 | 194 | - | - |
| Other deferred income: | 6,033 | 7,604 | - | - |
| | 40,765 | 30,506 | - | - |
| | 81,667 | 87,056 | 363 | 1,415 |

## 40 - CONTINGENT LIABILITIES, GUARANTEES AND COMMITMENTS

**Contingent Liabilities - Tax Inspections:**

As a result of inspections carried out by the Tax and Customs Authority (TA) regarding the calculation of Corporate Income Tax (IRC) for the periods of 2017, 2018, 2019, and 2020 owed by the taxed group under the Special Taxation Regime for Groups of Companies **(RETGS)**, article 69 and following of the Corporate Income Tax Code, of which **TEIXEIRA DUARTE,** S.A. is currently the parent company, the following corrections were made:

| Period | Corrected tax |
|---|---|
| 2017 | 663 |
| 2018 | 871 |
| 2019 | 528 |
| 2020 | 466 |
| | 2,528 |

This correction stems from the Tax and Customs Authority (TA) having a different understanding regarding the use of deductions from the taxable amount provided for in article 90 of the Corporate Income Tax Code for Municipal and State Surcharges determined under the application of RETGS, which was judicially contested by **TEIXEIRA DUARTE, S.A.**, acting as controlling company It is informed that this correction, also made by the AT for the periods from 2013 to 2016, had been contested by TEIXEIRA DUARTE, S.A., and was upheld in its favour even at the administrative level. In January 2024, TEIXEIRA DUARTE, S.A. obtained a favourable decision regarding the 2017 process, from which the TA did not appeal to higher courts, and the cancellation of the corresponding bank guarantee was subsequently requested. In September 2024, TEIXEIRA DUARTE, S.A. obtained favourable decisions regarding this matter for the 2018 and 2019 tax years, against which Tax Authority (TA) did not lodge an appeal.

A correction to the taxable income determined under the Special Taxation Regime for Groups of Companies (RETGS), for which **TEIXEIRA DUARTE, S.A.** is the parent company, is currently under dispute for the 2015 tax year, amounting to 22.710 thousand euros. This correction relates to the use of the “excess” determined in prior periods, concerning Net Financing Expenses (under Article 67 of the Corporate Income Tax Code).

Additionally, **TEIXEIRA DUARTE, S.A.**, in its capacity as the parent company, was subject to a correction by the AT to the taxable income determined under RETGS for the 2018 tax year, amounting to 6.305 thousand euros.

The subsidiary **TEIXEIRA DUARTE – Engenharia e Construções, S.A.**, a company whose share capital is directly owned by 100% by TEIXEIRA DUARTE, S.A., was subject to a correction by the Tax and Customs Authority (TA) to the taxable profit for the period of 2018, in the amount of 3.495 thousand euros, for the period of 2019, in the amount of 9.264 thousand euros, and for the period of 2020, in the amount of 2.516 thousand euros (which includes both favourable and unfavourable corrections). Disagreeing with the interpretation of the Tax Authority (TA) refusing the tax deductibility of impairment losses on receivables, TEIXEIRA DUARTE, S.A., as the controlling company, contested the amount of 2.826 thousand euros for the year 2018, 4.641 thousand euros for the year 2019, and 2.535 thousand euros for the year 2020. In September 2024, TEIXEIRA DUARTE, S.A. obtained favourable decisions on this matter regarding the 2018 and 2019 financial years, from which the Tax Authority did not appeal.

Also, not agreeing with the TA's correction regarding the reversal of taxed impairment losses, **TEIXEIRA DUARTE, S.A.**, acting as controlling company, contested the amount of 3.504 thousand euros for the year 2019.

Finally, the corrections for the year 2020 include the non-deductibility of 709 thousand euros related to cross-border transfers and their respective autonomous taxation, which were also contested.

Following inspections carried out by the Tax Authority (AT) on the accounting records for the periods 2011 and 2013 of **TEIXEIRA DUARTE - Gestão de Participações e Investimentos Imobiliários, S.A.**, a company wholly owned (100%) directly by TEIXEIRA DUARTE, S.A., the Tax Authority has made adjustments to the initially reported tax losses, as detailed below:

| Period | Calculated tax loss | TA correction |
|---|---|---|
| 2011 | 12,779 | 3,212 |
| 2013 | 26,221 | 5,000 |

The correction of the period of 2011 (*id est* 3.212 thousand euros) results from the disregard, as a taxable expense, of the financial charges incurred with the investment made in owned companies, under the form of supplementary capital contribution subject to the supplementary provisions regime. Given that TEIXEIRA DUARTE - Gestão de Participações e Investimentos Imobiliários, S.A. is subject to Corporate Income Tax (IRC) under the Special Regime for Taxation of Groups of Companies, the correction to the tax loss for 2011 resulted in additional IRC assessments and compensatory interests issued to the parent company of that period (i.e., TEIXEIRA DUARTE – Engenharia e Construções, S.A.), which contested them judicially. Regarding this matter, and based on fundamentally similar supporting arguments from the Tax Authority (TA), TEIXEIRA DUARTE - Gestão de Participações e Investimentos Imobiliários, S.A. was notified of similar corrections for the periods of 2007, 2008, 2009, 2010, and 2012. It is hereby informed that as of December 31st 2024, the parent companies of those periods obtained favourable decisions from the Higher Courts, expecting a similar outcome for the period still in dispute.

The correction to the tax loss for the year 2013, amounting to 5.000 thousand euros, corresponds fully to the wrongful application, according to the TA, of Article 51 of the Corporate Income Tax Code. This correction was judicially contested by TEIXEIRA DUARTE, S.A., as the parent company. In May 2024, TEIXEIRA DUARTE, S.A. obtained a favourable decision on this matter; Therefore, the Tax Authority annulled the contested adjustment – amounting to 5.000 million euros.

**Contingent Liabilities - State Aid (ZFM - Madeira Free Trade Zone):**

The entities TDO – Investimento e Gestão, S.A. and TDO – Sociedade Gestora de Participações Sociais, S.A., owned 100% by TEIXEIRA DUARTE, S.A., maintained economic activities in the Madeira Free Trade Zone (ZFM) from 2012 to 2016 and from 2012 to 2017, respectively, having benefited from tax advantages under the legal framework applicable to entities based in the ZFM.

Following a Decision by the European Commission, these tax benefits were considered 'illegal state aid' to which the company was not entitled. The Decision was contested by the Portuguese Republic and the Autonomous Region of Madeira before the General Court of the European Union. The challenges having been dismissed, both the Republic of Portugal and the Autonomous Region of Madeira have appealed to the Court of Justice of the European Union, having both appeals dismissed as well.

The Tax and Customs Authority (TA) issued CIT (IRC) assessments for the years in question, totalling 12.382 thousand euros. In December 2023, legal challenges were filed against these assessments, but no decision has yet been made.

The object of the legal challenges filed was not the European Commission's decision, but the defects in the CIT assessments themselves, namely the expiry and prescription defects, lack of reasoning, ‘indirect methodology’ and calculation errors in determining the amounts.

As shown on the TA’s portal, the suspension of enforcement of these assessments was declared.

In view of the facts described above and taking into account the legal opinion issued by an external lawyer, which concludes that the risk of the legal challenges being dismissed is not probable, the Board of Directors of the Teixeira Duarte Group considers that the events referred to do not meet the criteria for recognising a provision in the Group.

**Other contingencies:**

In a pricing fixing operation amounting to 4.000 thousand euros, TDVIA – Sociedade Imobiliária, S.A., a company fully owned by the Teixeira Duarte Group, assumed the risk and obligation in the period ended on December 31st 2024, of having to pay third parties variable amounts in the future for the acquisition of land, which are currently not determinable due to conditioning variables such as future selling price, based on gross built area or construction potential.

**Guarantees:**

For the purposes of suspending a tax enforcement procedure initiated against **TEIXEIRA DUARTE, S.A.** regarding a corporate tax (IRC) debt calculated within the scope of RETGS for the period of 2015, "TDGPII, S.A. submitted a bond (to replace the existing bank guarantee), amounting to 125 thousand euros, which was accepted by the Tax Authority (TA).

For the purposes of suspending a tax enforcement procedure initiated against **TEIXEIRA DUARTE, S.A.** regarding a corporate tax (IRC) debt calculated within the scope of RETGS for the period of 2016, "TDGPII, S.A. submitted a bond (to replace the existing bank guarantee), amounting to 594 thousand euros, which was accepted by the Tax Authority (TA).

For the purposes of suspending a tax enforcement procedure initiated against **TEIXEIRA DUARTE, S.A.** regarding a corporate tax (IRC) debt calculated within the scope of RETGS for the period of 2019, "TDGPII, S.A. submitted a bond, amounting to 1.197 thousand euros, which was accepted by the Tax Authority (TA).

For the purposes of suspending a tax enforcement procedure initiated against **TEIXEIRA DUARTE, S.A.** regarding a corporate tax (IRC) debt calculated within the scope of RETGS for the period of 2020, TEIXEIRA DUARTE - Gestão de Participações e Investimentos Imobiliários, S.A. submitted a bond, amounting to 1.081 thousand euros, which was accepted by the Tax Authority (TA).

The overall value of bank guarantees includes the amount of 1.227 thousand euros, which was provided for the purposes of suspending the tax enforcement proceedings brought against **TEIXEIRA DUARTE, S.A.** regarding the corporate income tax debt calculated under the RETGS for the 2018 period; a reduction in this amount is expected due to the partially favourable decision.

As of December 31st 2024, the Group's collaterals have the following breakdown:

| Geography | Bank | Type of financing | Contract date | Due date | Collaterals |
|---|---|---|---|---|---|
| Angola | BFA | Loan | 03/03/2022 | 04/03/2027 | Mortgage of the building no. 874 - Sambizanga |
| Angola | BIC | Escrow account | 02/06/2023 | 26/01/2025 | Mortgage of: Building no. 2554 |
| Brazil | Banco Bradesco | Loan | 24/07/2023 | 15/12/2027 | Respective equipment |
| Brazil | Caterpillar | Loan | 30/05/2020 | 10/01/2028 | Respective equipment |
| Brazil | Daycoval | Loan | 08/05/2023 | 08/05/2027 | Respective equipment |
| Brazil | Komatsu | Loan | 30/11/2023 | 01/12/2027 | Respective equipment |
| Brazil | Safra | Loan | 30/10/2021 | 30/09/2025 | Respective equipment |
| Portugal | Banco Comercial Português | Escrow account | 27/06/2014 | 31/12/2033 | Pledge of all shares: Soc. Automóvel Angola + Soc. Distribuição Angola + Pledge of TDSP Brasil + TD Angola, Lda. + Mortgage Hotels Angola: Alvalade and Baía + Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Portugal | Banco Comercial Português | Overdraft | 16/08/2005 | 31/12/2033 | Pledge of all shares: Soc. Automóvel Angola + Soc. Distribuição Angola + Pledge of TDSP Brasil + TD Angola, Lda. + Mortgage Hotels Angola: Alvalade and Baía + Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Portugal | Banco Comercial Português | Loan | 05/01/2009 | 17/06/2035 | Pledge of all shares: Soc. Automóvel Angola + Soc. Distribuição Angola + Pledge of TDSP Brasil + TD Angola, Lda. + Mortgage Hotels Angola: Alvalade and Baía + Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Portugal | Banco Comercial Português | Loan | 12/08/2016 | 31/12/2033 | Mortgage of the plot 26 of the real estate development Magnólia, Troviscar, Lezíria Park 2, Villa Rio, Jardins da Póvoa and logistics Park of Póvoa + Pledge of all shares: Soc. Automóvel Angola + Soc. Distribuição Angola + Pledge of TDSP Brasil + TD Angola, Lda. + Mortgage Hotels Angola: Alvalade and Baía + Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Portugal | Banco Comercial Português | Loan | 27/11/2017 | 30/12/2033 | Pledge of all shares: Soc. Automóvel Angola + Soc. Distribuição Angola + Pledge of TDSP Brasil + TD Angola, Lda. + Mortgage Hotels Angola: Alvalade and Baía + Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Portugal | BIC | Escrow account | 06/08/2015 | 31/12/2033 | BIC AO bank quarantee to BIC PT + Mortgage TD Angola, Lda (Building nº 2554) - Commercial complex and workshops of the automobile pole in Talatona (Angola) |
| Portugal | Caixa Geral de Depósitos | Escrow account | 07/07/2010 | 31/12/2033 | Pledge of 2.691.432 units of participation in the fund TDF + Pledge of all shares: Soc. Automóvel Angola + Soc. Distribuição Angola + Pledge of TDSP Brasil + TD Angola, Lda. + Mortgage Hotels Angola: Alvalade and Baía + Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Portugal | Caixa Geral de Depósitos | Loan | 22/09/2014 | 15/01/2025 | Pledge of all shares: Soc. Automóvel Angola + Soc. Distribuição Angola + Pledge of TDSP Brasil + TD Angola, Lda. + Mortgage Hotels Angola: Alvalade and Baía + Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Portugal | Caixa Geral de Depósitos | Loan | 22/09/2014 | 17/06/2035 | Pledge of all shares: Soc. Automóvel Angola + Soc. Distribuição Angola + Pledge of TDSP Brasil + TD Angola, Lda. + Mortgage Hotels Angola: Alvalade and Baía + Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Portugal | Caixa Geral de Depósitos | Loan | 12/08/2016 | 31/12/2033 | Mortgage of the plot 26 of the real estate development Magnólia, Troviscar, Lezíria Park 2, Villa Rio, Jardins da Póvoa and logistics Park of Póvoa + Pledge of all shares: Soc. Automóvel Angola + Soc. Distribuição Angola + Pledge of TDSP Brasil + TD Angola, Lda. + Mortgage Hotels Angola: Alvalade and Baía + Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Portugal | Caixa Geral de Depósitos | Commercial paper | 07/07/2010 | 31/12/2033 | Pledge of 2.691.432 units of participation in the fund TDF + Pledge of all shares: Soc. Automóvel Angola + Soc. Distribuição Angola + Pledge of TDSP Brasil + TD Angola, Lda. + Mortgage Hotels Angola: Alvalade and Baía + Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Portugal | Nordea Bank Abp | Loan | 24/06/2020 | 26/06/2025 | Retention of Title |
| Portugal | Novo Banco | Overdraft | 01/02/2007 | 31/12/2033 | Pledge of all shares: Soc. Automóvel Angola + Soc. Distribuição Angola + Pledge of TDSP Brasil + TD Angola, Lda. + Mortgage Hotels Angola: Alvalade and Baía + Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Portugal | Novo Banco | Loan | 12/08/2016 | 31/12/2033 | Mortgage of the plot 26 of the real estate development Magnólia, Troviscar, Lezíria Park 2, Villa Rio, Jardins da Póvoa and logistics Park of Póvoa + Pledge of all shares: Soc. Automóvel Angola + Soc. Distribuição Angola + Pledge of TDSP Brasil + TD Angola, Lda. + Mortgage Hotels Angola: Alvalade and Baía + Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Portugal | Novo Banco | Commercial paper | 16/12/2005 | 13/06/2025 | Pledge 4.609.999 shares BCP + Pledge of all shares: Soc. Automóvel Angola + Soc. Distribuição Angola + Pledge of TDSP Brasil + TD Angola, Lda. + Mortgage Hotels Angola: Alvalade and Baía + Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Portugal | Novo Banco | Commercial paper | 30/12/2013 | 31/12/2033 | Pledge of all shares of EPOS and of all shares of C+PA + Pledge of 762.813 participation units of the fund TDF + Mortgage of the industrial pole of Montijo + Mortgage of 7 plots Mafamude + Mortgage of 9 plots of the real estate development Santa Marinha Design District - Santa Marinha + Pledge of all shares of Soc. Automóvel Angola + Soc. Distribuição Angola + Pledge of TDSP Brasil + TD Angola, Lda. + Mortgage Hotels Angola: Alvalade and Baía + Mortgage Hotels Mozambique: Avenida and Tivoli Beira |
| Portugal | Novo Banco | Commercial paper | 28/12/2015 | 15/06/2027 | Pledge of 1.045.610 shares of Recolte Espanha + Pledge of 50% of the shares of TDE + Pledge of all shares: Soc. Automóvel Angola + Soc. Distribuição Angola + Pledge of TDSP Brasil + TD Angola, Lda. + Mortgage Hotels Angola: Alvalade and Baía + Mortgage Hotels Mozambique: Avenida and Tivoli Beira |

| | | | | | |
|---|---|---|---|---|---|
| Portugal | Novo Banco | Commercial paper | 14/01/2016 | 31/12/2033 | Pledge of all shares of TDGI + Pledge of all shares : Soc. Automóvel Angola + Soc. Distribuição Angola + Pledge of TDSP Brasil + TD Angola, Lda. + Mortgage Hotels Angola: Alvalade and Baía + Mortgage Hotels Mozambique: Avenida and Tivoli Beira |

**Financial commitments:**

As of December 31st 2024 and 2023 the letters of comfort provided by Teixeira Duarte, S.A. and its subsidiaries reached 77.415 thousand euros and 279.060 thousand euros, respectively.

As of December 31st 2024 and 2023 non-recourse factoring contracts were in effect, which were recorded as a reduction in accounts receivable, in the amounts of 3.771 thousand euros and 10.123 thousand euros, respectively. In accordance with the contractual conditions, the Group's responsibility is limited, essentially, to guaranteeing that clients accept the invoices subject to factoring.

## 41 - FINANCIAL RISK MANAGEMENT

**General Principles:**

The Group is exposed to a set of financial risks resulting from its activity, of which the following should be emphasized:

– interest rate risks arising from financial liabilities;

– risk of exchange rate fluctuations arising primarily from operations and assets located outside the Eurozone, notably in Angola, Algeria, Brazil, Colombia, Ecuador, Macau, Morocco, Mozambique, Peru, and Venezuela, as well as the availability of convertible currencies in some of these markets.

– credit risk, particularly related to credits extended to its clients in connection with the Group's operational activities; and,

– liquidity risk, regarding the maintenance of a cash-flow balance.

The Group's Financial Management ensures centralised management of financing operations, cash surplus investments, foreign exchange transactions, as well as the Group's counterparty risk management. Additionally, it is responsible for identifying, quantifying, and proposing and implementing risk management/mitigation measures for the financial risks the Group is exposed to.

Next, we'll analyse in more detail the main financial risks the Group is exposed to and the main measures implemented for their management.

**Interest Rate Risk**

The purpose of the interest rate risk management policy is to minimise the cost of debt subject to maintaining a low level of financial burden volatility.

As of December 31st 2024 the financial liability consists of 97,77% variable interest rate (97,87% on December 31st 2023) and 2,23% of fixed interest rate (2,13% on December 31st 2023).

If market interest rates had been 1 percentage point higher (lower) during the periods ended on December 31*t 2024 and 2023, the financial results for those periods would have (decreased) increased by (7.516) / 7.516 thousand euros and (7.560) / 7.560 thousand euros, respectively.

The Teixeira Duarte Group's capital structure, determined by the proportion between its assets and its net debt, is managed to ensure the continuity and development of its operational activities, as well as to maximise shareholder returns and optimise financing costs. The Group periodically monitors its capital structure, identifying risks, opportunities, as well as the necessary adjustments and measures to achieve the aforementioned goals.

**Exchange Rate Risk**

The Group's operational activities are exposed to fluctuations in exchange rates of the Euro against other currencies.

Furthermore, considering the various countries where the Group operates, its exposure to exchange rate risk arises from its subsidiaries reporting assets and liabilities denominated in currencies other than the reporting currency, including Angola, Algeria, Brazil, Colombia, Ecuador, Macau, Morocco, Mozambique, Peru, and Venezuela.

The Group's foreign exchange risk management policy aims to reduce the sensitivity of the Group's results to currency fluctuations.

Monetary assets and liabilities denominated in foreign currency, converted to euros as of December 31st 2024 and 2023 are as follows:

| | Assets | | Liabilities | |
|---|---|---|---|---|
| Currency | 2024 | 2023 | 2024 | 2023 |
| Algerian Dinar | 5,697 | 7,813 | 50,997 | 50,430 |
| Moroccan Dirham | 26 | - | 81 | 123 |
| American Dollar | 134,833 | 135,309 | 125,506 | 126,203 |
| Hong-Kong Dollar | - | - | 5 | - |
| Cape Verdean Escudo | - | 9 | - | - |
| Japanese Yen | 39 | 43 | 99 | 325 |
| Pound Sterling | 411 | 392 | 199 | 193 |
| Angolan Kwanza | 164,076 | 161,133 | 101,214 | 91,961 |
| Mozambican Metical | 30,375 | 31,946 | 8,663 | 13,243 |
| Peruvian Novo Sol | 4 | 4 | - | - |
| Macao Pataca | - | - | 226 | 211 |
| Colombian Peso | - | - | 193 | - |
| South African Rand | 62 | 72 | 148 | 227 |
| Brazilian Real | 4,715 | 18,724 | 1,055 | 1,269 |
| Qatari Riyal | - | - | - | 617 |
| | 340,238 | 355,445 | 288,386 | 284,801 |

Foreign exchange risk management relies on continuous quantification and monitoring of financial and accounting exposures.

The potential impacts on the net result for the periods ended December 31st 2024 and 2023, in the event of a 5% appreciation of the currencies mentioned above, can be summarised as follows:

| Currency | 2024 | 2023 |
|---|---|---|
| Algerian Dinar | (2.265) | (2.131) |
| Moroccan Dirham | (3) | (6) |
| American Dollar | 466 | 455 |
| Japanese Yen | (3) | (14) |
| Pound Sterling | 11 | 10 |
| Angolan Kwanza | 3,143 | 3,459 |
| Mozambican Metical | 1,086 | 935 |
| Macao Pataca | (11) | (11) |
| South African Rand | (4) | (8) |
| Brazilian Real | 183 | 873 |
| Qatari Riyal | - | (31) |
| | 2,603 | 3,531 |

According to the Board of Directors, the sensitivity analysis presented above, based on the positions on the indicated dates, may not fully represent the foreign exchange risk exposure to which the Group is subject throughout the period.

**Credit Risk**

The credit risk is primarily related to the balances receivable from customers and other debtors associated with the Group's operational activities. Deterioration in global economic conditions or adversities affecting economies on a local, national, or international scale may lead to customers' inability to meet their obligations, potentially impacting the Group's results negatively.

- This risk is regularly monitored by each of the Group's businesses in order to:

- Limit credit extended to clients, considering their respective profile and age of the receivable.

- Track the evolution of the credit level granted.

- Analyse the recoverability of receivable amounts on a regular basis.

- Impairment losses on receivables are calculated considering:

    - Analysis of the age of receivables.

    - Client risk profile.

    - Financial conditions of clients.

    - Current macroeconomic environment.

As of December 31st 2024 and 2023 the Board of Directors is confident that the estimated impairment losses on receivables are adequately reflected in the financial statements.

As of December 31st 2024 and 2023, the balances of accounts receivable from clients (Note 27) for which no impairment losses were recorded, given that the Board of Directors considers that they are recoverable, are as follows:

| | 2024 | 2023 |
|---|---|---|
| Balances | | |
| Not overdue | 85,304 | 76,511 |
| Up to 180 days | 34,093 | 33,968 |
| From 180 to 360 days | 13,549 | 8,852 |
| More than 360 days | 32,717 | 28,905 |
| | 165,663 | 148,236 |

The credit quality of the accounts receivable which are not yet due included in the table above is monitored on a regular basis, based on the objectives described above.

**Liquidity Risk**

This risk can occur if sources of financing, such as operating cash flows, divestment, credit lines and cash flows from financing operations, do not meet financing needs such as cash outflows for operating and financing activities, investments, shareholder compensation and debt repayment.

As a way to mitigate this risk, the Group seeks to secure new financing and maintain a net position and an average debt maturity that allows for the repayment of its debt over appropriate terms.

Financial liabilities maturing up to one year are, whenever it’s considered appropriate, replaced with medium and long-term maturity.

The maturity of financial liabilities as of December 31st 2024 and 2023 is as follows:

| | 2024 | | | | |
|---|---|---|---|---|---|
| | Up to 1 year | 1 to 2 years | 2 to 3 years | More than 3 | **Total** |
| Financing obtained | 247,006 | 43,118 | 45,959 | 375,430 | **711,513** |
| Lease liabilities | 7,667 | 6,307 | 2,945 | 7,805 | **24,724** |
| Trade creditors | 120,723 | - | - | - | **120,723** |
| Advance payments from Clients | 165,365 | - | - | - | **165,365** |
| Other payable debts | 14,457 | 7,163 | 748 | 28,856 | **51,224** |
| Other Liabilities | 81,667 | 175 | 188 | - | **82,030** |
| | 636,885 | 56,763 | 49,840 | 412,091 | **1,155,579** |

| | 2023 | | | | |
|---|---|---|---|---|---|
| | Up to 1 year | 1 to 2 years | 2 to 3 years | More than 3 | **Total** |
| Financing obtained | 220,694 | 45,244 | 41,654 | 419,578 | 727,171 |
| Lease liabilities | 5,292 | 4,480 | 4,042 | 7,687 | 21,501 |
| Trade creditors | 145.054 | - | - | - | 145.054 |
| Advance payments from Clients | 135.273 | 46.264 | - | - | 181.537 |
| Other payable debts | 19.348 | 21.164 | 4.894 | 16.396 | 61.802 |
| Other Liabilities | 87,055 | 1.415 | - | - | 88,471 |
| | 612.717 | 118.567 | 50.590 | 443.661 | **1.225.535** |

As of December 31st 2024 and 2023 the amount of cash and cash equivalents and the unused amount of the commercial paper programme and credit lines amounted to 154.660 thousand euros and 141.111 thousand euros, respectively.

## 42 – FINANCIAL ASSETS AND LIABILITIES UNDER IFRS 9

The accounting policies established in IFRS 9 for financial instruments were applied to the following items:

| | 2024 | | | |
|---|---|---|---|---|
| | Receivable loans and accounts | Financial Assets | Other liabilities and financing obtained | Total |
| **Assets:** | | | | |
| Cash and cash equivalents | 93.239 | - | - | **93.239** |
| Clients | 165.663 | - | - | **165.663** |
| Other financial investments at fair value through other comprehensive income | - | 5.038 | - | **5.038** |
| Other accounts receivable | 30.918 | - | - | **30.918** |
| Other Assets | 89.540 | - | - | **89,540** |
| Financial Assets Total | 379.360 | 5.038 | - | **384.398** |
| | | | | |
| **Liabilities:** | | | | |
| Financing obtained | - | - | 711.513 | **711.513** |
| Lease liabilities | - | - | 24.724 | **24.724** |
| Trade creditors | - | - | 120.723 | **120.723** |
| Advance payments from Clients | - | - | 165.365 | **165.365** |
| Other payable debts | - | - | 51.224 | **51.224** |
| Other Liabilities | - | - | 37.922 | **37.922** |
| Financial Liabilities Total | - | - | 1.111.471 | **1.111.471** |

| | 2023 | | | |
|---|---|---|---|---|
| | Receivable loans and accounts | Financial Assets | Other liabilities and financing obtained | Total |
| **Assets:** | | | | |
| Cash and cash equivalents | 101.345 | - | - | **101.345** |
| Clients | 148.237 | - | - | **148.237** |
| Other financial investments at fair value through other comprehensive income | - | 14.211 | - | **14.211** |
| Other accounts receivable | 33.571 | - | - | **33.571** |
| Other Assets | 81.653 | - | - | **81.653** |
| Financial Assets Total | 364.806 | 14.211 | - | **379,017** |
| | | | | |
| **Liabilities:** | | | | |
| Financing obtained | - | - | 727.171 | **727.171** |
| Lease liabilities | - | - | 21.501 | **21.501** |
| Trade creditors | - | - | 145.054 | **145.054** |
| Advance payments from Clients | - | - | 181.537 | **181.537** |
| Other payable debts | - | - | 61.802 | **61.802** |
| Other Liabilities | - | - | 45.282 | **45.282** |
| Financial Liabilities Total | - | - | 1.182.347 | **1.182.347** |

## 43 - MEASUREMENTS AT FAIR VALUE

Fair value estimate - assets and liabilities measured at fair value.

The following table presents the assets and liabilities of the Group measured at fair value on December 31st 2024 according to the following fair value hierarchy levels:

- Level 1: the fair value of financial instruments is based on prices ruling on active liquid markets at the date of the statement of financial position;

- Level 2: the fair value of financial instruments is not determined based on active market prices but according to valuation models; and,

- Level 3: the fair value of financial instruments is not determined based on active market prices but according to valuation models, whose main inputs are not observable in the market.

| Category | Item | Level 1 | Level 2 | Level 3 |
|---|---|---|---|---|
| **Assets:** | | | | |
| Other financial investments at fair value through other comprehensive income | Shares | 3,099 | - | 1,939 |
| Investment properties | Buildings and land | - | 100,197 | - |

Except with respect to non-current loans, most financial assets and liabilities mature in the short term, hence it is considered that their fair value is identical to the respective book values.

Regarding loans, in accordance with Note 35, most loans are taken out at variable interest rates. Therefore, it is considered that their book value (amortised cost) does not differ significantly from corresponding market value.

## 44 – AUDITOR FEES AND SERVICES

During the periods ended on December 31st 2024 and 2023 the fees for services rendered by auditors to the companies within the Group (Moore and BDO in Portugal; Moore and Ernst & Young in Brazil; Moore in Belgium; Deloitte in Angola; Ernst & Young in Mozambique, and other auditors) were as follows:

| | 2024 | 2023 |
|---|---|---|
| Statutory audit services | 853 | 878 |
| Other reliability assurance services | 18 | - |
| | 871 | 878 |

## 45 – CURRENCY CONVERSION ADJUSTMENTS

In the periods ended on December 31st 2024 and 2023 currency conversion adjustments calculated during the conversion of the financial statements of companies denominated in foreign currencies, for each geographical area, were as follows:

| | 2024 | 2023 |
|---|---|---|
| Angola | (6.068) | (169.471) |
| Algeria | (3.243) | 665 |
| Brazil | (25.925) | 5,410 |
| Mozambique | 5,093 | (2.456) |
| Venezuela | (389) | (1.240) |
| Other markets | (418) | 44 |
| Total | (30.950) | (167.048) |

## 46 – APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements for the period ended on December 31st 2024 were approved at a meeting of the Board of Directors on April 24th 2025; however, they are still subject to approval under the commercial law in force in Portugal by the General Meeting of Shareholders, whose meeting is scheduled to take place on May 27th 2025.

## 47 – SUBSEQUENT EVENTS

Teixeira Duarte is not aware of any materially relevant fact, with an impact on the financial statements as of December 31st 2024, that has occurred between that date and the present.

Despite this, it should be noted that on March 27th 2025 the Group's credit management subsidiary signed a refinancing agreement with the three main banks. This agreement, which covers more than 90% of the Group's bank loans, made it possible to optimise the cost of the debt and extend its maturity, as shown in the table below.

| | 2024 | 2024 (a) |
|---|---|---|
| 2025 | 247.006 | 156.346 |
| 2026 | 43.118 | 79.691 |
| 2027 | 45.959 | 18.245 |
| 2028 | 40.562 | 15.491 |
| 2029 | 37.754 | 12.683 |
| 2030 and seq. | 297.114 | 429.057 |
| | 711.513 | 711.513 |

**(a)** Group financing as of December 31st 2024, with the new maturities of the Framework Agreement.

The agreement provides for the amortisation of one of the financing tranches, amounting to 78.266 thousand euros, through the delivery of shares in five real estate collective investment companies, an operation that should be completed in the second half of this year.

This negotiation also includes a new line of bank guarantees totalling 190 million euros, which will strengthen the Group's financial stability and the development of its activities, particularly in the construction sector.

These circumstances, combined with the Group's expectations for the future development of its business, will make it possible to repay the outstanding capital in full.

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Porto Underground, Porto - Portugal

# Report, Opinions and Certifications of the Supervisory Bodies 2024

REPORT AND ACCOUNTS 2024

# REPORT AND OPINION OF THE SUPERVISORY BOARD

Dear To the Shareholders,

**Introduction**

Under the provisions of Article 420, paragraph 1, sub-paragraph g) of the Commercial Companies Code, in the Company's Articles of Association, and in the performance of the mandate conferred, the Supervisory Board hereby presents its report on the supervisory action carried out at TEIXEIRA DUARTE, S.A., as well as the opinion on report and accounts for the year ended December 31st 2024, and on the proposal for the allocation of results.

The appraised report and accounts were approved by the Board of Directors in the meeting held on April 24th 2025 and include the Consolidated Management Report, including the consolidated sustainability report, the Corporate Governance Report and the Individual and Consolidated Financial Statements.

**Report**

Within the scope of the powers and competencies legally conferred upon us, we have monitored the activities of the Company and the Group, namely through the regular participation of the Chairperson of the Supervisory Board in the monthly meetings of the Board of Directors, and through the participation of all members of the Supervisory Board in other meetings and contacts with the Management, staff, and other officials of the Group.

Additionally, we have met on several occasions with the Statutory Auditor, monitoring the development of its role, and evaluated its performance during 2024 and up to this date. We verified and monitored its independence, as required by law, particularly assessing its adequacy, with the Audit Firm declaring that it did not provide any other services, other than the limited assurance work on the consolidated sustainability report. The statutory audit positively contributed to the integrity of the financial information preparation and disclosure process.

We also promoted periodic meetings where we assessed the activities and business of the Company and the Group, as well as compliance with the law and the articles of association. We analysed the interim financial statements, including the accounting policies and valuation criteria adopted, to ensure that they lead to a correct assessment of assets and results.

In addition to these meetings, we supervised the process of preparing and disclosing annual financial and non-financial information contained in the financial statements and:

- We verified that the management report contains a clear exposition of the most significant aspects of the evolution of the business, financial and non-financial performance, and the financial position of the Company and the Group, as well as the impact of various contexts, including economic or political contexts on the Group's activities and other relevant information;
- we verified that both the Management Report, containing the sustainability report presented in the 'Sustainability Statement' section, and the Corporate Governance Report provide detailed information on significant matters, complying with the applicable requirements, setting out, in particular, relevant sustainability matters, the main economic, financial, legal and other risks, as well as other aspects of the business, management or other relevant aspects;
- we have assessed the Independent Limited Assurance Report on the Consolidated Sustainability Report, issued on April 30th 2025 by Moore Stephens & Associados, SROC, S.A., which contains no reservations or emphases and contains a paragraph on other matters stating that the comparative information included in the consolidated sustainability report has not been subject to assurance work;
- we verified that the financial statements, both individual and consolidated, including the respective notes, provide a true and fair view of the financial position of the Company and of the TEIXEIRA DUARTE Group, respectively, as well as of their results, cash flows and changes in Equity;
- we assessed the Legal Certification of Accounts and Audit Report on the individual financial statements and the Legal Certification of Accounts and Audit Report on the consolidated financial statements issued on April 30th 2024, by the Audit Firm, Moore Stephens & Associados, SROC, S.A., which do not contain reservations, nor emphasis. We also reviewed the Additional Report addressed to the Supervisory Board, issued in accordance with current legislation, which describes how the audit was conducted and conclusions were reached.

In compliance with the provisions of article 29.º-G, paragraph 1, c) of the Securities Code, the members of the Supervisory Board declare that, to the best of their knowledge, the annual accounts and other financial documents were prepared in accordance with applicable accounting standards, providing a true and fair view of the assets and liabilities, financial position, and results of TEIXEIRA DUARTE, S.A. and the Group of which TEIXEIRA DUARTE, S.A. is the parent company. They further declare that the management report accurately describes the evolution of the business, performance, and financial position of TEIXEIRA DUARTE, S.A. and the Group of which TEIXEIRA DUARTE, S.A. is the parent company, including a description of the main risks and uncertainties of the business.

**Opinion**

In the terms set out above, taking into account the information provided to us by the Board of Directors and the Company Services, the observations made and also the conclusions contained in the Independent Limited Assurance Report on the Consolidated Sustainability Report, the Legal Certification of Accounts and Audit Report on the individual financial statements and the Legal Certification of Accounts and Audit Report on the consolidated financial statements issued by the Chartered Accountants Firm, we are of the opinion that the accounting documents containing the Consolidated Management Report, including the Consolidated Sustainability Report, the Corporate Governance Report and the Individual and Consolidated Financial Statements for the year 2024 and the proposal for the allocation of results presented by the Board of Directors be approved.

Lisboa, April 30th 2025

Ana Cristina Louro Ribeiro Doutor Simões - Chairperson

João Salvador dos Santos Matias – Member

Carlos Manuel Bastos Rodrigues – Member

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# STATUTORY AUDITORS' REPORT and AUDITORS' REPORT

*(Free translation from a report originally issued in Portuguese language.*
*In case of doubt, the Portuguese version will always prevail.)*

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### Opinion

We have audited the accompanying financial statements of Teixeira Duarte, S.A. (the Entity), which comprise the balance sheet as at 31 December 2024 (showing a total of 1,045,648 thousand euros and total equity of 154,404 thousand euros, including a net profit for the year of 18,877 thousand euros), the income statement by nature, the changes in equity and the cash flow statement for the year then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view, in all material respects, of the financial position of Teixeira Duarte, S.A. as at 31 December 2024, and of its financial performance and its cash flows for the year then ended in accordance with Accounting and Financial Reporting Standards adopted in Portugal under the Portuguese Accounting System.

### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and further technical and ethical standards and guidelines as issued by Ordem dos Revisores Oficiais de Contas (the Portuguese Institute of Statutory Auditors). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section below. We are independent of the Entity in accordance with the law and we have fulfilled other ethical requirements in accordance with the Portuguese 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.

MOORE

## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| KEY AUDIT MATTERS | OVERVIEW OF THE AUDIT APPROACH |
|---|---|
| ***Valuation of financial investments in subsidiaries*** | |
| As disclosed in notes 3.2 a) and 7 to the financial statements, the financial investments in subsidiaries, in the amount of 991,120 thousand euros, are valued by the equity method.<br><br>The valuation of the Entity's financial investments was considered a relevant matter in our audit, because the carrying amount of these assets is significant and the measurement process adopted is complex, given the large number of direct and indirect financial investments and the diversity of the geographies in which the subsidiaries operate. | In order to validate the adequate valuation of the financial investments we have performed several audit procedures in order to mitigate the risks of material distortion in this area, highlighting the following:<br><br>• Obtaining the financial statements of the subsidiaries and the respective legal certifications of the accounts;<br><br>• Validation of the uniformity of the accounting policies adopted in valuing the direct and indirect financial investments held by the Entity;<br><br>• Research into the existence of possible indications that these assets may be impaired;<br><br>• Verification of the adequacy of the measurement criteria adopted, testing of the accuracy of the calculations performed and verification of the adequate accounting recognition; and<br><br>• Validation of the disclosures included in the notes to the financial statements. |
| ***Contingent Liabilities*** | |
| As disclosed in Note 11 to the financial statements, the Entity has various tax proceedings in progress, which have been disclosed as contingent liabilities, for which no responsibilities have been recorded in the accounts. The most significant contingent liabilities are associated with the Madeira Free Trade Zone processes - 'Illegal State Aid'", amounting to €12,382 thousand euros.<br><br>In accordance with NCRF 21 – "Provisions, Contingent Liabilities and Contingent Assets", the Entity recognizes provisions whenever it considers that an unfavorable outcome for the contingencies is probable. Taking into account the legal grounds and arguments presented by the lawyers, management assesses the likelihood of the outcome of the of the cases and discloses the relevant information.<br><br>We considered this matter to be a key audit matter due to the level of judgment involved in assessing the contingent liabilities and the uncertainty regarding the outcome of the tax proceedings.<br><br>. | We performed audit procedures to mitigate the risks of material misstatement in this area, highlighting the following:<br><br>• Understanding the processes used by management to assess contingencies;<br><br>• Analysis of the list of tax and legal disputes affecting the Entity;<br><br>• Analysis of the confirmations from internal and external lawyers;<br><br>• Analysis of the claims and objections submitted by the Entity to the tax authorities;<br><br>• Analysis of the tax and legal opinions issued by external advisors and, where necessary, holding meetings to obtain clarifications on relevant matters;<br><br>• Enquiry of management to corroborate the judgments made in the assessment of contingencies; and<br><br>• Validation of the disclosures included in the notes to the financial statements. |

**Responsibilities of management and the supervisory board for the financial statements**

Management is responsible for:

- the preparation of financial statements that give a true and fair view of the Entity's financial position, financial performance and cash flows in accordance with Accounting and Financial Reporting Standards adopted in Portugal under the Portuguese Accounting System;

- the preparation of the management report, the corporate governance report, the non-financial information statement and the remunerations report in accordance with applicable 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 Entity's ability to continue as a going concern, and disclosing, as applicable, matters that may cast significant doubt about the Entity's ability to continue as a going concern.

The supervisory body is responsible for overseeing the Entity's financial reporting process.

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

Our responsibility is to obtain reasonable assurance about whether the 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 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 Entity'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 Entity'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 Entity to cease to continue as a going concern;

- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

- communicate with those charged with governance, including the supervisory body, 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;

- from the matters communicated with those charged with governance, including the supervisory body, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes their public disclosure; and

- provide the supervisory body with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Our responsibility also includes the verification that the information contained in the management report is consistent with the financial statements, and the verifications under nr. 4 and nr. 5 of article 451 of the Portuguese Companies' Code in matters of corporate governance, as well as the verification that the non-financial statement and the remunerations report have been presented.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

### On the management report

Pursuant to article 451, nr. 3, al. e) of the Portuguese Companies' Code, it is our opinion that the management report was prepared in accordance with the applicable legal and regulatory requirements and the information contained therein is consistent with the audited financial statements and, having regard to our knowledge and assessment over the Entity, we have not identified any material misstatements. However, we should point out that the Entity did not prepare an independent management report on the individual activity since, as usual, all relevant information will be included in the consolidated management report.

### On the corporate governance report

Pursuant to article 451, nr. 4, of the Portuguese Companies' Code, it is our opinion that the corporate governance report includes the information required to the Entity to provide as per article 29-H of the Securities Code, and we have not identified material misstatements on the information provided therein in compliance with paragraphs c), d), f), h), i) and l) of nr. 1 of that article.

### On non-financial statement

In compliance with paragraph 6 of article 451 of the Portuguese Companies' Code, we hereby inform that the Entity has included in its management report the non-financial statement, as provided for in article 66-B of the Portuguese Companies' Code.

MOORE

**On the remunerations report**

Pursuant to article 26-G, nr. 6 of the Securities Code, we inform that the Entity has included in the Corporate Governance Report, in a separate chapter, the information provided in nr. 2 of that article.

**On the additional matters provided in article 10 of Regulation (EU) nr. 537/2014**

Pursuant to article 10 of the Regulation (EU) nr. 537/2014 of the European Parliament and of the Council, of 16 April 2014, and in addition to the key audit matters mentioned above, we also report the following:

- We were appointed as auditors of the Entity for the first time in the shareholders' meeting held 30 May 2015 for the mandate 2015/2018, then re-elected in the shareholders' meeting held 27 May 2019 for the mandate 2019/2022, and again re-elected on the shareholders' meeting held 24 May 2023, for the biennium 2023/2024;
- Management has confirmed to us that they are not aware of any fraud or suspicion of fraud having occurred that has a material effect on the financial statements. In planning and executing our audit in accordance with ISAs we maintained professional scepticism and we designed audit procedures to respond to the possibility of material misstatement in the financial statements due to fraud. As a result of our work, we have not identified any material misstatement to the financial statements due to fraud;
- We confirm that our audit opinion is consistent with the additional report we have prepared and delivered to the supervisory body of the Entity on 30 April 2025; and
- We declare that we have not provided any prohibited services as described in Article 5 of the Regulation (EU) nr. 537/2014 of the European Parliament and of the Council, of 16 April 2014, and we have remained independent of the Entity in conducting the audit.

Lisbon, 30 April 2025

*(signed on the Portuguese version)*

MOORE STEPHENS & ASSOCIADOS, SROC, S.A.
Represented by Ana Patrícia Correia Monteiro Varela
ROC Nº 1418, CMVM Registration Nº 20161028

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# STATUTORY AUDITORS' REPORT and AUDITORS' REPORT

*(Free translation from a report originally issued in Portuguese language.*
*In case of doubt, the Portuguese version will always prevail.)*

## REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

### Opinion

We have audited the accompanying consolidated financial statements of Teixeira Duarte, S.A. (the Group), which comprise the consolidated statement of financial position as at 31 December 2024 (showing a total of 1,458,802 thousand euros and a total equity of 168,356 thousand euros, including a net profit for the year of 25,641 thousand euros), the consolidated income statement 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 a summary of significant accounting policies.

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

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and further technical and ethical standards and guidelines as issued by Ordem dos Revisores Oficiais de Contas (the Portuguese 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 Portuguese 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.

MOORE

## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| KEY AUDIT MATTERS | OVERVIEW OF THE AUDIT APPROACH |
|---|---|
| ***International Exposure*** | |
| As disclosed in Note 7 to the consolidated financial statements, the Group's activity is spread over 6 business areas, with operations in 4 countries, with different economic contexts and operational risks.<br><br>The Group's activity outside Portugal represents 58.3% of its turnover. As mentioned in Note 41 to the consolidated financial statements, several territories where the Group operates are subject to significant exchange rate fluctuations of their currencies against the euro.<br><br>The exposure to the currencies of those countries and the worsening of the global economic environment brings increased risks to the Group, namely:<br><br>i) *Foreign Exchange Risk*, arising from the strong fluctuation of local functional currencies against the euro;<br><br>ii) *Liquidity Risk*, resulting from difficulties in repatriating currency from those territories; and<br><br>iii) *Credit Risk*, resulting from the reduction in the purchasing power of customers in various geographical areas and insufficient response capacity and support to local economies.<br><br>Due to their significance and unpredictability, we consider these issues as relevant matters on our audit. | Our audit approach included the execution of several procedures in order to mitigate the risks of material misstatement, highlighting the following:<br><br>• Assessment of the types of risks to which the Group is exposed and validation of the adequacy of the Group's disclosures, in relation to the risk management policy;<br><br>• Evaluation of the Group's degree of exposure to geographies with high exchange and liquidity risks;<br><br>• Evaluation of the collectability risks and of the adequacy of the recognition of eventual impairments in accounts receivable;<br><br>• Analysis of the currency translation of the financial statements of subsidiaries in different geographies;<br><br>• Follow-up of the actions developed in 2024 for the reduction of the Group's exposure in geographies with greater instability and business risk; and<br><br>• Validation of the disclosures included in the notes to the consolidated financial statements. |

| KEY AUDIT MATTERS | OVERVIEW OF THE AUDIT APPROACH |
|---|---|
| ***Recognition of revenue from construction contracts*** | |
| As explained in Note 7 to the consolidated financial statements, the Group's revenue comes from several business areas, being construction the most relevant segment, representing 56.3% of revenue in 2024.<br><br>As referred in Note 2.21 to the consolidated financial statements, revenue and expenses arising from the construction segment are recognized in accordance with IFRS 15 - "Revenue from Contracts with Customers", which establishes that revenue and margins associated with construction contracts in progress are recognized according to the percentage of completion, determined by the ratio between costs incurred and total estimated costs for each contract.<br><br>Given the uncertainty and complexity of the judgements associated to the estimates of the costs to be incurred until the conclusion of the works, we consider this matter relevant for the purposes of our audit. | We performed several audit procedures in order to mitigate the risks of material misstatement in this area, highlighting the following:<br><br>• Description and evaluation of the procedures adopted and the internal control environment related to the recognition of revenue from construction contracts and testing the effectiveness of existing controls;<br><br>• Verification of the compliance of the accounting policy adopted with IFRS 15 - "Revenue from Contracts with Customers";<br><br>• Obtaining and reconciling the construction contracts statements with the amounts stated in the accounting records;<br><br>• Identification and analysis of a sample of contracts that support the overall revenue of the projects;<br><br>• Sample selection of measurement reports and budgets that support the calculation of the percentages of completion and analysis of the costs incurred and the estimates of costs to be incurred to complete the work;<br><br>• Critical analysis of the judgements made by management concerning the estimates and recognition of the estimated margins, by reference to the historical information obtained;<br><br>• Review of the reasonableness and adequacy of provisions required to cover any expected losses on contracts and for construction guarantees; and<br><br>• Validation of the disclosures included in the notes to the consolidated financial statements. |

MOORE

| KEY AUDIT MATTERS | OVERVIEW OF THE AUDIT APPROACH |
|---|---|

***Valuation and recognition of impairments in customers***

As disclosed in Note 27 to the consolidated financial statements, on 31 December 2024 the accumulated impairment losses on trade receivables amounted to 89,309 thousand euros and were increased in the period by 7,459 thousand euros.

The Group recognizes the expected impairment losses on trade receivables, in accordance with IFRS 9 - Financial Instruments, being the amount of accumulated impairment updated at each reporting date, in order to reflect the changes in credit risk occurred since the initial recognition of the respective assets.

The estimation of impairment losses is based on an uncollectibility matrix, based on the credit history of the Group's customers, adjusted by specific identifiable factors such as geography, business unit, type of debtor, level of solvency and the general worsening of the operational and financial conditions of customers from different geographies.

We consider this issue to be a relevant audit subject, mainly due to the fact that credit recovery, in some geographies, is particularly time consuming and the estimates used by management involve a high degree of judgement.

We performed several audit procedures in order to mitigate the risks of material misstatement in this area, highlighting the following:

- Understanding and evaluation of the internal control environment specifically associated with the valuation and recognition of impairments in customers, having identified the key controls and tested their effectiveness, with a view of reducing the risk of material distortion associated with this item of the financial statements;
- Analysis of the ageing of customer balances and identification of the accumulated amount of impairments in relation to overdue loans;
- Specific review of relevant balances with entities based in higher risk geographical areas, taking into consideration the age of the credits, the financial capacity of the debtors and the history of collections;
- Evaluation of the criteria and assumptions underlying the judgements used to recognize, or not, adjustments for impairment in customers credits;
- Review of the calculation of the discounted value of accounts receivable and evaluation of the assumptions used by management, namely the estimated time of receipt and the discount rate used;
- Analysis of the uncollectibility matrix prepared by management for the various entities of the Group, and validation of the following parameters: i) identification of the amounts considered by each entity regarding the impairments recognized in the accounts; ii) evaluation of the reliability and adequacy of the historic information used; iii) assessment of the adequate segmentation of the Group's entities, taking into consideration their geography, business segment and type of debtor; iv) evaluation of the assumptions and information base used by management to reflect the generalized worsening of credit risks;
- Performing substantive tests in relation to subsequent collections or events or negotiations that reinforce expectations of credit recovery;
- Conclusion on the reasonableness and adequacy of the amounts recognized as accumulated impairments; and
- Validation of the disclosures included in the corresponding notes to the consolidated financial statements.

MOORE

| KEY AUDIT MATTERS | OVERVIEW OF THE AUDIT APPROACH |
|---|---|
| ***Valuation of tangible fixed assets*** | |
| As disclosed in notes 2.2, 2.5 and 20 to the consolidated financial statements, the Group continued to adopt the revaluation model as the appropriate accounting policy for the measurement of homogeneous class of fixed assets. As at 31 December 2024, the revalued tangible fixed assets presented in the consolidated financial statements amount to 324,483 thousand euros.<br><br>The adoption of the revaluation model assumes that the fair value can be reliably determined.<br><br>The revaluations were performed by independent appraisers in order to ensure that the carrying amount does not differ materially from the fair value at the end of the reporting period.<br><br>We consider this issue as a significant audit matter, given the relevance of the effects of the revaluation of these tangible fixed assets in the consolidated financial statements. | We performed audit procedures in order to mitigate the risks of material misstatement in this area, highlighting the following:<br><br>• Assessment of the criteria and assumptions underlying the judgements to identify and recognize certain assets as being part of the homogeneous classes identified;<br><br>• Identification of external appraisers and analysis of their credibility and independence;<br><br>• Evaluation of the reasonableness of the main assumptions used in the valuations by the experts;<br><br>• Validation of the values recognized in the accounts, by reference to the values included in the valuations;<br><br>• Validation of the appropriate currency conversion of the fair value of the assets located abroad; and<br><br>• Validation of the disclosures included in the notes to the consolidated financial statements. |
| ***Investment properties valuation*** | |
| The investment properties held by the Group represent about 6.9% of the total assets.<br><br>As at 31 December 2024, the consolidated statement of financial position shows a total of 100,197 thousand euros relating to investment properties. As described in Notes 2.2, 2.8 and 21 to the consolidated financial statements, investment properties are measured at fair value, determined by valuations performed by specialized independent entities.<br><br>The investment properties are substantially located in Portugal (44,799 thousand euros), Angola (51,589 thousand euros) and Mozambique (3,809 thousand euros).<br><br>Taking into consideration the expression of these assets in the consolidated financial statements and the judgement involved in the determination of the fair value, justifies that this was treated as a relevant matter in our audit | We have performed audit procedures in order to mitigate the risks of material misstatement in this area, highlighting the following:<br><br>• Identification of the properties that were subject to valuation;<br><br>• Identification of the external appraisers and analysis of their credibility and independence;<br><br>• Evaluation of the reasonableness of the main assumptions used by the experts;<br><br>• Validation of the values recognized in the accounts, by reference to the values included in the valuations;<br><br>• Validation of the adequate currency translation of the fair value of the investment properties located abroad; and<br><br>• Validation of the disclosures included in the notes to the consolidated financial statements. |

MOORE

| KEY AUDIT MATTERS | OVERVIEW OF THE AUDIT APPROACH |
|---|---|
| ***Recoverability of deferred tax assets*** | |
| As described in Note 26 to the consolidated financial statements, the balance of deferred tax assets on 31 December 2024 amounts to 135,351 thousand euros and is broken down as follows:<br>• 98,296 thousand euros relating to impairment losses on financial assets;<br>• 17,014 thousand euros resulting from tax losses carried forward;<br>• 4,933 thousand euros resulting from tax credit for international double taxation; and<br>• 15,108 thousand euros related to other situations.<br>Under the terms of IAS12 - "Income Taxes", deferred tax assets can only be recognised to the extent that it is probable that future taxable profits will be available against which such assets can be recovered.<br>The Group has prepared an estimate of taxable profits for future periods, based on its business plan and other assumptions made by management.<br>Taking into consideration the nature, extent and risk of recoverability of this class of assets, we believe that this matter is of particular relevance to our audit. | Our audit approach included the execution of various procedures in order to mitigate the risks of material distortion in this area, highlighting the following:<br>• Analysis of the applicability of the legal regulations that recognize the right to deduct tax losses from future taxable profits;<br>• Verification that the recognition of deferred tax assets was carried out in accordance with the applicable regulations;<br>• Evaluation of the judgements and assumptions adopted by the management body that serve as a basis for the projections made, which led to the determination of future taxable profits;<br>• Search for occurrences or situations that may indicate possible risks in the recovery of deferred tax assets, namely due to the expiration of the right to deduct; and<br>• Validation of the disclosures included in the notes to the consolidated financial statements. |
| ***Contingent liabilities*** | |
| As disclosed in Note 40 to the consolidated financial statements, the Group has various tax proceedings in progress, which have been disclosed as contingent liabilities, for which no responsibilities have been recorded in the accounts. The most significant contingent liabilities are associated with the Madeira Free Trade Zone processes - 'Illegal State Aid'", amounting to €12,382 thousand euros.<br>In accordance with IAS 37 – "Provisions, Contingent Liabilities and Contingent Assets", the Group recognizes provisions whenever it considers that an unfavorable outcome for the contingencies is probable. Taking into account the legal grounds and arguments presented by the lawyers, management assesses the likelihood of the outcome of the of the cases and discloses the relevant information.<br>We considered this matter to be a key audit matter due to the level of judgment involved in assessing the contingent liabilities and the uncertainty regarding the outcome of the tax proceedings. | We performed audit procedures to mitigate the risks of material misstatement in this area, highlighting the following:<br>• Understanding the processes used by management to assess contingencies;<br>• Analysis of the list of tax and legal disputes affecting the Group;<br>• Analysis of the confirmations from internal and external lawyers;<br>• Analysis of the claims and objections submitted by the Group to the tax authorities;<br>• Analysis of the tax and legal opinions issued by external advisors and, where necessary, holding meetings to obtain clarifications on relevant matters;<br>• Enquiry of management to corroborate the judgments made in the assessment of contingencies; and<br>• Validation of the disclosures included in the notes to the consolidated financial statements. |

MOORE

**Responsibilities of management and the supervisory board for the consolidated financial statements**

Management is responsible for:

- the preparation of consolidated financial statements that give a true and fair view of the Group's financial position, financial performance and cash flows, in accordance with the International Financial Reporting Standards as endorsed by the European Union;
- the preparation of the management report, the corporate governance report, the non-financial information statement and the remunerations report in accordance with applicable laws and regulations;
- designing and maintaining an appropriate internal control system to enable the preparation of consolidated 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 that may cast significant doubt about the Group's ability to continue as a going concern.

The supervisory body is responsible for overseeing the Group's financial reporting process.

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

Our responsibility is 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 consolidated 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;

- communicate with those charged with governance, including the supervisory body, 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;

- from the matters communicated with those charged with governance, including the supervisory body, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes their public disclosure; and

- provide the supervisory body with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Our responsibility also includes the verification that the information contained in the consolidated management report is consistent with the consolidated financial statements, and the verifications under nr. 4 and nr. 5 of article 451 of the Portuguese Companies' Code in matters of corporate governance, as well as the verification that the non-financial statement and the remunerations report have been presented.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

### On the consolidated management report

Pursuant to article 451, nr. 3, al. e) of the Portuguese 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 misstatements. As stated in article 451, nr. 7 of the Portuguese Companies' Code, this opinion is not applicable to the consolidated non-financial statement included in the consolidated management report.

### On the corporate governance report

Pursuant to article 451, nr. 4, of the Portuguese Companies' Code, it is our opinion that the corporate governance report includes the information required to the Group to provide as per article 29-H of the Securities Code, and we have not identified material misstatements on the information provided therein in compliance with paragraphs c), d), f), h), i) and l) of nr. 1 of that article.

MOORE

**On the non-financial statement**

In compliance with paragraph 6 of article 451 of the Portuguese Companies' Code, we hereby inform that the Group has included in its consolidated management report the non-financial statement, as provided for in article 508.º-G of the Portuguese Companies' Code.

**On the remunerations report**

Pursuant to article 26-G, nr. 6 of the Securities Code, we inform that the Group has included in the Corporate Governance Report, in a separate chapter, the information provided in nr. 2 of that article.

**European single electronic format (ESEF)**

The consolidated financial statements of Teixeira Duarte, S.A. for the year ended 31 December 2024 have to comply with the applicable requirements established by the European Commission Delegated Regulation 2019/815 of 17 December 2018 (ESEF Regulation).

Management is responsible for the preparation and presentation of the annual report in accordance with the ESEF Regulation.

Our responsibility is to obtain reasonable assurance about whether the consolidated financial statements, included in the annual report, have been prepared in accordance with the requirements of the ESEF Regulation.

Our procedures considered the OROC (Portuguese Institute of Statutory Auditors) technical application guide on ESEF reporting and included, amongst others:

- obtaining an understanding of the financial reporting process, including the presentation of the annual report in a valid XHTML format; and

- identifying and assessing the risk of material misstatement related to the tagging of information in the financial statements, in XBRL format using iXBRL technology. This assessment was based on an understanding of the information tagging process implemented by the Entity.

In our opinion, the consolidated financial statements, included in the annual report, are presented, in all material respects, in accordance with the requirements established by the ESEF Regulation.

**On the additional matters provided in article 10 of Regulation (EU) nr. 537/2014**

Pursuant to article 10 of the Regulation (EU) nr. 537/2014 of the European Parliament and of the Council, of 16 April 2014, and in addition to the key audit matters mentioned above, we also report the following:

- We were appointed as auditors of Teixeira Duarte, S.A. (Group's parent Entity) for the first time in the shareholders' meeting held 30 May 2015 for the mandate 2015/2018, then re-elected in the shareholders' meeting held 27 May 2019 for the mandate 2019/2022, and again re-elected on the shareholders' meeting held 24 May 2023, for the biennium 2023/2024;

- Management has confirmed to us that they are not aware of any fraud or suspicion of fraud having occurred that has a material effect on the financial statements. In planning and executing our audit in accordance with ISAs we maintained professional scepticism and we designed audit procedures to respond to the possibility of material misstatement in the consolidated financial statements due to fraud. As a result of our work, we have not identified any material misstatement of the consolidated financial statements due to fraud;
- We confirm that our audit opinion is consistent with the additional report we have prepared and delivered to the supervisory body of the Entity on 30 April 2025; and
- We declare that we have not provided any prohibited services as described in Article 5 of the Regulation (EU) nr. 537/2014 of the European Parliament and of the Council, of 16 April 2014, and we have remained independent of the Group in conducting the audit.

Lisbon, 30 April 2025

*(signed on the Portuguese version)*

MOORE STEPHENS & ASSOCIADOS, SROC, S.A.
Represented by Ana Patrícia Correia Monteiro Varela
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## Independent Limited Assurance Report on the Consolidated Sustainability Report

*(Free translation from a report originally issued in Portuguese language.*
*In case of doubt, the Portuguese version will always prevail.)*

To the Board of Directors of
Teixeira Duarte, S.A.

### Limited Assurance Engagement Conclusion

We have performed a limited assurance engagement on the consolidated sustainability report of Teixeira Duarte, S.A. (the Group), included in the "Sustainability Statement" section of the Consolidated Management Report (the "Consolidated Sustainability Report"), as at December 31st 2024 and for the period comprised between January 1st 2024 and December 31st 2024.

Based on the procedures performed and the evidence obtained, nothing has come to our attention leading us to believe that the Consolidated Sustainability Report, as of December 31st 2024, has not been prepared, in all material respects, in accordance with:

- the European Sustainability Reporting Standards (ESRS), including that the process followed by the Group to identify the information reported in the Consolidated Sustainability Report (the "Process") is consistent with the description provided in the note "Description of the processes for identifying and assessing material impacts, risks and opportunities"; and

- the disclosures required under Article 8 of Regulation (EU) 2020/852 (the "Taxonomy Regulation"), included in the "European Taxonomy" subsection within the "Environmental Information" section of the Consolidated Sustainability Report.

### Basis for our conclusion

Our limited assurance engagement work was conducted in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised) "Assurance Engagements Other than Audits or Reviews of Historical Financial Information", issued by the International Auditing and Assurance Standards Board of the International Federation of Accountants, and the applicable standards and technical guidance issued by the Portuguese Association of Statutory Auditors (*Ordem dos Revisores Oficiais de Contas – OROC*).

The procedures performed in a limited assurance engagement are different in nature and timing, and less extensive, than those undertaken in a reasonable assurance engagement. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than that which would have been obtained had a reasonable assurance engagement been performed.

Our responsibilities under this standard are described in more detail in the section "Auditor's Responsibilities".

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

MOORE

**Quality and Independence**

We apply International Standard on Quality Management 1 ("ISQM 1"), which requires the design, implementation and maintenance of a comprehensive system of quality management that includes policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

We comply with the independence requirements and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA), as well as with the Code of Ethics of the Portuguese Association of Statutory Auditors (*Ordem dos Revisores Oficiais de Contas – OROC*).

**Responsibilities of the Board of Directors and of the Supervisory Body for the Sustainability Report**

The Board of Directors is responsible for designing, implementing and maintaining a process to identify the information included in the Consolidated Sustainability Report in accordance with the ESRS (the "Process"), and for disclosing this process in the note "Description of the processes for identifying and assessing material impacts, risks and opportunities" within the Consolidated Sustainability Report.

This responsibility comprises:

- an understanding of the context in which the Group's activities and business relationships take place, and how stakeholders may be affected;
- the identification of actual and potential (both negative and positive) impacts related to sustainability matters, as well as the risks and opportunities that affect, or could reasonably be expected to affect, the Group's financial position, financial performance, cash flows, access to finance or cost of capital in the short, medium or long term;
- the assessment of the materiality of the identified impacts, risks and opportunities related to sustainability matters, through the selection and application of appropriate thresholds; and
- the definition of assumptions that are reasonable under the circumstances.

It is also the responsibility of the Group's Board of Directors to:

- prepare the Consolidated Sustainability Report in accordance with the ESRS;
- prepare the disclosures included in the "Taxonomy Regulation" subsection within the "Environmental Information" section of the Consolidated Sustainability Report in accordance with the Taxonomy Regulation;
- design, implement and maintain an internal control system that the Board of Directors deems necessary to enable the preparation of the Consolidated Sustainability Report free from material misstatement, whether due to fraud or error; and
- the selection and application of appropriate methods for the preparation of the Sustainability Report, and the definition of assumptions and estimates that are reasonable under the circumstances.

The Supervisory Body is responsible for overseeing the Group's consolidated sustainability reporting process.

MOORE

**Limitations inherent to the preparation of the Consolidated Sustainability Report**

When reporting forward-looking information in accordance with the ESRS, the Group's Board of Directors is required to prepare such information based on disclosed assumptions regarding events that may occur in the future and Group's possible future actions. Future events often do not occur as expected, and actual results will likely differ from those projected.

**Auditor's Responsibilities**

Our responsibility is to plan and perform an assurance engagement to obtain limited assurance as to whether the Consolidated Sustainability Report is free from material misstatement, whether due to fraud or error, and to issue a limited assurance report that includes our conclusion. Misstatements may arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the decisions of users made based on the Consolidated Sustainability Report as a whole.

As part of a limited assurance engagement performed in accordance with ISAE 3000 (Revised), we exercise professional judgement and maintain professional scepticism throughout the engagement.

Our responsibilities regarding the Consolidated Sustainability Report, in relation to the Process, include:

- obtaining an understanding of the Process, but not for the purpose of expressing a conclusion on the effectiveness of the Process, including its outcome;
- considering whether the information presented addresses the applicable disclosure requirements of the ESRS; and
- designing and performing procedures to evaluate whether the Process is consistent with the description provided by the Group of its Process, as disclosed in the note "Description of the processes for identifying and assessing material impacts, risks and opportunities".
- Misstatements can arise from fraud or error and are considered material if, individually or collectively, they could reasonably be expected to influence the economic decisions of users based on those financial statements.
- Our responsibilities with regard to the Consolidated Sustainability Report comprise:
- identify disclosures where material misstatements due to fraud or error are likely to arise; and
- design and perform procedures targeted at disclosures in the Consolidated Sustainability Report where material misstatements are likely to occur. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting a material misstatement due to error, as fraud may involve collusion, forgery, intentional omissions, false statements or override of internal controls.

**Summary of the work carried out**

A limited assurance engagement involves performing procedures to obtain evidence about the Consolidated Sustainability Report.

The nature, timing and extent of the procedures selected depend on professional judgement, including identifying disclosures where material misstatements due to fraud or error are likely to arise in the Consolidated Sustainability Report.

In conducting our limited assurance engagement regarding the Process:

- we obtained an understanding of the Process through:
  - making inquiries to understand the sources of information used by management; and
  - reviewing the Group's internal documentation about its Process.
- we evaluated whether the evidence obtained from our procedures about the Process implemented by the Group was consistent with the description of the Process disclosed in the note "Description of the processes for identifying and assessing material impacts, risks and opportunities".

In conducting our limited assurance engagement regarding the Consolidated Sustainability Report:

- we obtained an understanding of the Group's reporting processes relevant to the preparation of its Consolidated Sustainability Report by gaining an understanding of the Group's control environment, processes and information system relevant to the preparation of the Consolidated Sustainability Report, but not for the purpose of expressing a conclusion on the effectiveness of the Group's internal control;
- we evaluated whether the material information identified in the Process is included in the Consolidated Sustainability Report;
- we assessed whether the structure and presentation of the Consolidated Sustainability Report are in accordance with the ESRS;
- we made inquiries of relevant personnel and performed analytical procedures on selected disclosures in the Consolidated Sustainability Report;
- we performed substantive procedures, on a sampling basis, on selected disclosures in the Consolidated Sustainability Report;
- we obtained evidence about the methods, assumptions and data used to develop material estimates and forward-looking information; and
- we obtained an understanding of the process followed by the Group to identify economic activities eligible and aligned with the taxonomy and the corresponding disclosures in the Consolidated Sustainability Report.

**Other matters**

The comparative information included in the Group's Consolidated Sustainability Report was not subjected to a limited assurance engagement.

Lisbon, April 30th 2025

*(signed on the Portuguese version)*

MOORE STEPHENS & ASSOCIADOS, SROC, S.A.
Represented by Ana Patrícia Correia Monteiro Varela
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