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Management Report

February 3, 2026

Dear Sirs,

We are pleased submit for your appreciation the Management Report and the Financial Statements of Romi S.A. ("Romi" or the "Company") for the fiscal year ended December 31, 2025, accompanied by the Independent Auditors' Report.

Throughout the year, the Business Confidence Index for the industrial sector showed a gradual decline, closing the year at 48.5 points, reflecting ongoing uncertainties and persistently high interest rates in Brazil. Although this indicates a slightly pessimistic outlook for confidence in the Brazilian industrial sector, the current performance — particularly the manufacturing segment — remains favorable, stimulating opportunities for new business for Romi.

The external environment deserves to be closely monitored as global economies face growth challenges and monetary policy constraints, in addition to ongoing geopolitical tensions. Although the current environment calls for caution, particularly with respect to investment decisions, the Company's ability to adapt and pursue strategic alternatives sustains a moderate level of optimism, as reflected in expectations for the coming months.

In 2025, our German subsidiary B+W once again demonstrated its capability to develop highly complex and customized technological solutions. As a result, order intake increased by 53.8%, revenue grew by 46.6%, and Operating Margin (EBIT – Earnings Before Interest and Taxes) improved by 4.1 percentage points compared to 2024.

Recent years have been marked by uncertainty and heightened volatility, posing significant challenges, particularly with respect to production volume management. In response, we continue implementing measures aimed at streamlining our organizational structure and enhancing agility and flexibility in planning and production, enabling us to respond promptly to fluctuations in demand. Over the past few years, we have carried out several optimization initiatives, especially within indirect structures, as well as in the automation and digitalization of internal processes.

From a strategic standpoint, we defined as a priority the development of new generations of products with significant technological advancements, aligned with Industry 4.0 requirements. Products launched in recent years have been successfully consolidated in both domestic and international markets. Looking ahead, we continue to invest consistently in the development of next-generation machines and in the integration of new technologies into our products.

In mid-2020, we launched a machine rental solution for our customers. This solution has proven to be highly competitive and has created additional business opportunities for our clients. In order to further support customers financially, in 2022 we established a fintech company, PRODZ, which offers credit lines for the acquisition of machines directly from Romi, through a simplified, agile and fully digital process. Since 2022, PRODZ has completed approximately 496 transactions, totaling R\$188 million in credit granted. These new solutions have supported a large number of customers in their growth and success journeys, reinforcing Romi's strategic purpose of fostering the success of its clients.

In international markets, we continue to strengthen our customer service structures, aiming to deliver an increasingly positive customer experience, as we believe this is the path toward sustainable international consolidation and growth.

The Company is currently included in the following B3 indices: IGC-NM (Corporate Governance Index – Novo Mercado), IGC (Differentiated Corporate Governance Stock Index) and ITAG (Differentiated Tag Along Index).

1. OPERATING PERFORMANCE

Net Operating Sales Revenue

Net operating sales revenue in 2025 totaled R\$1.3 billion, representing an increase of 8.1% compared to 2024, primarily driven by higher revenue generated by the German subsidiary B+W.

Margins

In 2025, the adjusted gross margin was 27.9%, a decrease of 1.6 percentage points compared to 2024, mainly as a result of lower business volume combined with the high fixed-cost structure of the Castings and Machined Products Unit.

Adjusted operating margin (EBIT) in 2025 was positive at 7.0%, a decrease of 0.6 percentage points compared to 2024.

Net Income

Adjusted net income for the year ended December 31, 2025 totaled R\$93.3 million.

2. PROFIT REINVESTMENT AND DIVIDEND DISTRIBUTION POLICY

The Company's Dividend Policy guides profit distribution proposals submitted by the Board of Directors to the General Shareholders' Meeting. This Policy addresses the distribution of Dividends and/or Interest on Equity (*Juros sobre o Capital Próprio – "JSCP"*), net of withholding income tax including the mandatory dividends of, at a minimum 33% of the Company's adjusted net income for the year, calculated in accordance with Article 189 of the Brazilian Corporation Law (Law No. 6,404/76), Brazilian accounting practices and the regulations issued by the Brazilian Securities Commission (CVM).

Subject to applicable legislation and the Company's Bylaws, the Board of Directors may propose the distribution of Dividends or JSCP less than 33% of adjusted net income in any given fiscal year, when justified based on the Company's financial condition and/or future prospects, prevailing macroeconomic conditions, investment strategies, and other factors considered relevant by the Board of Directors.

3. INVESTMENTS

Throughout 2025, total investments amounted to R\$181.6 million, primarily allocated to automation, maintenance, productivity enhancement, flexibility and competitiveness improvements within the industrial facilities, as well as to Company-manufactured machines designated for the machine rental business. All investments were executed in accordance with the annual investment plan.

4. INVESTMENTS IN AFFILIATES AND/OR SUBSIDIARIES

		12.31.2025			Ownership interest (%) 12.31.2024		
		Direct	Indirect	Noncontrolling interests	Direct	Indirect	Noncontrolling interests
1.	Romi Italia S.r.l. ("Romi Italy")	99.99	0.01	-	99.99	0.01	-
1.1	Romi Machines UK Ltd.	-	100.00	-	-	100.00	-
1.2	Romi France SAS	-	100.00	-	-	100.00	-
1.3	Romi Máquinas España S.A.	-	100.00	-	-	100.00	-
2.	Romi Europa GmbH ("Romi Europe")	100.00	-	-	100.00	-	-
2.1	Burkhardt + Weber Fertigungssysteme GmbH ("B+W")	-	100.00	-	-	100.00	-
2.1.1	Burkhardt + Weber / Romi (Shanghai) Co., Ltd.	-	100.00	-	-	100.00	-
3.	Rominor Comércio, Empreendimentos e Participações S.A. ("Rominor Comércio")	93.07	-	6.93	93.07	-	6.93
4.	Romi BW Machine Tools Ltd.	100.00	-	-	100.00	-	-
5.	Rominor Empreendimentos Imobiliários Ltda. ("Rominor Empreendimentos")	100.00	-	-	100.00	-	-
6.	Irsa Máquinas México S. de R.L. de C.V.	99.99	-	0.01	99.99	-	0.01
7.	Prodz Administração e Gestão de Bens Ltda.	100.00	-	-	100.00	-	-

5 EXTERNAL AUDIT

In compliance with CVM Instruction No. 381/03, the Company informs that, in the fiscal year ended December 31, 2025, PricewaterhouseCoopers Auditores Independentes Ltda. did not provide any services other than the independent audit of the Company's financial statements.

6. ARBITRATION

Romi's shares are listed on the Novo Mercado segment of B3, a differentiated listing segment comprising companies that voluntarily adhere to the highest standards of corporate governance. Accordingly, the Company is subject to the rules of the Novo Mercado Arbitration Chamber of B3.



Management Report

Fiscal year ended December 31, 2025



Accordingly, the Company's shareholders, officers and members of the Fiscal Council undertake to resolve, by means of arbitration, any and all disputes or controversies that may arise among them, particularly those related to or arising from the application, validity, effectiveness, interpretation, breach and respective effects of the provisions set forth under Brazilian Corporation Law, the Company's Bylaws, the regulations of the Brazilian National Monetary Council, Central Bank and the Securities Commission (CVM), as well as other regulations applicable to the capital markets in general, including those in the Novo Mercado Listing Rules, the Novo Mercado Participation Agreement and the Arbitration Rules of the Market Arbitration Chamber.

Management



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**Parent company and consolidated
financial statements at
December 31, 2025
and independent auditor's report**



Independent auditor's report

To the Board of Directors and Shareholders
Romi S.A.

Opinion

We have audited the accompanying parent company financial statements of Romi S.A. (the "Company"), which comprise the balance sheet as at December 31, 2025 and the statements of income, comprehensive income, changes in equity and cash flows for the year then ended, as well as the accompanying consolidated financial statements of Romi S. A. and its subsidiaries ("Consolidated"), which comprise the consolidated balance sheet as at December 31, 2025 and the consolidated statements of income, comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company and of the Company and its subsidiaries as at December 31, 2025, and the parent company financial performance and the cash flows as well as the consolidated financial performance and the cash flows for the year then ended, in accordance with accounting practices adopted in Brazil and with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

Basis for opinion

We conducted our audit in accordance with Brazilian and International Standards on Auditing. Our responsibilities under those standards are described in the "Auditor's responsibilities for the audit of the parent company and consolidated financial statements" section of our report. We are independent of the Company and its subsidiaries in accordance with the ethical requirements established in the Code of Professional Ethics and Professional Standards issued by the Brazilian Federal Accounting Council, as applicable to audits of financial statements of public interest entities in Brazil, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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 period. These matters were addressed in the context of our audit of the parent company and consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.





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Why it is a Key Audit Matter	How the matter was addressed in the audit
<p>Impairment testing of property, plant and equipment and intangible assets with indefinite useful life (Notes 12 and 13).</p> <p>As described in Note 2.12 to the parent company and consolidated financial statements, the Company's management conducts annually impairment tests for the Cash-Generating Units ("CGUs") that have intangible assets with indefinite useful lives to potentially identify indicators of impairment, as also property, plant and equipment and intangible assets with finite useful life. If necessary, it performs an impairment test to determine whether a provision for impairment of these assets is required.</p> <p>During the year ended December 31, 2025, an impairment test was performed for the CGU Burkhardt+Weber Machinery ("B+W"), which has intangible assets with indefinite useful lives and for the CGU Cast and Machined Products, which presented indicators of impairment. The Company's management estimated the recoverable amounts of the CGU B+W Machinery based on the value in use and of the CGU Cast and Machined Products based on the fair value less costs to sell, as disclosed in Notes 12 and 13 to the parent company and consolidated financial statements.</p> <p>We treated this matter as an area of focus in our audit because, in addition to the materiality of the balance, it is an area that involves critical estimates and judgments by the Company's management in determining the assumptions and projections made that, had these been different, may have significantly modified the estimated recoverability perspectives of the property, plant and equipment and intangible assets of these CGUs, and consequently affected the parent company and consolidated financial statements.</p>	<p>Our audit procedures included, among others:</p> <ul style="list-style-type: none"> Assessment of the existence of indicators of impairment for all the Company's CGUs. Comparison of the information and assumptions used in the impairment testing of the CGU B+W Machinery, when applicable, with the budgets approved by the Company's Board of Directors. With the support of our asset valuation specialists, for the CGU B+W Machinery we performed tests on the reasonableness of the calculation models and significant assumptions used by the Company for calculating the value in use, and performed sensitivity tests on the assumptions. With the support of our asset valuation specialists, we assessed the competence and objectivity of the external appraisers hired by the Company and performed tests on the reasonableness of the model and assumptions adopted for assessing the fair value less costs to sell of the assets of the CGU Cast and Machined Products. We read the disclosures made by the Company with regard to this matter in the notes to the financial statements. <p>We consider that the criteria and assumptions adopted by the Company's management to determine the recoverable amount of property, plant and equipment and intangible assets of these CGUs, as well as the disclosures made in the notes to the financial statements, to be consistent with the evidence obtained during our audit.</p>

Other matters - Statements of Value Added

The parent company and consolidated Statements of Value Added for the year ended December 31, 2025, prepared under the responsibility of the Company's management and presented as supplementary information for IFRS Accounting Standards purposes, were submitted to audit procedures performed in conjunction with the audit of the Company's



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financial statements. For the purposes of forming our opinion, we evaluated whether these statements are reconciled with the financial statements and accounting records, as applicable, and if their form and content are in accordance with the criteria defined in Technical Pronouncement CPC 09 - "Statement of Value Added". In our opinion, these Statements of Value Added have been properly prepared in all material respects, in accordance with the criteria established in the Technical Pronouncement, and are consistent with the parent company and consolidated financial statements taken as a whole.

Other matters - Prior-year information

The financial statements of the Company for the year ended December 31, 2024, were audited by another firm of auditors whose report, dated February 4, 2025, expressed an unmodified opinion on those statements.

Other information accompanying the parent company and consolidated financial statements and the auditor's report

The Company's management is responsible for the other information that comprises the Management Report.

Our opinion on the parent company and consolidated financial statements does not cover the Management Report, and we do not express any form of audit conclusion thereon.

In connection with the audit of the parent company and consolidated financial statements, our responsibility is to read the Management Report and, in doing so, consider whether this report is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement in the Management Report, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the parent company and consolidated financial statements

Management is responsible for the preparation and fair presentation of the parent company and consolidated financial statements in accordance with accounting practices adopted in Brazil and with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company and consolidated financial statements, management is responsible for assessing the ability of the Company and its subsidiaries, as a whole, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company and its subsidiaries, as a whole, or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.



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Auditor's responsibilities for the audit of the parent company and consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the parent company and 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 Brazilian and International Standards on Auditing 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 Brazilian and International Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the parent company and 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 internal control of the Company and its subsidiaries.
- 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 ability of the Company and its subsidiaries, as a whole, 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 parent company and 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 Company and its subsidiaries, as a whole, to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the parent company and consolidated financial statements, including the disclosures, and whether these financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the parent company and consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats to our independence or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the Key Audit Matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Campinas, February 4, 2026

PricewaterhouseCoopers
Auditores Independentes Ltda.
CRC 2SP027613/F-1

DocuSigned by

Diogo Maros de Carvalho

Signed By: Diogo Maros de Carvalho 22021437800

CPF: 22021437800

Signature Time: 13 March 2026 | 16:56 BRT

Q: ICP-Brasil, OX: Certificado Digital PF A1

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Diogo Maros de Carvalho

Contador CRC 1SP248874/O-8

ROMI S.A.

**BALANCE SHEETS
AS OF DECEMBER 31**
(In thousands of reais)

	Notes to the Financial Statements	Parent Company		Consolidated			Notes to the Financial Statements	Parent Company		Consolidated	
		December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024			December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024
ASSETS						LIABILITIES					
CURRENT						CURRENT LIABILITIES					
Cash and cash equivalents	3	220,589	119,073	376,534	262,220	Loans and financing	14	78,930	67,679	129,809	147,148
Financial investments	3	99,253	50,230	99,567	99,476	Finame – manufacturer financing	15	156,283	196,847	156,283	196,847
Accounts receivable	4.i	93,513	108,446	210,389	209,783	Suppliers		60,985	94,373	73,925	110,420
Accounts receivable – PRODZ financing	4.ii	-	-	67,129	51,476	Salaries and social charges		30,389	29,909	39,349	38,096
Onlending of Finame – manufacturer financing	5	174,778	177,517	174,778	177,517	Taxes and contributions payable		5,174	1,296	16,098	10,820
Inventories	6	479,026	478,208	696,508	715,544	Advances from customers		28,058	32,220	224,972	187,257
Rental machines intended for sale	7	42,942	22,987	42,942	22,987	Profit sharing payable		4,610	4,797	4,610	4,797
Related parties	9	24,596	27,728	-	-	Dividends and interest on own capital payable		28,930	17,817	28,930	17,817
Taxes and contributions recoverable	10	12,300	8,747	21,821	18,609	Provision for tax, labor and civil risks	16	7,947	5,921	9,657	5,921
Other assets		14,299	9,616	25,380	18,454	Other payables		12,914	13,994	46,481	42,016
						Related parties	9	12,709	9,178	-	-
		<u>1,161,296</u>	<u>1,002,553</u>	<u>1,715,048</u>	<u>1,576,066</u>			<u>426,929</u>	<u>474,031</u>	<u>730,114</u>	<u>761,139</u>
NON-CURRENT ASSETS						NON-CURRENT LIABILITIES					
Accounts receivable	4.i	5,777	4,948	31,674	21,846	Loans and financing	14	476,922	261,645	481,473	317,259
Accounts receivable – PRODZ financing	4.ii	-	-	36,383	29,508	Finame – manufacturer financing	15	253,901	194,230	253,901	194,230
Onlending of Finame – manufacturer financing	5	259,277	248,657	259,277	248,657	Provision for tax, labor and civil risks	16	498	397	498	451
Related parties	9	90,966	83,217	-	-	Other payables		397	13	5,465	5,871
Taxes and contributions recoverable	10	50,461	65,593	50,467	65,599	Related parties	9	21,151	32,700	-	-
Deferred income tax and social contribution	17	16,252	14,730	25,852	23,288	Provision for negative equity – subsidiaries	8	28,882	12,431	-	-
Judicial deposits	16	19,549	12,131	19,549	12,131	Deferred income tax and social contribution	17	-	-	38,731	38,660
Other assets		14,037	10,319	14,551	8,739			<u>781,751</u>	<u>501,416</u>	<u>780,068</u>	<u>556,471</u>
		<u>456,319</u>	<u>439,595</u>	<u>437,753</u>	<u>409,768</u>	TOTAL LIABILITIES		<u>1,208,680</u>	<u>975,447</u>	<u>1,510,182</u>	<u>1,317,610</u>
Investments in subsidiaries	8	359,613	333,296	-	-	SHAREHOLDERS' EQUITY					
Property, plant and equipment	12	464,443	412,911	546,493	497,420	Share capital	19	988,470	988,470	988,470	988,470
Investment property	11	13,500	13,500	13,854	14,283	Profit reserves		168,589	150,565	168,589	150,565
Intangible assets	13	139	337	45,913	49,086	Equity valuation adjustments		89,571	87,710	89,571	87,710
		<u>1,294,014</u>	<u>1,199,639</u>	<u>1,044,013</u>	<u>970,557</u>			<u>1,246,630</u>	<u>1,226,745</u>	<u>1,246,630</u>	<u>1,226,745</u>
TOTAL ASSETS		<u>2,455,310</u>	<u>2,202,192</u>	<u>2,759,061</u>	<u>2,546,623</u>	NON-CONTROLLING INTEREST		<u>-</u>	<u>-</u>	<u>2,249</u>	<u>2,268</u>
						TOTAL SHAREHOLDERS' EQUITY		<u>1,246,630</u>	<u>1,226,745</u>	<u>1,248,879</u>	<u>1,229,013</u>
						TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u>2,455,310</u>	<u>2,202,192</u>	<u>2,759,061</u>	<u>2,546,623</u>

The management's notes are an integral part of the individual parent company and consolidated financial statements.

ROMI S.A.

**STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31**

(In thousands of reais, except earnings per share expressed in reais)

	Notes to the Financial Statements	Parent Company		Consolidated	
		2025	2024	2025	2024
Net operating sales revenue	23	915,149	911,773	1,326,712	1,220,011
Cost of goods sold and services rendered	24	(670,937)	(650,903)	(956,305)	(864,795)
Gross profit		244,212	260,870	370,407	355,216
Operating income (expenses)					
Selling expenses	24	(75,209)	(70,047)	(135,088)	(118,493)
General and administrative expenses	24	(52,150)	(56,612)	(109,143)	(106,700)
Research & Development (R&D)	24	(33,514)	(31,074)	(33,514)	(31,074)
Management participation and fees	8	(16,541)	(14,258)	(16,801)	(14,500)
Equity in the earnings of subsidiaries	7	22,447	18,128	-	-
Other operating income, net	26	3,955	2,166	17,562	28,171
		(151,012)	(151,697)	(276,984)	(242,596)
Operating income		93,200	109,173	93,423	112,620
Financial income (expenses)					
Financial income	25	29,256	22,668	41,851	30,113
Financial expenses	25	(22,163)	(18,651)	(28,124)	(25,599)
Net foreign exchange gain (loss)		712	4,389	518	4,186
		7,805	8,406	14,245	8,700
Profit before income tax and social contribution		101,005	117,579	107,668	121,320
Income tax and social contribution					
Current	16	(15,892)	(3,696)	(21,498)	(6,356)
Deferred	16	(17,414)	(5,566)	(24,690)	(11,947)
	16	1,522	1,870	3,192	5,591
Net income for the year					
Net income from continuing operations		85,113	113,883	86,170	114,964
Net income from discontinued operations		-	-	-	-
Net income for the year		85,113	113,883	86,170	114,964
Attributed to:					
Parent company's shareholders				85,113	113,883
Non-controlling interest				1,057	1,081
				86,170	114,964
Basic earnings per share – (Reais R\$ / Shares)	17	0.91	1.22	0.92	1.23

The management's notes are an integral part of the individual parent company and consolidated financial statements.

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**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31**

(In thousands of reais)

	<u>Parent Company</u>		<u>Consolidated</u>	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Net income for the year	85,113	113,883	86,170	114,964
Items that will not be subsequently be reclassified to income				
Foreign currency translation adjustments	<u>1,861</u>	<u>18,287</u>	<u>1,861</u>	<u>18,287</u>
Comprehensive income for the year	<u><u>86,974</u></u>	<u><u>132,170</u></u>	<u><u>88,031</u></u>	<u><u>133,251</u></u>
Attributed to:				
Parent company's shareholders			86,974	132,170
Non-controlling interest			<u>1,057</u>	<u>1,081</u>
			<u><u>88,031</u></u>	<u><u>133,251</u></u>

The management's notes are an integral part of the individual prent company and consolidated financial statements.

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STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31

(In thousands of reais)

		Atribuído à participação dos controladores							
Notes to the Financial Statements	Share capital	Retained earnings	Legal reserve	Profit reserves	Equity valuation adjustments	Net income for the year	Total	Non-controlling interest	Total
				Total					
Balance as of December 31, 2023	904,772	103,125	92,191	195,316	69,423	-	1,169,511	1,832	1,171,343
Net income for the year	-	-	-	-	-	113,883	113,883	1,081	114,964
Foreign currency translation adjustments	-	-	-	-	18,287	-	18,287	-	18,287
Total comprehensive income for the year	-	-	-	-	18,287	113,883	132,170	1,081	133,251
Share capital increase	17 83,698	(83,698)	-	(83,698)	-	-	-	-	-
Interest on own capital distribution	18 -	-	-	-	-	(74,939)	(74,936)	-	(74,936)
Dividends distributed by subsidiary	-	-	-	-	-	-	-	(645)	(645)
Transfers between reserves	-	33,253	5,694	38,947	-	(38,947)	-	-	-
Total contributions from and distributions to shareholders	83,698	(50,445)	5,694	(44,751)	-	(113,883)	(74,936)	(645)	(75,581)
Balance as of December 31, 2024	988,470	52,680	97,885	150,565	87,710	-	1,226,745	2,268	1,229,013
Balance as of December 31, 2024	988,470	52,680	97,885	150,565	87,710	-	1,226,745	2,268	1,229,013
Net income for the year	-	-	-	-	-	85,113	85,113	1,057	86,170
Foreign currency translation adjustments	-	-	-	-	1,861	-	1,861	-	1,861
Total comprehensive income for the year	-	-	-	-	1,861	85,113	86,974	1,057	88,031
Interest on own capital distribution	18 -	-	-	-	-	(67,089)	(67,089)	-	(67,089)
Dividends distributed by subsidiary	-	-	-	-	-	-	-	(1,076)	(1,076)
Transfers between reserves	-	13,768	4,256	18,024	-	(18,024)	-	-	-
Total contributions from and distributions to shareholders	-	13,768	4,256	18,024	-	(85,113)	(67,089)	(1,076)	(68,165)
Balance as of December 31, 2025	988,470	66,448	102,141	168,589	89,571	-	1,246,630	2,249	1,248,879

The management's notes are an integral part of the individual prent company and consolidated financial statements.

ROMI S.A.

**STATEMENT OF VALUE ADDED
FOR THE YEAR ENDED DECEMBER 31**

(In thousands of reais)

	Notes to the Financial	Parent Company		Consolidated	
		2025	2024	2025	2024
Revenues					
Sale of goods, products and services		1,058,938	1,052,084	1,471,449	1,360,496
Revenue from the construction of own assets		126,278	122,399	126,278	122,399
Allowance for doubtful accounts		3,426	(8,114)	3,829	(6,719)
Other operating income, net		3,954	2,166	17,562	28,171
		<u>1,192,596</u>	<u>1,168,535</u>	<u>1,619,118</u>	<u>1,504,347</u>
Inputs acquired from third parties					
Materials consumed		(678,424)	(639,414)	(858,177)	(717,887)
Other costs of products and services rendered		(49,790)	(49,310)	(56,370)	(50,777)
Electric energy, third-party services and other expenses		(71,225)	(49,359)	(115,562)	(116,081)
		<u>(799,439)</u>	<u>(738,083)</u>	<u>(1,030,109)</u>	<u>(884,745)</u>
Gross value added					
Depreciation and amortization	12-13	393,157	430,452	589,009	619,602
		<u>(57,585)</u>	<u>(47,930)</u>	<u>(70,086)</u>	<u>(60,613)</u>
Net value added produced by the Company					
		<u>335,572</u>	<u>382,522</u>	<u>518,923</u>	<u>558,989</u>
Value added received as transfer					
Equity in the earnings of subsidiaries	8	22,447	18,128	-	-
Financial income and foreign exchange variation, net		29,968	27,057	42,369	34,299
		<u>29,968</u>	<u>27,057</u>	<u>42,369</u>	<u>34,299</u>
Total value added payable					
		<u>387,987</u>	<u>427,707</u>	<u>561,292</u>	<u>593,288</u>
Distribution of value added					
Personnel					
Direct remuneration		180,348	183,442	340,559	331,878
Severance pay fund (F.G.T.S.)		12,375	11,070	12,395	11,070
Sales commissions		5,099	16,204	5,099	16,866
Management participation and fees		16,541	14,258	16,801	14,500
Benefits (Supplementary open private pension plans)		1,600	1,722	1,600	1,722
Taxes, duties and contributions					
Federal		57,444	49,904	59,393	54,629
State		24	5,177	24	5,177
Municipal		701	1,085	865	1,085
Interest		22,163	18,651	28,124	25,599
Rentals		6,579	12,311	12,395	17,524
Dividends and interest on own capital declared		67,089	74,936	67,089	74,936
Non-controlling interest		-	-	(1,076)	(645)
Retained earnings		<u>18,024</u>	<u>38,947</u>	<u>18,024</u>	<u>38,947</u>
Added value distributed					
		<u>387,987</u>	<u>427,707</u>	<u>561,292</u>	<u>593,288</u>

The management's notes are an integral part of the individual parent company and consolidated financial statements.

ROMI S.A.

**STATEMENT OF CASH FLOWS (Indirect method)
FOR THE YEAR ENDED DECEMBER 31**

(In thousands of reais)

	Notes to the Financial Statements	Parent Company		Consolidated	
		2025	2024	2025	2024
Cash flows from operating activities					
Profit before income tax and social contribution		101,005	117,579	107,668	121,320
Adjustments for:					
Unrealized financial income (expense) and foreign exchange gain (loss)		7,405	(23,704)	(12,272)	36,071
Depreciation and amortization	12, 13	57,585	47,930	70,086	60,613
Provision (reversal) for doubtful accounts receivable and other receivables	5, 6	(3,426)	8,114	(3,829)	6,719
Provision (reversal) for inventory realization	7	484	(1,964)	3,577	(742)
Loss (gain) on disposal of property, plant and equipment and intangible assets	12, 13	61,904	(38,756)	64,420	(36,759)
Equity in the earnings of subsidiaries	9	(22,447)	(18,128)	-	-
Provision for tax, labor and civil risks	16	115	857	1,772	911
Changes in operating assets and liabilities					
Trade accounts receivable		3,115	40,738	(52,052)	41,521
Related parties (assets and liabilities)		(877)	(42,287)	-	-
Onlending from Finame – manufacturer financing		(5,612)	(27,369)	(5,612)	(27,369)
Inventories		(21,257)	(35,533)	(4,496)	(106,999)
Taxes and contributions recoverable		11,963	(11,383)	12,548	(13,260)
Judicial deposits		-	19	-	19
Other assets		(1,631)	11,098	(5,967)	14,010
Suppliers		(23,308)	30,662	(26,415)	22,652
Salaries and social charges		480	(2,093)	1,253	(969)
Taxes and contributions payable		(11,566)	(3,809)	(15,126)	(297)
Advances from customers		(4,162)	4,186	37,715	77,447
Other payables		(7,524)	41,578	9,184	14,317
Cash generated from operations		142,246	97,735	182,454	209,205
Income tax and social contribution on net income paid		(1,970)	(3,125)	(4,215)	(5,217)
Net cash from operating activities		140,276	94,610	178,239	203,988
Cash flows from investing activities					
Financial investments	4	(49,023)	(50,164)	(91)	(67,410)
Acquisition of property, plant and equipment	12	(176,945)	(148,773)	(185,982)	(154,750)
Acquisition of intangible assets	13	(8)	-	(23)	(26)
Proceeds from sale of property, plant and equipment	12	6,130	90,471	14,634	90,471
Dividends received	9	14,442	8,676	-	-
Capital increase in subsidiary	8	-	(49,249)	-	-
Net cash from investing activities		(205,404)	(149,039)	(171,462)	(131,715)
Cash flows from financing activities					
Payment of dividends/interest on own capital	18	(55,953)	(57,384)	(57,029)	(58,029)
New loans and borrowings		292,575	170,219	292,575	188,382
Payments of loans and borrowings		(62,180)	(139,562)	(120,438)	(215,396)
Interest paid		(27,856)	(15,294)	(28,155)	(17,052)
Finame loan – manufacturer financing		217,818	195,986	217,818	195,986
Payment of Finame – manufacturer financing		(174,014)	(168,991)	(174,014)	(168,991)
Interest paid – Finame – manufacturer financing		(23,746)	(27,728)	(23,746)	(27,728)
Net cash from (used in) financing activities		166,644	(42,754)	107,011	(102,828)
Increase (decrease) in cash and cash equivalents		101,516	(97,183)	113,788	(30,555)
Cash and cash equivalents – at the beginning of the year		119,073	216,256	262,220	282,418
Effects of exchange rate changes on cash and cash equivalents		-	-	526	10,357
Cash and cash equivalents – at the end of the year		220,589	119,073	376,534	262,220

The management's notes are an integral part of the individual parent company and consolidated financial statements.

**Management's Notes to the Individual Parent Company and Consolidated Financial Statements
As of December 31, 2025**

(In thousands of Brazilian Reais, unless otherwise stated)

1 GENERAL INFORMATION

ROMI S.A. (Parent company) and its subsidiaries (jointly referred to as "Company" or "Consolidated") are listed on the "New Market" segment of the Brazilian stock exchange, B3 S.A. - Brasil, Bolsa, Balcão, and since March 23, 2007 are based in Santa Bárbara d'Oeste, State of São Paulo. The Company is engaged in the assembly, sale and rental of capital goods in general, including machine tools, plastic injection molding machines, industrial equipment and accessories, tools, castings and parts, as well as providing systems analysis and developing data processing software related to the production, sale, and use of machine tools and plastic injectors; the manufacture and sale of rough cast parts and machined cast parts; export and import, representation on its own account or on account of third parties, and the provision of related services, and real estate development through its subsidiaries in Brazil. It also holds investments in other companies as a partner, shareholder or member in other civil or business entities, business ventures of any nature, in Brazil or abroad, and manages its own and/or third-party assets.

The Company's industrial facilities consist of 13 plants in three units located in the city of Santa Bárbara d'Oeste, in the State of São Paulo, and one located in the city of Reutlingen, Germany. The latter is a plant for large special applications machine tools for high precision and enhanced productivity. It also holds interest in subsidiaries in Brazil and abroad.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES

The parent company and consolidated financial statements have been prepared in accordance with accounting practices adopted in Brazil, including the pronouncements, interpretations and guidance issued by the Brazilian Accounting Pronouncements Committee (CPC), and with IFRS® Accounting Standards issued by the International Accounting Standards Board (IASB), including interpretations issued by the IFRS Interpretations Committee (IFRIC® Interpretations) or its predecessor, the Standing Interpretations Committee (SIC® Interpretations). Disclosures are limited to all matters of significance to the financial statements, which is consistent with the information utilized by management in the performance of its duties

The accounting policies adopted by the subsidiaries are consistent with those adopted by the Parent Company.

The material accounting policies applied in the preparation of these parent company and consolidated financial statements are described below. These policies have been consistently applied to all periods presented, unless otherwise stated.

2.1 Basis of preparation

The parent company and consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments measured at fair value at the end of each reporting period, as described below.

**Management's Notes to the Individual Parent Company and Consolidated Financial Statements
As of December 31, 2025**

(In thousands of Brazilian Reais, unless otherwise stated)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or liability, the Company considers the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on this basis, except for transactions that share similarities with fair value but are not fair value, such as net realizable value in inventories as referred to in IAS 2 (CPC 16 (R1)) – Inventories, or value in use as referred to in IAS 36 (CPC 01 (R1)) – Impairment of Assets.

The preparation of parent company and consolidated financial statements requires the use of certain critical accounting estimates and also requires management ("Board of Executive Officers") to exercise judgment in applying the Company's material accounting policies. Those areas involving a higher degree of judgment or complexity, as well as areas in which assumptions and estimates are significant to the parent company and consolidated financial statements, are disclosed in Note 2.20.

(a) Parent company financial statements

The parent company financial statements of the Parent Company have been prepared in accordance with accounting practices adopted in Brazil, as issued by the Brazilian Accounting Pronouncements Committee (CPC), and in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board (IASB).

(b) Consolidated financial statements

The consolidated financial statements have been prepared and are being presented in accordance with accounting practices adopted in Brazil, including the pronouncements issued by the Brazilian Accounting Pronouncements Committee (CPC), and in accordance with International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB) (currently referred to by the IFRS Foundation as "IFRS Accounting Standards").

(c) Statement of Value Added

The presentation of the Statement of Value Added, both parent company and consolidated, is required by Brazilian corporate law and by accounting practices adopted in Brazil applicable to listed companies. The Statement of Value Added has been prepared in accordance with the criteria defined in CPC Technical Pronouncement 09 – "Statement of Value Added". IFRS Accounting Standards do not require the presentation of this statement. Accordingly, under IFRS Accounting Standards, it is presented as supplementary information and not as part of the complete set of financial statements.

**Management's Notes to the Individual Parent Company and Consolidated Financial Statements
As of December 31, 2025**

(In thousands of Brazilian Reais, unless otherwise stated)

(d) Consolidation

The Company consolidates all entities over which it has control, that is, when it is exposed to, or has rights to, variable returns from its involvement with the investee and has the ability to direct the relevant activities of the investee.

The subsidiaries included in the consolidation are described in Note 8, and the accounting policies applied in the preparation of the consolidated financial statements are described in section 2.2.

The principal accounting policies adopted are described below.

2.2 New accounting standards and disclosures

There are no amendments or interpretations effective for the year beginning on January 1, 2025 that have a material impact on the Company's parent company and consolidated financial statements.

2.3 Investments in subsidiaries – Consolidation**(a) Parent Company**

Subsidiaries are all entities over which the Company has control. The Company controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through the power it exercises over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. Consolidation ceases from the date on which the Company no longer has control.

Investments in subsidiaries in the parent company financial statements are accounted for using the equity method from the date control is obtained. Under this method, equity interests in subsidiaries are recognized at acquisition cost and are subsequently adjusted to reflect the Company's share of net income or loss, with a corresponding entry in operating income, except for translation effects of these entities, which are recorded in a specific equity account denominated "Valuation adjustments". These effects are recognized in income when the investment is sold or written off.

Once the carrying amount of the investment has been reduced to zero, any additional losses are recognized as a liability (provision for negative equity) recorded only to the extent that the investor has incurred legal or constructive obligations (not formally documented) to make payments on behalf of the subsidiary.

Any excess of the purchase price over the fair value of the net assets acquired at the acquisition date is accounted for as goodwill. Investments may be reduced by the recognition of impairment provisions (Note 2.12).

Dividends received from subsidiaries are recognized as a reduction of the carrying amount of the investments.

**Management's Notes to the Individual Parent Company and Consolidated Financial Statements
As of December 31, 2025**

(In thousands of Brazilian Reais, unless otherwise stated)

(b) Consolidated

The Company fully consolidates the financial statements of the Parent Company and all its subsidiaries (Note 8).

Non-controlling interests in the equity and net income of subsidiaries are presented separately in the consolidated statement of financial position and in the consolidated statement of income, respectively, under "Non-controlling interests."

Transactions and balances between the Company and its subsidiaries are eliminated in the consolidation process, and any gains or losses arising from these transactions are also eliminated.

When necessary, the financial statements of subsidiaries are adjusted to align their accounting policies with those adopted by the Group.

2.4 Foreign currency translation and translation of foreign subsidiaries' financial statements

The assets and liabilities of the Parent Company and its foreign subsidiaries (none of which has the currency of a hyperinflationary economy) are translated into Brazilian Reais using the exchange rate prevailing at the reporting date, and the corresponding statements of income (revenues and expenses) are translated at the average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case revenues and expenses are translated at the rates on the dates of the transactions). The resulting translation differences are recognized separately in equity under "Valuation adjustments."

Fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. The resulting exchange differences are recognized in other comprehensive income.

(a) Functional currency and presentation currency

The parent company and consolidated financial statements are presented in Brazilian Real/Reais (R\$), which is the functional currency of the Parent Company and its subsidiaries located in Brazil.

The functional currency of foreign subsidiaries is determined based on the primary economic environment in which they operate. When the functional currency differs from the presentation currency of the parent company and consolidated financial statements, such financial statements are translated into Brazilian Reais at the reporting date.

**Management's Notes to the Individual Parent Company and Consolidated Financial Statements
As of December 31, 2025**

(In thousands of Brazilian Reais, unless otherwise stated)

(b) Transactions and balances

Foreign currency transactions are initially recorded at the exchange rate of the functional currency prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the exchange rate of the functional currency prevailing at the reporting date. All resulting exchange differences are recognized in the statement of income.

Non-monetary items measured at historical cost in a foreign currency are translated using the exchange rate at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates prevailing at the date when the fair value was determined.

2.5 Other disclosure matters**(a) Reform of Taxes on Consumption**

On December 20, 2023, Constitutional Amendment ("CA") No. 132 was enacted, introducing the Brazilian Tax Reform of consumption taxes (the "Reform"). The Reform is based on a dual value-added tax model: a federal tax (Contribution on Goods and Services – "CBS"), which will replace PIS and COFINS, and a nonfederal tax (Tax on Goods and Services – "IBS"), which will replace ICMS and ISS.

A Selective Tax ("IS") was also created – under federal jurisdiction – to be levied on the production, extraction, commercialization or importation of goods and services harmful to health and the environment, as defined by complementary law.

On December 17, 2024, the National Congress approved the first Complementary Bill (PLP) No. 68/2024, which regulated part of the Reform. PLP No. 68/2024 was sanctioned, with vetoes, by the President of the Republic on January 16, 2025, becoming Complementary Law No. 214/2025.

Although the regulation and establishment of the IBS Management Committee was initially addressed in PLP No. 108/2024, the second regulatory bill of the Reform, approved by Congress and awaiting presidential sanction, incorporated part of the regulations for through Complementary Law No. 214/2025.

There will be a transition period from 2026 to 2032, when both tax systems will coexist. The impacts of the Reform will only be fully known upon completion of the regulatory process of the pending matters through complementary law. Accordingly, there is no effect of the Reform on the financial statements as of December 31, 2025.

(b) Accounting impacts related to climate change

Although the effects of climate change represent a source of uncertainty, management does not believe that there are material physical effects arising in the short and medium term, considering the studies and monitoring performed.

**Management's Notes to the Individual Parent Company and Consolidated Financial Statements
As of December 31, 2025**

(In thousands of Brazilian Reais, unless otherwise stated)

(c) Impacts of trade tariffs imposed by the United States

On July 9, 2025, the Government of the United States of America announced the imposition of a 50% tariff on Brazilian exports to the United States, effective August 1, 2025, affecting sectors such as agribusiness, pulp and paper, steel, aerospace and footwear. The measure raised concerns among authorities and had an immediate impact on exporting companies, resulting in price fluctuations, increased foreign exchange volatility and a decline in orders.

Management has assessed the potential impacts arising from these trade tariffs on the importation into the U.S. of products of Brazilian origin. Based on the analyses performed up to the reporting date of these financial statements, no material effects were identified on the operations, financial position or economic performance of the Company and its subsidiaries.

Accordingly, there was no need to adjust the carrying amounts of assets and liabilities, nor were management's accounting estimates and judgments affected in the preparation of the financial statements as of December 31, 2025.

The Company will continue to monitor developments on this matter and any changes in the regulatory and commercial environment that may affect its operations.

2.6 Cash and cash equivalents and Financial investments**i) Cash and cash equivalents**

Cash and cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes. They include cash on hand, demand bank deposits and financial investments with original maturities of up to 90 days, or that are considered highly liquid and readily convertible into a known amount of cash and subject to an insignificant risk of changes in value.

ii) Financial investments

Financial investments consist of Bank Deposit Certificates ("CDBs") and repurchase agreements with institutions presenting low credit risk, with returns predominantly linked to the Interbank Deposit Certificate ("CDI") rate. These investments are measured at fair value through profit or loss, including accrued interest up to the reporting date, which does not exceed their market or realization value.

As the Company makes investments with maturities exceeding 90 days and holds them for investment purposes, they do not meet the criteria for recognition as cash and cash equivalents.

**Management's Notes to the Individual Parent Company and Consolidated Financial Statements
As of December 31, 2025**

(In thousands of Brazilian Reais, unless otherwise stated)

2.7 Financial instruments – initial recognition and subsequent measurement

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

Financial assets**(a) Initial recognition and measurement**

All financial assets are measured at either amortized cost or fair value, depending on the classification of the financial assets.

The classification of financial assets on initial recognition depends on the contractual cash flow characteristics of the financial asset and on the Company's business model for managing them. Except for trade receivables that do not contain a significant financing component or for which the Company has applied a practical expedient, the Company initially measures a financial asset at its fair value plus transaction costs, in the case of financial assets not measured at fair value through profit or loss. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured in accordance with Note 2.18 – Revenue recognition from the sale of products.

For a financial asset to be classified and measured at amortized cost, its contractual cash flows must represent solely payments of principal and interest. Interest income from these financial assets is recognized in finance income using the effective interest method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in "Finance income (expenses)" together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of income.

For a financial asset to be classified and measured at fair value through other comprehensive income (FVOCI), it must be held both for collecting contractual cash flows and for selling the financial assets, and its contractual cash flows must represent solely payments of principal and interest. Changes in carrying amount are recognized in other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognized in the statement of income. Upon derecognition of the financial asset, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss and recognized in "Finance income (expenses)." Interest income from these financial assets is recognized using the effective interest method. Foreign exchange gains and losses are presented in "Finance income (expenses)" and impairment expenses are presented as a separate line item in the statement of income.

Fair value through profit or loss (FVTPL) – Financial assets that do not meet the criteria for classification at amortized cost or at fair value through other comprehensive income are measured at fair value through profit or loss. Any gains or losses on a debt instrument investment that is subsequently measured at fair value through profit or loss are recognized in profit or loss and presented net in "Finance income (expenses)" in the period in which they arise.

**Management's Notes to the Individual Parent Company and Consolidated Financial Statements
As of December 31, 2025**

(In thousands of Brazilian Reais, unless otherwise stated)

The Company's business model for managing financial assets reflects how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, from selling the financial assets, or from both.

(b) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified into two categories:

- i. Financial assets at amortized cost (debt instruments); and
- ii. Financial assets at fair value through profit or loss (FVTPL).

As of December 31, 2025, the Company holds only financial assets classified as financial assets at amortized cost and financial assets at fair value through profit or loss.

(c) Financial assets at amortized cost (debt instruments)

Financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Company's financial assets at amortized cost include Cash and cash equivalents, Trade receivables, Receivables – PRODZ financing, Amounts receivable – FINAME Manufacturer on-lending, Receivables from related parties, and other financial assets recorded under Other receivables in current and non-current assets.

(d) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are presented in the statement of financial position at fair value, with net changes in fair value recognized in the statement of income. These financial assets are recorded under Other receivables.

(e) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- i. The rights to receive cash flows from the asset have expired; or

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement, and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

**Management's Notes to the Individual Parent Company and Consolidated Financial Statements
As of December 31, 2025**

(In thousands of Brazilian Reais, unless otherwise stated)

When the Company transfers its rights to receive cash flows from an asset or enters into a pass-through arrangement, it evaluates whether, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations retained by the Company.

Continuing involvement in the form of a guarantee over the transferred asset is measured at the lower of (i) the carrying amount of the asset and (ii) the maximum amount of consideration received that the entity could be required to repay (the guarantee amount).

(f) Impairment of financial assets

The Company recognizes allowances for expected credit losses ("ECL") for all debt instruments not measured at fair value through profit or loss. Expected credit losses are based on the difference between the contractual cash flows due in accordance with the contract and all cash flows that the Company expects to receive, discounted at an effective interest rate that approximates the original effective interest rate of the transaction. The expected cash flows include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Expected credit losses are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, expected credit losses are measured based on default events that are possible within the next 12 months (12-month expected credit losses). For credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for expected credit losses over the remaining lifetime of the exposure, irrespective of the timing of the default.

For trade receivables, the Company applies a simplified approach in calculating expected credit losses. Therefore, the Company recognizes lifetime expected credit losses at each reporting date. The Company has established a provision matrix based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and to the economic environment.

Additional disclosures relating to impairment of trade receivables are provided in Note 4.

**Management's Notes to the Individual Parent Company and Consolidated Financial Statements
As of December 31, 2025**

(In thousands of Brazilian Reais, unless otherwise stated)

(g) Classification

Financial assets are classified as current assets if the expected receipt period is one year or less; otherwise, they are presented as non-current assets.

(i) Financial liabilities**(a) Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or as financial liabilities at amortized cost, as applicable, and include Loans and financing, FINAME Manufacturer financing, Trade payables, Profit sharing payable, Dividends and interest on equity payable and part of the balance recorded under Other payables.

All financial liabilities are initially measured at fair value and, in the case of financial liabilities not measured at fair value through profit or loss, net of directly attributable transaction costs.

The Company's financial liabilities include trade payables and other payables, loans and financing, FINAME Manufacturer financing, related parties and dividends and interest on equity payable.

(b) Subsequent measurement

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

(c) Financial liabilities at amortized cost (loans and financing)

After initial recognition, interest-bearing loans and financing, whether obtained or granted, are subsequently measured at amortized cost using the effective interest method. Gains and losses are recognized in profit or loss when the liabilities are derecognized, as well as through the amortization process using the effective interest rate method.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is included as finance expense in the statement of income.

This category generally applies to interest-bearing loans and financing obtained or granted.

Further information provided in Notes 14 and 15.

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(d) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, that is, when the obligation specified in the contract is settled, canceled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such exchange or modification is treated as derecognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of income.

(e) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is presented in the consolidated statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

(f) Classification

Financial liabilities are classified as current liabilities if the settlement period is one year or less; otherwise, they are presented as non-current liabilities.

2.8 Inventories

Inventories are stated at the lower of net realizable value (estimated selling price in the ordinary course of business less estimated costs necessary to make the sale) and average production cost or average acquisition cost. Allowances for slow-moving or obsolete inventories are recognized when considered necessary by Management.

The Company measures inventories using the absorption costing method, applying the weighted average method. The cost of finished goods and work in progress comprises design costs, raw materials, direct labor, other direct costs and related production overhead (based on normal operating capacity), excluding borrowing costs.

2.8.1 Rental machines held for sale

Machines are classified as "Rental machines held for sale" under current assets when their carrying amounts will be recovered through sale rather than through continuing use in rental activities. This condition is considered met when: (i) the machines are available for immediate sale in their present condition and their sale is highly probable; (ii) Management is committed to the sale of machines deactivated from property, plant and equipment; (iii) the machines are actively marketed for sale at a price reasonable in relation to their current fair value; and (iv) the sale is expected to be completed within one year from the date of classification.

Returned rental machines that have been deactivated are presented at the lower of fair value less estimated costs to sell and their net realizable value, which comprises acquisition cost plus capitalizable refurbishment costs, net of accumulated depreciation up to the date they are classified as "Rental machines held for sale."

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2.9 Property, plant and equipment

Property, plant and equipment is measured at historical cost less accumulated depreciation and, when applicable, plus capitalized interest incurred during the construction phase of new facilities. Depreciation is calculated using the straight-line method, which considers the estimated useful lives of the assets.

Subsequent costs are included in the carrying amount of the asset or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The carrying amount of replaced parts is derecognized. All other repairs and maintenance are recognized directly in profit or loss when incurred.

The residual value and the estimated useful lives of the assets are reviewed and adjusted, if necessary, at the end of each reporting period. The useful lives of property, plant and equipment by category are disclosed in Note 12.

The carrying amount of an item of property, plant and equipment is written down immediately to its recoverable amount if the carrying amount exceeds the estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in "Other operating income, net" in the statement of income.

2.10 Investment property

Investment property consists of land and buildings held to earn rental income and/or for capital appreciation (Note 11). Investment property is measured at acquisition or construction cost, less accumulated depreciation, calculated using the straight-line method based on the estimated useful lives of the assets.

2.11 Intangible assets

Intangible assets are measured at acquisition cost, less accumulated amortization and impairment losses, when applicable. Intangible assets are amortized based on their effective use or using a method that reflects the pattern in which the economic benefits of the intangible asset are consumed. The carrying amount of intangible assets is written down immediately to their recoverable amount when the carrying amount exceeds the recoverable amount (Note 13).

Intangible assets acquired in a business combination (technology, customer relationships and customer base) are recognized at fair value, less accumulated amortization and impairment losses, when applicable. Intangible assets with finite useful lives are amortized over their estimated useful lives using a method that reflects the expected pattern of consumption of the economic benefits of the intangible asset.

Intangible assets are reviewed annually for impairment or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

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The Company reviews the amortization period and amortization method for its intangible assets with finite useful lives at the end of each reporting period.

Research and development expenditures are recognized in "Research and development" expense, as the criteria for capitalization as intangible assets are not met.

2.12 Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication that the carrying amount of a non-financial asset may not be recoverable. If such indication exists, the Company estimates the asset's recoverable amount.

The recoverable amount of an asset is the higher of: (a) its fair value less costs to sell, and (b) its value in use. Value in use corresponds to the discounted cash flows (before taxes) expected to be derived from the continuing use of the asset until the end of its useful life. Regardless of whether there is any indication of impairment, intangible assets with indefinite useful lives are tested for impairment at least annually, in December.

When the carrying amount of an asset exceeds its recoverable amount, the Company recognizes an impairment loss by reducing the carrying amount of the asset. Any impairment loss is recognized in profit or loss for the year.

Except for goodwill impairment, any previously recognized provisions for impairment losses may be reversed. Such reversal is limited to the depreciated or amortized carrying amount that would have been determined at the reversal date had no impairment loss been recognized.

2.13 Present value adjustment of assets and liabilities

Assets and liabilities arising from short- and long-term transactions are adjusted to present value when significant, based on discount rates that reflect current market assessments. The discount rate used reflects prevailing market conditions. The present value adjustment is calculated on an exponential "pro rata die" basis from the inception date of each transaction. The accretion of the present value adjustment of monetary assets and liabilities is recognized as finance income or finance expense.

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2.14 Current and deferred income tax and social contribution

Current income tax and social contribution expense are calculated in accordance with the tax laws in force at the reporting date in the countries where the Parent Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in relation to tax matters that are subject to interpretation and recognizes provisions when it is expected that income tax and social contribution will be payable based on the applicable tax legislation. Current tax is the amount of income tax payable or recoverable expected on the taxable profit or loss for the year, using tax rates enacted or substantively enacted at the reporting date.

Deferred income tax and social contribution are recognized in full on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the parent company and consolidated financial statements. However, deferred income tax and social contribution are not recognized if they arise from the initial recognition of assets and liabilities in a transaction that does not affect taxable profit, except in a business combination. Deferred income tax and social contribution are determined using tax rates (and laws) enacted or substantively enacted at the reporting date and are recognized only to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized and tax losses can be offset. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Income tax and social contribution expense or income comprise current and deferred taxes. Current and deferred taxes are recognized in profit or loss, except when they relate to a business combination or to items recognized directly in equity or in other comprehensive income.

Deferred tax assets and liabilities are presented on a net basis in the statement of financial position when there is a legally enforceable right and the intention to offset them against current tax liabilities, generally relating to the same legal entity and the same tax authority. Deferred tax assets and liabilities relating to different entities or different countries are presented separately and not on a net basis.

2.15 Employee benefits

The Company maintains employee benefit plans including defined contribution pension plans, medical and dental assistance and profit-sharing arrangements.

The post-employment retirement plan is characterized as a defined contribution plan, for which the Company has no legal obligation if the plan does not hold sufficient assets to pay benefits earned by employees as a result of past services rendered.

Contributions to the defined contribution retirement plan are recognized as an expense when incurred, that is, when employees render services to the Company (Note 19).

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2.16 Share capital

Common shares are classified within equity. There are no preferred shares.

Incremental costs directly attributable to the issuance of new shares or options are shown in equity as a deduction from the proceeds received, net of taxes.

2.17 Distribution of dividends and interest on equity

The distribution of dividends and interest on equity to the Company's shareholders is recognized as a liability in the parent company and consolidated financial statements at the end of the year, based on the Company's bylaws. Any amount in excess of the mandatory minimum (Note 18) is only recognized when approved by the shareholders.

The tax benefit arising from interest on equity is recognized in the statement of income.

2.18 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of products in the ordinary course of the Company's activities. Revenue is presented net of taxes, returns, allowances and discounts, as well as eliminations of intercompany sales. Taxes on sales are recognized when sales are invoiced.

(a) Sales of products

Revenue from contracts with customers is recognized when a performance obligation is satisfied. The Company generally concludes that it acts as the principal in its revenue contracts, as it typically controls the goods or services before transferring them to the customer.

Romi Machines and B+W Machines: In these contracts, the primary performance obligation is generally the delivery of the machines. The distinction of other performance obligations, such as installation/technical delivery and training, is immaterial in the context of the contract and therefore does not have a significant impact on the parent company and consolidated financial statements.

Castings and Machined Parts: In these contracts, the sale of products is generally the sole performance obligation. Accordingly, revenue is recognized when control of the asset is transferred to the customer, usually upon delivery of the item.

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(i) *Variable consideration*

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it expects to be entitled in exchange for transferring goods to the customer. Variable consideration is estimated at contract inception and constrained to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

Certain contracts with customers in the Castings and Machined Parts segment provide future discounts based on increased volume/productivity.

(ii) *Warranties*

The Company generally provides warranties for general repairs and does not provide extended warranties in its contracts with customers. Accordingly, most existing warranties are assurance-type warranties under IFRS 15/CPC 47 and continue to be accounted for in accordance with IAS 37/CPC 25 – Provisions, Contingent Liabilities and Contingent Assets, consistent with current practice.

(iii) *Financing component*

The Company generally receives short-term advances from its customers. Applying the practical expedient in CPC 47/IFRS 15, the Company does not adjust the consideration for the effects of a significant financing component if, at contract inception, it expects that the period between the transfer of the machine to the customer and payment will be one year or less.

Additionally, the Company identified that in the sale of pre-owned machines there is a financing component, as these transactions are financed to the end customer with the Company's own resources and the financing cost is embedded in the selling price of the machine.

The transaction price for these contracts is discounted using a rate that would be reflected in a separate financing transaction between the Company and its customers at contract inception, in order to reflect the significant financing component.

(b) Sale of lots (owned properties)

Through its wholly owned subsidiary Rominor Comércio Empreendimentos e Participações S.A. ("Rominor Comércio"), the Company develops real estate projects on its own properties, classifying the real estate assets as investment property and/or inventory.

Revenue is recognized in accordance with CPC 47 – Revenue from Contracts with Customers.

Revenue from the sale of land is recognized when control of the asset is transferred to the buyer, which occurs when the contractual conditions for the transfer of possession and the significant risks and rewards of ownership are met, generally upon execution of the final deed or as established in the contract.

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For the year ended December 31, 2025, the Company sold a plot of land to an entity to carry out a real estate development project. The purchase and sale agreement establishes a single performance obligation corresponding to the transfer of the land, with no additional obligations related to construction, development or participation in the project. As a result of this transaction, the amount of R\$ 12,106 was recognized under "Other operating income, net".

(c) Finance Income

Finance income is recognized on an accrual basis using the effective interest method.

(d) Rental income from machines

Rental income from machines is measured at the fair value of the consideration receivable for rental services. Revenue is recognized on a monthly basis over the term of the lease agreement and presented under operating revenue.

(e) Revenue from sale of rental machines held for sale

Revenue from the sale of "Rental machines held for sale" is complementary to the machine rental activity. Revenue is recognized when there is persuasive evidence that the significant risks and rewards of ownership have been transferred to the buyer and the amount of revenue can be measured reliably.

In these contracts, the primary performance obligation is generally the delivery of the machines. The distinction of other performance obligations, such as installation/technical delivery and training, is immaterial in the context of the contract and therefore does not have a significant impact on the parent company and consolidated financial statements.

2.19 Provisions

Provisions for tax, labor and civil risks are recognized when a past event has given rise to a present obligation (legal or constructive), it is probable that an outflow of resources will be required to settle the obligation, and the amount of the obligation can be reliably estimated.

The amount recognized as a provision is the best estimate of the settlement amount at the reporting date, taking into account the risks and uncertainties related to the obligation. When a provision is measured using estimated cash flows to settle the present obligation, its carrying amount is determined as the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the reimbursement is recognized as an asset when it is virtually certain that reimbursement will be received and the amount can be reliably measured.

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2.20 Application of judgments and material accounting policies in the preparation of the parent company and consolidated financial statements

The preparation of the parent company and consolidated financial statements involves the use of estimates. The determination of these estimates considers historical and current events, assumptions regarding future events, formal opinions of experts, when applicable, and other objective and subjective factors. Significant items subject to these estimates and assumptions include:

(a) Useful lives of long-lived assets: Management reviews the useful lives of major assets with finite useful lives annually.

(b) Impairment testing of long-lived assets and assets with indefinite useful lives: Annually, the Company tests intangible assets with indefinite useful lives for impairment and, when necessary, performs impairment testing of assets with finite useful lives. The recoverable amounts of Cash-Generating Units (CGUs) are determined based on value in use calculations using estimates (Note 2.12).

(c) Realization and obsolescence of inventories: Assumptions are described in Note 2.8.

(d) Credit risk analysis for determining expected credit loss allowance: Assumptions are described in Note 2.7(f).

(e) Realization of deferred income tax assets on tax losses, negative tax bases and temporary differences of social contribution (Note 2.14).

Analysis of other risks for determining provisions, including contingencies: Provisions are recognized for all contingencies for which an outflow of resources is probable. The assessment of the likelihood of loss includes evaluation of available evidence, the hierarchy of laws, available case law, the most recent court decisions and their relevance within the legal system, as well as the assessment of external legal counsel and specialists, when applicable.

The final settlement of transactions involving these estimates may result in amounts different from those recorded in the parent company and consolidated financial statements due to the inherent uncertainties of the estimation process. These estimates and assumptions are reviewed periodically.

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2.21 Segment reporting

Operating segment information is presented consistently with the internal reports provided to the Board of Directors, which is responsible for resource allocation, performance evaluation of operating segments and strategic decision-making (Note 22).

2.22 Statement of cash flows

The Company classifies interest paid and monetary variations on loans and financing, and dividends received, as financing and investing activities, respectively, in its statement of cash flows. This classification has been adopted as such items represent the cost of obtaining financial resources and returns on investments, in accordance with paragraph 33 of CPC 03 (R2) / IAS 7.

2.23 ICPC 22 (IFRIC 23) – Uncertainty over Income Tax Treatments

ICPC 22 / IFRIC 23 provides guidance on how to determine the tax and accounting position when there is uncertainty over income tax treatments. The interpretation requires the Company to determine whether uncertain tax positions are assessed separately or as a group and to assess whether it is probable that the tax authority will accept the uncertain tax treatment used, or proposed to be used, in the income tax returns.

2.24 Adoption of new and revised CPCs/IFRSs accounting standards**2.24.1 New and amended accounting standards effective in the current year**

The following amendments were adopted for the first time for the year beginning on January 1, 2025:

- **Amendments to IAS 21 / CPC 02 (R2) – Effects of Changes in Foreign Exchange Rates:** In August 2023, the IASB amended IAS 21 by adding new requirements to help entities determine whether a currency is exchangeable into another currency and, when it is not, which exchange rate to use. Prior to these amendments, IAS 21 only addressed temporary lack of exchangeability. These amendments are effective for annual periods beginning on or after January 1, 2025.

The Company does not expect these amendments to have a material impact on its operations or financial statements.

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2.24.2 New and revised accounting standards issued but not yet effective

The following amendments have been issued by the IASB but are not yet effective for the year 2025. Early adoption is not permitted in Brazil by the CPC.

- **Amendments to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments:** On May 30, 2024, the IASB issued amendments to IFRS 9 – “Financial Instruments” and IFRS 7 – “Financial Instruments: Disclosures” to address recent practical issues, improve understandability, and introduce new requirements applicable to entities in general and not only to financial institutions.

The amendments:

- (a) clarify the date of recognition and derecognition of certain financial assets and financial liabilities, including a new exception for certain financial liabilities settled through an electronic cash transfer system;
- (b) clarify and add guidance for assessing whether a financial asset meets the solely payments of principal and interest (“SPPI”) criterion, including situations involving contingent events;
- (c) introduce new disclosure requirements for certain instruments with contractual terms that may change cash flows (such as financial instruments with ESG-linked features); and
- (d) update disclosure requirements for equity instruments designated at fair value through other comprehensive income (“FVOCI”).

These amendments are effective for annual periods beginning on or after January 1, 2026. The Company does not expect these amendments to have a material impact on its operations or financial statements.

- **Amendments to IFRS 9 and IFRS 7 – Contracts referencing nature-dependent electricity:** In December 2024, the IASB amended the own use and hedge accounting requirements in IFRS 9 – “Financial Instruments” and added certain disclosure requirements to IFRS 7 – “Financial Instruments: Disclosures”, with the objective of ensuring that financial statements appropriately reflect the effects of contracts referencing energy whose generation depends on natural conditions (e.g., wind energy, solar energy), described as “contracts referencing nature-dependent electricity”. Accordingly, these amendments apply only to contracts that expose an entity to variability arising from volatility in electricity generation dependent on natural conditions.

The amendments provide: (i) guidance to assist entities in determining whether energy contracts dependent on natural conditions should be accounted for as own use contracts; (ii) conditions to be considered for the application of hedge accounting (cash flow hedge); and (iii) disclosures regarding contractual features that expose the entity to variability, unrecognized contractual commitments (estimated cash flows) and the effects of such contracts on the entity’s performance during the year.

These amendments are effective for annual periods beginning on or after January 1, 2026. The Company is in the early stages of assessing the effects of these amendments on its financial statements; however, it does not expect them to result in material impacts.

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- **Presentation and Disclosure in Financial Statements:** This new accounting standard will replace IAS 1 – “Presentation of Financial Statements”, introducing new requirements aimed at enhancing comparability of financial performance among similar entities and providing more relevant information and transparency to users.

Although IFRS 18 does not affect the recognition or measurement of items in the financial statements, its impact on presentation and disclosure is expected to be pervasive, particularly in relation to the statement of financial performance and the presentation of management-defined performance measures within the financial statements.

Management is currently evaluating the detailed implications of applying the new standard to the Company's financial statements. Based on a preliminary assessment, the following potential impacts have been identified:

Although the adoption of IFRS 18 will not affect the Group's net income, the grouping of income and expense items in the statement of income into new categories is expected to affect how operating profit is calculated and presented.

Line items presented in the primary financial statements may change as a result of the enhanced aggregation and disaggregation principles. In addition, as goodwill will be required to be presented separately in the statement of financial position, the Company will disaggregate goodwill and other intangible assets and present them separately.

The Company does not expect significant changes to the information currently disclosed in the notes to the financial statements, as the requirement to disclose material information remains unchanged; however, the way information is grouped may change as a result of the aggregation/disaggregation principles. In addition, significant new disclosures will be required regarding: (i) management-defined performance measures; (ii) the nature of certain expense line items presented by function within the operating category of the statement of income; and (iii) in the first year of application of IFRS 18, a reconciliation for each line item in the statement of income between the amounts restated under IFRS 18 and those previously presented under IAS 1.

- With respect to the statement of cash flows, there will be changes in the presentation of interest received and paid. Interest paid will be presented as financing cash flows and interest received as investing cash flows.

The new standard is effective for annual periods beginning on or after January 1, 2027, with retrospective application. Accordingly, comparative information for the year ending December 31, 2026 will be restated in accordance with IFRS 18.

- **IFRS 19 – Subsidiaries without Public Accountability: Disclosures:** This new standard and related amendments allow certain eligible subsidiaries of parent entities that report under IFRS Accounting Standards to apply reduced disclosure requirements, balancing the information needs of users of the eligible subsidiaries' financial statements with cost savings for preparers. IFRS 19 is a voluntary standard for eligible subsidiaries.

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IFRS 19 is effective for annual periods beginning on or after January 1, 2027. The Company does not expect these amendments to have an impact on its financial statements.

- **Annual Improvements to IFRS Accounting Standards – Volume 11:** The annual improvements are limited to amendments intended to clarify the wording of certain IFRS Accounting Standards or to correct relatively minor unintended consequences, omissions or conflicts between the requirements of IFRS Accounting Standards.

The amendments relate to the following standards:

- IFRS 1 - "First-time Adoption of International Financial Reporting Standards";
- IFRS 7 - "Financial Instruments: Disclosures" and its implementation guidance;
- IFRS 9 - "Financial Instruments";
- IFRS 10 - "Consolidated Financial Statements"; and
- IAS 7 - "Statement of Cash Flows".

These amendments are effective for annual periods beginning on or after January 1, 2026. The Company does not expect these amendments to have a material impact on its financial statements.

- **Amendments to IAS 21 – Translation to a Hyperinflationary Presentation Currency:** These narrow-scope amendments specify the translation procedures for an entity whose presentation currency is that of a hyperinflationary economy. An entity applies the amendments if:

- Its functional currency is that of a non-hyperinflationary economy and it translates its results and financial position into the currency of a hyperinflationary economy; or
- It translates into the currency of a hyperinflationary economy the results and financial position of a foreign operation whose functional currency is that of a non-hyperinflationary economy.

The amendments aim to improve the usefulness of the resulting information in a cost-efficient manner. Developed in response to stakeholder feedback, these amendments are expected to reduce diversity in practice and provide a clearer basis for reporting in a hyperinflationary presentation currency.

These amendments are effective for annual periods beginning on or after January 1, 2027. The Company does not expect these amendments to have an impact on its financial statements.

- **Amendments to Illustrative Examples on IFRS 7, IFRS 18, IAS 1, IAS 8, IAS 36 and IAS 37 – "Disclosure of Uncertainties in Financial Statements":** These amendments include illustrative examples demonstrating how an entity may apply the requirements of IFRS Accounting Standards to disclose the effects of uncertainties in its financial statements.

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The examples illustrate how to disclose the impacts of uncertainties in climate-related scenarios; however, the principles and requirements are equally applicable to the disclosure of other uncertainties. The examples do not add to or modify the requirements of IFRS Accounting Standards and, therefore, no transition requirements apply. Instead, these examples will accompany the respective IFRS Accounting Standards to which they relate.

These new standards and amendments are not expected to have a significant impact on the Company's financial statements.

There are no other IFRS Accounting Standards or IFRIC Interpretations not yet effective that could have a significant impact on the Company's financial statements.

3 CASH AND CASH EQUIVALENTS AND FINANCIAL INVESTMENTS

	Parent		Consolidated	
	12.31.2025	12.31.2024	12.31.2025	12.31.2024
Cash and banks	10,101	19,254	103,189	126,231
Bank deposit certificates (CDB) (a)	210,205	99,647	273,062	135,817
Other	283	172	283	172
Total cash and cash equivalents	220,589	119,073	376,534	262,220
Financial investments backed by debentures (b)	28,984	50,230	29,298	99,476
Bank deposit certificates (c)	70,269	-	70,269	-
Total assets held for trading	99,253	50,230	99,567	99,476

(a) These financial investments earn returns substantially indexed to the Interbank Deposit Certificate – CDI, with maturities of up to 90 days.

(b) Refers to financial investments earning returns substantially indexed to the Interbank Deposit Certificate – CDI, with maturities exceeding 90 days.

(c) These financial investments earn returns substantially indexed to the Interbank Deposit Certificate – CDI, with maturities exceeding 90 days.

Financial investments earned an average yield of 100.57% of the CDI as of December 31, 2025 (101.84% of the CDI as of December 31, 2024).

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4 TRADE ACCOUNTS RECEIVABLE AND PROZ FINANCING
(i) TRADE ACCOUNTS RECEIVABLE

	Parent		Consolidated	
	12.31.2025	12.31.2024	12.31.2025	12.31.2024
Domestic customers (Brazil)	84,211	92,948	89,330	99,145
Foreign customers	14,075	21,725	129,196	120,631
Allowance for doubtful accounts	(4,773)	(6,227)	(8,137)	(9,993)
Current	93,513	108,446	210,389	209,783
Domestic customers (Brazil)	2,321	2,897	24,944	17,934
Foreign customers	6,875	5,173	10,149	7,034
Allowance for doubtful accounts	(3,419)	(3,122)	(3,419)	(3,122)
Noncurrent	5,777	4,948	31,674	21,846

Trade receivables are recorded at amortized cost, which approximates their fair value.

The aging of trade receivables is as follows:

	Parent		Consolidated	
	12.31.2025	12.31.2024	12.31.2025	12.31.2024
Not yet due	78,967	84,478	180,343	175,669
Past due:				
1 to 30 days	6,211	12,716	15,551	18,734
31 to 60 days	338	1,933	2,379	2,950
61 to 90 days	437	342	684	1,096
91 to 180 days	2,192	2,197	4,344	3,856
181 to 360 days	2,613	4,546	3,058	4,839
Over 360 days	7,530	8,461	12,167	12,632
	19,319	30,195	38,183	44,107
Total	98,286	114,673	218,526	219,776
Allowance for doubtful accounts	(4,773)	(6,227)	(8,137)	(9,993)
Total current	93,513	108,446	210,389	209,783

12.31.2025
Parent Consolidated

Not yet due:				
2027			6,211	30,841
2028			2,512	3,475
2029 onwards			473	777
Allowance for doubtful accounts			(3,419)	(3,419)
Total – noncurrent			5,777	31,674

The above balances are presented net of the Present Value Adjustment, which is discounted at the TJLP (Long-Term Interest Rate), in the amount of R\$1,593 (R\$1,244 as of December 31, 2024).

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	12.31.2024	
	Parent	Consolidated
Not yet due:		
2026	5,451	19,178
2027	2,619	5,539
2028 onwards	-	251
Allowance for doubtful accounts	(3,122)	(3,122)
Total – noncurrent	4,948	21,846

Changes in the allowance for expected credit losses, for the Parent Company and the Consolidated statements, are presented below:

	Parent	Consolidated
Balance as of December 31, 2023	5,532	8,892
Additions to the allowance	7,174	8,019
Receivables written off definitively	(3,357)	(5,563)
Foreign exchange variation	-	1,767
Balance as of December 31, 2024	9,349	13,115
Additions to the allowance	(1,157)	(1,772)
Foreign exchange variation	-	213
Balance as of December 31, 2025	8,192	11,556

Allowances for doubtful accounts are estimated and recognized based on an individual analysis of each customer. For transactions secured by collateral, the amount of the loss is calculated as the expected difference between the net realizable value of the collateral and the carrying amount of the related receivable.

The recognition and write-off of expected credit losses on impaired trade receivables were recorded in profit or loss for the year under "General and administrative expenses."

(ii) TRADE ACCOUNTS – PRODZ FINANCING

Prodz Administração e Gestão de Bens Ltda ("Prodz") is a financial arm of the Company that grants credit facilities to customers for the financing of machines, with the purpose of fostering new business.

Changes in the balances of receivables of this entity is presented below:

	PRODZ	
	12.31.2025	12.31.2024
Current	67,129	51,476
Domestic customers	67,416	52,093
Allowance for doubtful accounts	(287)	(617)
Noncurrent	36,383	29,508
Domestic customers	36,388	29,542
Allowance for doubtful accounts	(4)	(34)

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The balances of receivables from PRODZ financing classified as current assets as of December 31, 2025 and December 31, 2024 are as follows:

	12.31.2025	12.31.2024
Not yet due	62,443	48,453
Past due:		
1 to 30 days	887	797
31 to 60 days	907	544
61 to 90 days	-	289
91 to 180 days	813	734
181 to 360 days	1,032	812
Over 360 days	1,334	463
	4,973	3,640
Total	67,416	52,092
Allowance for doubtful accounts	(287)	(617)
Total current	67,129	51,476

The balance of trade receivables classified as non-current assets as of December 31, 2025 and December 31, 2024, related to PRODZ, is distributed as follows:

	PRODZ	
	12.31.2025	12.31.2024
Not yet due:		
2027	28,166	22,054
2028	7,808	6,136
2029 onwards	413	1,352
Allowance for doubtful accounts	(4)	(34)
Total – noncurrent	36,383	29,508

5 ONLEADING OF FINAME MANUFACTURER FINANCING

	Parent and Consolidated	
	12.31.2025	12.31.2024
FINAME falling due	162,056	160,390
FINAME awaiting release (a)	180	2,898
FINAME past due (b)	18,179	22,187
Current	180,415	185,475
Allowance for doubtful accounts	(5,637)	(7,958)
	174,778	177,517
FINAME falling due	257,817	230,296
FINAME awaiting release (a)	5,497	22,348
Noncurrent	263,314	252,644
Allowance for doubtful accounts	(4,038)	(3,987)
	259,277	248,657
Total	434,055	426,174

Amounts receivable – FINAME Manufacturer on-lending arise from sales financed with funds obtained from Banco Nacional de Desenvolvimento Econômico e Social – BNDES (Note 14) and are recorded at amortized cost.

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FINAME Manufacturer refers to funds specifically linked to sales transactions with terms of up to 60 months, including a grace period of up to 6 months, in accordance with the conditions previously established by BNDES at the time of financing.

In addition, the customer's characteristics are considered in defining the financing conditions. Funds are released by BNDES upon identification of the customer and the sale, and upon the customer's compliance with the conditions of Circular No. 195, dated July 28, 2006, issued by BNDES, through a financial agent, by means of the execution of a financing agreement in the name of the Company and the customer consenting to be financed. The amounts, terms and charges of the transaction are fully reflected in the amounts receivable by the Company to be passed through to the intervening bank under the agreement for which the Company is the borrower. The Company retains title to the equipment sold (retention of title) until the customer has fully settled the obligation.

The amounts receivable – FINAME Manufacturer on-lending – is as follows:

(a) FINAME pending disbursement: refers to transactions that have already been structured and approved by the parties involved, including the preparation of documentation, issuance of the sales invoice and delivery of the goods to the customer. The crediting of the respective funds to the Company's current account by the agent bank was still pending as of the reporting dates of the individual and consolidated financial statements, due to the agent bank's normal operational timelines.

(b) FINAME past due: refers to amounts receivable not settled by customers on the due date. The Company recognizes an allowance for potential non-realization of this balance in an amount corresponding to the difference between the expected proceeds from the sale of the repossessed machine, as a result of enforcement of the retention of title clause on the machines sold (collateral), and the amount of the receivable from the delinquent customer. In cases where the collateral cannot be located, a full allowance is recognized for the outstanding balance of the receivable.

In addition, the balance of R\$ 15 relates to interest to be incurred on renegotiated notes, recorded as a credit balance within assets (R\$ 12,336 as of December 31, 2024).

Machines seized as part of the enforcement process are recorded at their carrying amount, which does not exceed their market value, under "Other receivables," pending a final court decision, after which they are reinstated and transferred to inventories. As of December 31, 2025, the balance of seized machines included under other receivables amounted to R\$2,715 (R\$592 as of December 31, 2024) in current assets and R\$13,156 (R\$9,190 as of December 31, 2024) in non-current assets, both for the Parent Company and the Consolidated statements.

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The aging of amounts receivable – FINAME Manufacturer on-lending, were follows:

	Consolidated	
	12.31.2025	12.31.2024
Not yet due	162,236	163,288
Past due:		
1 to 30 days	2,128	2,359
31 to 60 days	1,324	1,629
61 to 90 days	876	1,140
91 to 180 days	1,750	3,256
181 to 360 days	1,954	4,854
Over 360 days	10,146	8,948
	18,179	22,187
Allowance for doubtful accounts	(5,637)	(7,958)
Total - current	174,778	177,517

The expected realization schedule of amounts receivable – FINAME Manufacturer on-lending, is presented below:

	Consolidated and Parent	
	12.31.2025	12.31.2024
Maturity:		
2026	-	126,573
2027	123,070	77,852
2028	88,155	40,955
2029 onwards	52,090	7,264
Allowance for doubtful accounts	(4,038)	(3,987)
Total – noncurrent	259,277	248,657

The changes in the allowance for expected credit losses, for the Parent Company and the Consolidated statements, is presented below:

	Parent and Consolidated
Balance as of December 31, 2023	7,894
Allowance recorded, net	4,051
Balance as of December 31, 2024	11,945
Allowance relieved, net	(2,270)
Balance as of December 31, 2025	9,675

Allowances for doubtful accounts are estimated and recognized based on an individual analysis for each customer. For transactions secured by collateral, the loss is calculated as the difference between the net realizable value and the value of the collateral.

The recognition and relief of expected credit loss allowances were recorded in profit or loss for the year under "General and administrative expenses."

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6 INVENTORIES

	Parent		Consolidated	
	12.31.2025	12.31.2024	12.31.2025	12.31.2024
Finished products	54,700	39,660	100,100	107,652
Used machinery	1,200	1,365	1,200	1,365
Work in progress	144,237	144,976	243,259	249,994
Raw materials and components	268,906	274,952	335,447	333,963
Imports in transit	9,983	17,255	16,502	22,570
Total	479,026	478,208	696,508	715,544

Inventories, for the Parent Company and the Consolidated statements, as of December 31, 2025, are presented net of allowances for realization of slow-moving inventories and inventories of R\$28,829 and R\$44,774 (R\$24,940 and R\$39,585 as of December 31, 2024), respectively.

The changes in the relief of allowance for inventories to net realizable value is presented below:

	Parent	Consolidated
Balance as of January 1, 2024	25,687	34,210
Inventories sold or written off	(11,794)	(11,886)
Allowance for losses	9,830	11,144
Foreign exchange variation	-	4,900
Transfer of allowance arising from machines seized during the year	1,217	1,217
Balance as of December 31, 2024	24,940	39,585
Inventories sold or written off	(10,874)	(10,983)
Allowance for losses	11,358	7,406
Foreign exchange variation	-	5,361
Transfer of allowance arising from machines seized during the year	3,405	3,405
Balance as of December 31, 2025	28,829	44,774

The changes in the allowance for write-down of inventories to net realizable value, by inventory category, is presented below:

	Parent		Consolidated	
	12.31.2025	12.31.2024	12.31.2025	12.31.2024
Finished products	2,111	1,774	2,644	2,125
Used machinery	1,140	691	1,140	691
Work in progress	7,195	5,630	7,195	5,630
Raw materials and components	18,383	16,845	33,795	31,139
Total	28,829	24,940	44,774	39,585

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8 INVENTORY OF MACHINES HELD FOR SALE (FORMERLY RENTAL MACHINES)

The Company has "Rental machines held for sale" totaling R\$42,942 as of December 31, 2025 (R\$22,987 as of December 31, 2024), classified as current assets, referring to machines returned from rental operations.

	Parent and Consolidated
Balance as of January 1, 2024	24,910
Machines returned from rental operations	38,525
Capitalized refurbishments	10,456
Sale of machines returned from rental operations	(50,904)
Balance as of January 1, 2025	22,987
Machines returned from rental operations	56,260
Capitalized refurbishments	10,896
Sale of machines returned from rental operations	(47,201)
Balance as of December 31, 2025	42,942

9 INVESTMENTS IN SUBSIDIARIES

		12.31.2025			Ownership interest (%) 12.31.2024		
		Direct	Indirect	Noncontrolling interests	Direct	Indirect	Noncontrolling interests
1.	Romi Itália S.r.l. ("Romi Italy")	99.99	0.01	-	99.99	0.01	-
1.1	Romi Machines UK Ltd.	-	100.00	-	-	100.00	-
1.2	Romi France SAS	-	100.00	-	-	100.00	-
1.3	Romi Máquinas España S.A.	-	100.00	-	-	100.00	-
2.	Romi Europa GmbH ("Romi Europa")	100.00	-	-	100.00	-	-
2.1	Burkhardt + Weber	-	100.00	-	-	100.00	-
	Fertigungssysteme GmbH ("B+W")						
2.1.1	Burkhardt + Weber / Romi (Shanghai) Co., Ltd	-	100.00	-	-	100.00	-
3.	Rominor Comércio, Empreendimentos e Participações S.A. ("Rominor Comércio")	93.07	-	6.93	93.07	-	6.93
4.	Romi BW Machine Tools Ltd.	100.00	-	-	100.00	-	-
5.	Rominor Empreendimentos Imobiliários LTDA. ("Rominor Empreendimentos")	100.00	-	-	100.00	-	-
6.	Irsa Maquinas México S. de R. L. de C.V.	99.99	-	0.01	99.99	-	0.01
7.	Prodz Administração e Gestão de Bens Ltda	100.00	-	-	100.00	-	-

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	Subsidiary	Domicile	Main activity
1.	Romi Italia S.r.l. ("Romi Italy")	Italy	
1.1	Romi Machines UK Ltd.	United Kingdom	
1.2	Romi France SAS	France	Sale of machines for plastics and machine tools, spare parts and technical support.
1.3	Romi Máquinas España S.A.	Spain	
2.	Romi Europa GmbH ("Romi Europe")	Germany	
2.1	Burkhardt + Weber Fertigungssysteme GmbH ("B+W")	Germany	Production and sale of large tooling machinery with high technology, precision and productivity, as well as machinery for specialized applications.
2.1.1	Burkhardt + Weber / Romi (Shanghai) Co., Ltd	China	Sale of machine tools produced by B+W and provision of services (spare parts and technical support).
3.	Rominor Comércio, Empreendimentos e Participações S.A. ("Rominor")	Brazil	Real estate activity, including purchases and sales, lease of company-owned properties, exploration of real estate rights, intermediation of real estate businesses, and provisions of sureties and guarantees.
4.	Romi BW Machine Tools Ltd.	United States of America	Sale of machine tools, spare parts, technical support and cast and machined products in North America.
5.	Rominor Empreendimentos Imobiliários S.A.	Brazil	Interest in real estate ventures.
6.	Irsa Maquinas México S. de R. L. de C.V.	Mexico	Sale of machines for plastics and machine tools, spare parts and technical support.
7.	Prodz Administração e Gestão de Bens Ltda	Brazil	Granting of credit facilities to customers for machine financing and intermediation of services and businesses in general, except real estate.

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12.31.2025

	Romi Italy and subsidiaries (1)	Romi Europe and subsidiaries (2)	Rominor Comércio (3)	Romi Machine Tools (4)	Rominor Empreendimentos (5)	IRSA Máq.México (7)	Prodz (8)	Total
Investments:								
Number of shares held	(a)	(a)	6,191,156	3,000,000	78,000	1,188,000		
Ownership interest	100.0%	100.0%	93.1%	100.0%	100,0%	100.0%	100.0%	
Current assets	66,548	294,967	26,107	79,716	80,824	20,809	84,020	
Noncurrent assets	12,619	129,753	11,126	1,096	-	2,186	57,535	
Current liabilities	77,759	294,896	3,931	75,521	2,269	31,902	729	
Noncurrent liabilities	20,689	23,682	845	1,409	-	694	-	
Equity in results of subsidiaries	(19,281)	106,142	32,457	3,882	78,555	(9,601)	140,826	
Net income (loss) for the year	(15.461)	(4.085)	14.191	2.149	11.782	(1.292)	15.163	
Changes in investment balances:								
Balance as at December 31, 2024	(3,073)	108,535	30,459	1,866	66,773	(9,358)	125,663	320,865
Foreign exchange differences on foreign investments	(747)	1,692	-	(133)	-	1,049	-	1,861
Dividends proposed and paid (b)	-	-	(14,442)	-	-	-	-	(14,442)
Equity in results of subsidiaries	(15,461)	(4,085)	14,191	2,149	11,782	(1,292)	15,163	22,447
Increase/Decrease in capital in subsidiary	(19,281)	106,142	30,208	3,882	78,555	(9,601)	140,826	330,731
Balance as at December 31, 2025	-	106,142	30,208	3,882	78,555	-	140,826	359,613
Investments in subsidiaries	(19,281)	-	-	-	-	(9,601)	-	(28,882)

(a) The subsidiaries' by-laws do not provide for capital divided into quotas or shares.

(b) Dividend distribution made by the subsidiary Rominor Comércio, approved by the Board of Directors at a meeting held on February 4, 2025 and ratified at the Annual General Meeting held on March 11, 2025, authorized the distribution of profits for the year 2024. The Company received R\$10,895 from this distribution in the first quarter of 2025. Additionally, the Company received mandatory minimum dividends in the amount of R\$3,547, to be submitted for approval at the Annual General Meeting (AGM) to be held in 2026, totaling R\$14,442.



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	12.31.2024							
	Romi Italy and subsidiaries (1)	Romi Europe and subsidiaries (2)	Rominor Comércio (3)	Romi Machine Tools (4)	Rominor Empreendimentos (5)	IRSA Máq. Mexico (7)	Prodz (8)	Total
Investments:								
Number of shares held	(a)	(a)	6,191,156	3,000,000	78,000	1,188,000		
Ownership interest	100.0%	100.0%	93.1%	100.0%	100.0%	100.0%	100.0%	
Current assets	82,423	312,707	36,786	91,254	66,958	28,161	64,057	
Noncurrent assets	10,798	129,925	300	3,035	-	2,491	62,207	
Current liabilities	63,309	236,013	4,359	83,192	130	33,239	601	
Noncurrent liabilities	32,985	98,083	-	9,231	54	6,771	-	
Equity in results of subsidiaries	(3,073)	108,535	32,727	1,866	66,773	(9,358)	125,663	
Changes in investment balances:	(4,964)	(9,208)	14,527	(46)	10,631	(2,804)	9,992	
Balance as at December 31, 2023								
Foreign exchange differences on foreign investments	1,584	98,658	24,608	1,276	56,142	(4,813)	66,422	243,877
Dividends proposed and paid (b)	307	19,085	-	636	-	(1,741)	-	18,287
Equity in results of subsidiaries	-	-	(8,676)	-	-	-	-	(8,676)
Increase/Decrease in capital in subsidiary	(4,964)	(9,208)	14,527	(46)	10,631	(2,804)	9,992	18,128
Balance as at September 30, 2025	-	-	-	-	-	-	49,249	49,249
Investments in subsidiaries	(3,073)	108,535	30,459	1,866	66,773	(9,358)	125,663	320,865
Provision for equity deficit of subsidiaries	-	108,535	30,459	1,866	66,773	-	125,663	333,296
Investments:	(3,073)	-	-	-	-	(9,358)	-	(12,431)

(a) The subsidiaries' by laws do not provide for capital divided into quotas or shares.

(b) Dividend distribution made by the subsidiary Rominor Comércio, approved by the Board of Directors at a meeting held on January 30, 2024 and ratified at the Annual General Meeting held on March 12, 2024, authorized the distribution of profits for the year 2023. The Company received R\$5,041 from this distribution in the first quarter of 2024. Additionally, the Company received mandatory minimum dividends in the amount of R\$3,632, to be submitted for approval at the Annual General Meeting (AGM) to be held in 2025, totaling R\$8,676.

(c) Capital increase in the subsidiary PRODZ: as of December 31, 2024, the amount of R\$49,249 had been fully paid in.

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10 RELATED-PARTY BALANCES AND TRANSACTIONS

As of December 31, 2025 and December 31, 2024, the balances and transactions with related parties are as follows.

(i) BALANCE SHEET ACCOUNTS - PARENT

	RECEIVABLES		PAYABLES	
	12.31.2025	12.31.2024	12.31.2025	12.31.2024
Direct subsidiaries				
Romi Europe	18,080	15,048	200	244
Romi Italy	2,182	6,663	-	-
Romi BW Machine Tools	9,820	14,529	213	59
Irsa Máquinas México	22,338	20,923	17	12
Rominor Comércio	3,548	3,632	-	-
Prodz	-	-	33,082	41,429
	55,968	60,795	33,512	41,744
Indirect subsidiaries				
B+W - Burkhardt+Weber	14,851	19,491	335	130
Romi France S.A.S.	14,927	11,091	-	-
Romi Máquinas España S.A.	12,951	10,452	-	-
Romi Machines UK	16,865	9,115	13	4
	59,594	50,149	348	134
Total	115,562	110,945	33,860	41,878
Current	24,596	27,728	12,709	9,178
Noncurrent	90,966	83,217	21,151	32,700
Total	115,562	110,945	33,860	41,878

(ii) TRANSACTIONS

	Sales revenue		Operating income (expenses) and financial income(costs)	
	12.31.2025	12.31.2024	12.31.2025	12.31.2024
Romi Europe	4,646	6,468	505	636
Rominor Comércio	51	48	-	-
Rominor Empreendimentos	36	26	-	-
Romi Italy	7,615	4,702	-	-
Romi BW Machine Tools	5,457	8,450	874	781
Romi France S.A.S.	6,132	5,641	-	17
Romi Machines UK	9,108	5,047	124	61
Irsa Máquinas México	5,186	4,477	45	92
B+W - Burkhardt + Weber	12,189	9,513	-	-
Romi Máquinas España	2,905	973	-	-
Prodz	84	80	-	-
TOTAL	53,410	45,425	1,548	1,587

The main balances and transactions with related parties mentioned above relate to transactions between the Company and its subsidiaries.

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The Company carries out commercial transactions involving the supply and purchase of equipment, parts and components with certain subsidiaries, under terms and conditions agreed between the parties. The Company has no material transactions with related parties other than as disclosed above. Decisions regarding transactions between the Company and its subsidiaries are made by management.

The Company provides administrative services, primarily accounting and legal services, to its parent company Fênix Empreendimentos S.A.. Revenue recognized through December 31, 2025 amounted to R\$159 (R\$156 as of December 31, 2024).

The Company makes donations to Fundação Romi in amounts established by an agreement endorsed by the Public Prosecutor's Office. Donations recognized through December 31, 2025 totaled R\$1,265 (R\$1,204 as of December 31, 2024).

The compensation of the Company's key management personnel, which comprises its executive officers, for the years ended December 31, 2025 and 2024, is as follows:

	12.31.2025	12.31.2024
Fees and charges	11,047	8,451
Profit sharing	4,602	4,989
Private pension plan	470	428
Healthcare plan	422	390
PARENT	16,541	14,258
Fees and charges of subsidiaries	260	242
CONSOLIDATED	16,801	14,500

The amounts presented are in compliance with the limits proposed by the Board of Directors and approved at the Annual General Meeting held on March 11, 2025.

11 TAXES RECOVERABLE

Taxes and contributions recoverable are presented as follows:

	12.31.2025	12.31.2024
CURRENT		
Withholding Income Tax (IRRF)	1,820	538
Excise Tax (IPI)	2,595	3,794
Value-added Tax on Sales and Services (ICMS)	6,024	3,704
Social Integration Program (PIS)	332	127
Social Contribution on Revenues (COFINS)	1,529	585
Total Parent	12,300	8,748
Taxes recoverable of subsidiaries	9,521	9,861
Total Consolidated	21,821	18,609
NONCURRENT		
IRPJ/CS recoverable (Selic-related proceeding) (a)	47,204	62,792
Value-added Tax on Sales and Services (ICMS)	3,232	2,777
Other	25	24
Total Parent	50,461	65,593
Taxes recoverable of subsidiaries	6	6
Total Consolidated	50,467	65,599

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- a) SELIC interest on tax refunds arising from overpayments deemed exempt from income tax.
- b) On March 20, 2019, the Company filed a Writ of Mandamus seeking the recovery of taxes it believes overpaid the previous five years, on SELIC interest on tax refunds arising from overpayments deemed exempt from income tax.
- c) This matter was submitted under the general repercussion procedure on September 24, 2021. Upon ruling the Extraordinary Appeal No. 1,063,187, the Brazilian Federal Supreme Court (STF), unanimously, decided to exempt IRPJ and CSLL on SELIC interest on tax refunds arising from overpayments deemed exempt from income tax, as follows: "The levy of IRPJ and CSLL on SELIC interest on refunds for over paid taxes is unconstitutional."

Management analyzed the proceeding in light of the applicable accounting framework, focusing on two main pronouncements: (i) ICPC 22 – Uncertainty over Income Tax Treatments; and (ii) CPC 25 – Provisions, Contingent Liabilities and Contingent Assets. The analyses considered management's assessment and the advice of tax specialists concluding that ICPC 22 should be applied, since the matter relates directly to IRPJ and CSLL, i.e., income taxes.

This pronouncement requires the Company to assess whether it is "more likely than not" that the adopted tax treatment will be accepted by the tax authorities. As a general repercussion decision was issued (applying to all similar cases), the STF's recent history of modulation of effects, and the fact that the Company had filed the lawsuit prior to the STF decision, management concluded that it was more likely than not that the Company will be entitled to the tax credit at the time of the issuance of the parent company and consolidated interim financial information as of September 30, 2021. This conclusion was consistent with advice of the Company's legal advisors. Accordingly, in September 30, 2021, the Company recognized a tax assets related to the tax overpayment and adjusting the judicial deposits.

The recognition effects resulted in the following impacts on the statements of income for the third quarter of 2021: (i) financial income of R\$2.1 million; and (ii) current income tax and social contribution expense of R\$42.9 million.

Subsequently, a legal proceeding recognized the right to offset of the tax overpayments though did not address the interest accrued on the judicial deposits. As a result, ROMI filed a number of appeals, with the Superior Court of Justice (STJ – Theme 504) and, subsequently, in Direct Action of Unconstitutionality (ADI) No. 7,813, filed in April 2025 by the National Confederation of Health, which addressed the interest accrued on the judicial deposits.

In November 2025, a judicial decision dismissed ADI No. 7,813, and accordingly the recovery of interest receivable on the judicial deposits is remote; management wrote off this tax assets related to judicial deposits. This wrote off in the fourth quarter of 2025 resulted in: (i) financial expenses of R\$6.8 million; and (ii) current income tax and social contribution expense of R\$13.3 million.

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For the year ended December 31, 2025, of the balance presented under "Taxes and contributions recoverable" in non-current assets, R\$47,204 relates to this proceeding (R\$62,792 as of December 31, 2024).

As at December 31, 2025, the balance presented under "Taxes and contributions recoverable" in non-current assets, R\$66,926 relates to this matter (R\$62,792 as of December 31, 2024).

12 INVESTMENT PROPERTIES

In 2012, consistent with its plans to expand its activities in the short and medium term, management classified part of its properties under "Investment property", to hold them for capital appreciation purposes. The amounts classified as investment property total R\$13,500 (R\$13,500 as of December 31, 2024) in the Parent Company and R\$13,854 (R\$14,283 as of December 31, 2024) in the Consolidated statements.

Investment properties are measured at historical cost. For fair value disclosure purposes, the Company engaged an independent appraiser to apply the methodology established by the Brazilian Institute of Engineering Valuations and Expert Appraisals (IBAPE), and relying on market prices for similar properties, determined the fair value of these properties, net of any transaction costs, at R\$110,661 (R\$110,661 as of December 31, 2024) in the Parent Company and R\$114,318 (R\$114,318 as of December 31, 2024) in the Consolidated statements.

In April 2022, through its subsidiary Rominor Empreendimentos Imobiliários Ltda. ("Rominor Empreendimentos"), the Company launched a gated community development, Vila Romi Residence. The project is currently in its final phase and, as of December 31, 2025, has seven lots available for sale, with no significant impacts expected from this development.

On July 25, 2024, through its subsidiary Rominor Comércio, Empreendimentos e Participações S.A. ("Rominor Comércio"), the Company completed the sale of property to third parties, consisting of (i) land located at Rua Papa Pio XII, with a total area of 3,368 m² in Santa Bárbara d'Oeste, and (ii) the industrial building located at Avenida Juscelino Kubitschek de Oliveira, No. 1250, comprising 1,142.97 m² of constructed area and built on the land described in item (i). The gain on sale in the third quarter of 2024 was classified under "Other operating income, net", with an impact of R\$10,000 on operating income and R\$9,636 on net income. Payment was received in full upon execution of the deed.

In September 2025, through its subsidiary Rominor Comércio Empreendimentos e Participações S.A. ("Rominor Comércio"), in partnership with CPR4 Santa Bárbara do Oeste Empreendimento Imobiliário SPE Ltda., the Company launched the Condomínio Adara Residence real estate development, located at Rua Duque de Caxias, in Santa Bárbara d'Oeste, State of São Paulo.

The transaction provides for the sale of the land, with a minimum sales value, whereby Rominor Comércio is entitled to 12.5% of the expected Gross Sales Value (GSV). The corresponding amount was recognized in the fourth quarter of 2025 under "Other income, net" and "Trade receivables", totaling R\$12,106. The net gain on statement of income amounted to R\$11,711.

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13 PROPERTY, PLANT AND EQUIPMENT

The changes in property, plant and equipment balances are presented below:

								PARENT
	Land	Buildings and yards	Machinery and equipment	Furniture and fixtures	Vehicles	Information technology	Construction in progress	TOTAL
Cost								
Balance as of January 1, 2024	3,997	218,601	534,131	13,091	4,579	37,100	22,826	834,325
Additions	-	1,418	45,973	644	1,013	538	99,187	148,773
Disposals	-	-	(66,187)	(59)	(158)	(196)	-	(66,600)
Transfers to Inventory of rental machines held for sale	-	-	(22,987)	-	-	-	-	(22,987)
Transfers	-	1,960	101,300	-	-	-	(103,260)	-
Balance as of December 31, 2024	3,997	221,979	592,230	13,676	5,434	37,442	18,753	893,511
Additions	-	171	47,012	1,108	770	1,197	126,687	176,945
Disposals	-	-	(64,152)	(5)	-	(9)	-	(64,166)
Transfers to Inventory of rental machines held for sale	-	-	(19,955)	-	-	-	-	(19,955)
Transfers	-	504	109,470	-	-	-	(109,974)	-
Balance as of December 31, 2025	3,997	222,654	664,605	14,779	6,204	38,630	35,466	986,335
Accumulated depreciation								
Balance as of January 1, 2024	-	135,693	265,637	8,822	4,050	33,656	-	447,858
Depreciation (i)	-	6,401	39,041	591	237	1,357	-	47,627
Disposals	-	-	(14,474)	(59)	(157)	(195)	-	(14,885)
Balance as of December 31, 2024	-	142,094	290,204	9,354	4,130	34,818	-	480,600
Depreciation (i)	-	6,480	48,385	624	682	1,208	-	57,379
Disposals	-	-	(16,076)	(5)	-	(6)	-	(16,087)
Transfers	-	-	-	-	-	-	-	-
Balance as of December 31, 2025	-	148,574	322,513	9,973	4,812	36,020	-	521,892
Useful lives		25 and 10 years	10 and 15 years	10 years	5 years	5 years		
Net property, plant and equipment								
Balance as of January 1, 2024	3,997	82,908	268,494	4,269	529	3,444	22,826	386,467
Balance as of December 31, 2024	3,997	79,885	302,026	4,322	1,304	2,624	18,753	412,911
Balance as of December 31, 2025	3,997	74,080	342,092	4,806	1,392	2,610	35,466	464,443



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	CONSOLIDATED							
	Land	Buildings and yards	Machinery and equipment	Furniture and fixtures	Vehicles	Information technology	Construction in progress	TOTAL
Cost								
Balance as of January 1, 2024	29,464	277,331	574,299	33,005	15,348	37,186	28,085	994,718
Additions	-	3,475	45,951	2,241	4,499	1,346	97,238	154,750
Disposals	-	(2,245)	(66,187)	(59)	(158)	(196)	-	(68,845)
Transfers to Inventory of rental machines held for sale	-	-	(22,987)	-	-	-	-	(22,987)
Transfers	-	1,960	101,300	-	-	-	(103,260)	(0)
Foreign exchange variation	5,167	9,893	4,645	959	(2,702)	(360)	1,000	18,602
Balance as of December 31, 2024	34,631	290,414	637,021	36,146	16,987	37,976	23,063	1,076,238
Additions	-	162	48,888	2,599	1,236	958	132,139	185,982
Disposals	-	-	(64,887)	(396)	(66)	(9)	(1,020)	(66,378)
Transfers to Inventory of rental machines held for sale	-	-	(19,955)	-	-	-	-	(19,955)
Balance as of December 31, 2024	-	504	109,454	1	(5)	-	(109,954)	-
Foreign exchange variation	36	(240)	25	40	265	2	(10)	118
Balance as of December 31, 2025	34,667	290,840	710,546	38,390	18,417	38,927	44,218	1,176,005
Accumulated depreciation								
Balance as of January 1, 2024	-	161,085	310,758	24,665	10,966	32,565	-	540,039
Depreciation (i)	-	9,062	41,716	2,500	874	1,737	-	55,889
Disposals	-	-	(14,723)	(59)	(157)	(195)	-	(15,134)
Foreign exchange variation	-	(194)	(1,549)	(180)	(20)	(33)	-	(1,976)
Balance as of December 31, 2024	-	169,953	336,202	26,926	11,663	34,074	-	578,818
Depreciation (i)	-	12,815	48,665	1,253	2,971	1,201	-	66,905
Disposals	-	-	(16,076)	(5)	(125)	(6)	-	(16,212)
Balance as of December 31, 2025	-	182,768	368,791	28,174	14,509	35,269	-	629,511
Useful lives	-	25 and 10 years	10 and 15 years	10 years	5 years	5 years	-	
Net property, plant and equipment								
Balance as of January 1, 2024	29,464	116,246	263,541	8,340	4,382	4,621	28,085	454,679
Balance as of December 31, 2024	34,631	120,461	300,819	9,220	5,324	3,902	23,063	497,420
Balance as of December 31, 2025	34,667	108,072	341,755	10,216	3,908	3,658	44,218	546,493

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Depreciation expense was R\$57,379 (2024 – R\$47,627) of which R\$53,982 (2024 – R\$44,430) was recognized in profit or loss under "Cost of products and services sold", R\$1,438 (2024 – R\$1,065) under "Selling expenses", R\$1,325 (2024 – R\$1,538) under "General and administrative expenses", and R\$634 (2024 – R\$594) under "Research and development" – Parent Company.

Depreciation expense was R\$66,905 (2024 – R\$55,889) of which R\$54,578 (2024 – R\$44,493) was recognized in profit or loss under "Cost of products and services sold", R\$2,016 (2024 – R\$1,627) under "Selling expenses", R\$9,707 (2024 – R\$9,219) under "General and administrative expenses", and R\$604 (2024 – R\$550) under "Research and development" – Consolidated.

Property, plant and equipment pledged as collateral

Under the financing agreements with BNDES, an amount of R\$58,534 as of December 31, 2025 (R\$60,603 as of December 31, 2024) of property, plant and equipment is pledged as collateral. These items consist entirely of land, buildings, installations, machinery and equipment.

Machines allocated to the machine rental business

The Company's self-manufactured machines allocated to the machine rental business, a solution launched in the third quarter of 2020, represented investments of R\$112,919 in 2025 (R\$113,387 in 2024) and depreciation of R\$26,017 (R\$18,336 as of December 31, 2024).

The changes in the balance of this category of machines is as follows:

	Parent and Consolidated
Balance as of January 1, 2024	107,422
Additions	113,387
Depreciation	(18,336)
Machines returned from rental operations	(38,525)
Balance as of December 31, 2024	163,948
Additions	112,919
Depreciation	(26,017)
Machines returned from rental operations	(56,260)
Balance as of December 31, 2025	194,590

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Impairment

For the year ended December 31, 2025, management assessed each business segment (Note 22) and concluded that:

- i) Romi Machines: There are no indications that would require impairment testing and, consequently, no need to recognize an impairment provision for property, plant and equipment and intangible assets.
- ii) Burkhardt + Weber Machines: See considerations in Note 13 (i).

Castings and Machined Parts: Reflecting the economic performance of this cash-generating unit for the year ended December 31, 2025, management concluded that, at that date, there were indications that the assets might be impaired. Accordingly, management prepared a valuation report, with the support of a specialized firm, in order to determine the fair value less costs of disposal of the property, plant and equipment of this segment and compared it to the carrying amount (Note 22).

For land, buildings and constructions, the fair value less costs of disposal was determined using the market data comparison approach applying statistical inference. This was carried out using specialized software and based on data sourced from the local real estate market, in accordance with specific levels of precision and support.

To determine the basic unit market value, a survey was conducted of the local real estate market and related sources, comparing similar properties offered or transacted, taking into account the specific characteristics of the property under evaluation.

With respect to buildings and improvements, the reproduction or replacement cost of similar constructions was considered, based on project specifications or official standard costs, including adjustments for additions or reductions, as well as the respective depreciation, considering the condition of conservation observed during technical inspections.

In determining the value of the buildings, the materials used, construction standards and specific characteristics were taken into account. All information contained in the valuation reports complies with ABNT standard NBR 14.653.

Management concluded that the property, plant and equipment is recoverable and that there is no need to recognize an impairment provision for the assets of this segment as of December 31, 2025.

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14 INTANGIBLE ASSETS

The changes in intangible assets is presented below:

	PARENT			CONSOLIDATED				
	Technology	Other	Total	Technology	Customer relationships	Brand	Other	Total
Cost								
Balance as of January 1, 2024	563	6,790	7,353	35,766	26,017	31,283	8,033	101,099
Additions	-	-	-	26	-	-	-	26
Foreign exchange variation	-	-	-	4,728	2,160	2,254	281	9,423
Balance as of December 31, 2024	563	6,790	7,353	40,520	28,177	33,537	8,314	110,548
Additions	8	-	8	23	-	-	-	23
Foreign exchange variation	-	-	-	136	50	(202)	-	(16)
Balance as of December 31, 2025	571	6,790	7,361	40,679	28,227	33,335	8,314	110,554
Accumulated amortization								
Balance as of January 1, 2024	328	6,385	6,713	34,488	14,229	-	8,020	56,737
Amortization	9	294	303	2,553	1,876	-	294	4,723
Balance as of December 31, 2024	337	6,679	7,016	37,041	16,105	-	8,314	61,460
Amortization	206	-	206	1,649	1,532	-	-	3,181
Balance as of December 31, 2025	543	6,679	7,222	38,690	17,637	-	8,314	64,641
Useful lives	5 years	5 years		5 to 20 years	20 years	Indefinite	5 years	
Net intangible assets								
Balance as of January 1, 2024	235	405	640	1,278	11,788	31,283	13	44,362
Balance as of December 31, 2024	226	111	337	3,477	12,072	33,537	-	49,086
Balance as of December 31, 2025	28	111	139	1,988	10,590	33,335	-	45,913

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On December 22, 2011, the Company approved the acquisition of all shares of B+W (Burkhardt + Weber Fertigungssysteme GmbH) through its direct subsidiary Romi Europa GmbH. Accordingly, at the acquisition date, the purchase price was measured and allocated to the following identifiable intangible assets:

(a) Technology: Refers to the know-how of products and processes that are technologically viable and provide competitive advantages in terms of product quality and efficiency, with amortization periods ranging from 5 to 20 years.

(b) Order backlog (customer order book): Refers to customer purchase orders outstanding at the acquisition date, which has been fully amortized.

(c) Customer relationships: Refers to contractual rights arising from: (i) historical relationships with customers; and (ii) the probability of generating new business in the future, with a 20-year amortization period.

(d) Brand: Refers to the rights to use the B+W (Burkhardt + Weber Fertigungssysteme) brand, associated with high-technology products, with an indefinite useful life and therefore not subject to amortization.

The amount of R\$206 (2024 – R\$303) related to amortization expense, of which R\$9 (2024 – R\$11) was recognized in profit or loss under "Cost of products and services sold", R\$154 (2024 – R\$138) under "General and administrative expenses" and R\$43 (2024 – R\$154) under "Research and development" – Parent Company.

The amount of R\$3,181 (2024 – R\$4,724) related to amortization expense, of which R\$37 (2024 – R\$11) was recognized in profit or loss under "Cost of products and services sold", R\$2,829 (2024 – R\$4,420) under "Selling expenses", R\$200 (2024 – R\$138) under "General and administrative expenses" and R\$115 (2024 – R\$155) under "Research and development" – Consolidated.

For the year ended December 31, 2025, Management assessed each business segment (Note 22) through impairment testing and concluded that there were no indications requiring the recognition of impairment provisions for property, plant and equipment and intangible assets.

i) Impairment test for intangible assets with indefinite useful life

The Company performs an annual impairment test at the reporting date (or whenever adverse events or circumstances occur) for intangible assets with indefinite useful lives, in order to assess whether events or changes in economic, operational or technological conditions indicate potential impairment. If such evidence is identified and the carrying amount exceeds the recoverable amount, an impairment loss is recognized to adjust the carrying amount to its recoverable amount.

The recoverable amount of an asset or cash-generating unit (CGU) is defined as the higher of its value in use and its fair value less costs of disposal. The Company uses value in use as the basis for determining the recoverable amount.

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Cash flow projections used to determine value in use were prepared for a ten-year period. Management considered this period appropriate based on its past experience in preparing future cash flow projections and, particularly, due to the fact that returns in the capital goods industry typically exceed five years.

The value in use calculation is primarily affected by the following assumptions:

- a) Revenue growth and, consequently, future cash flow growth: This is based on available macroeconomic projections. Given the unpredictable nature of sales volumes in the capital goods segment, the historical performance of each revenue group (machines, parts and services, and retrofits) was also considered. Due to the normal volatility of the global economy and the high unpredictability of this economic activity, the Company adopted a compound annual growth rate (CAGR) of 0.8% for calculation purposes. These forward-looking statements are subject to risks and uncertainties, based on management's estimates and assumptions and information currently available to the Company. These are not guarantees of performance, as they involve risks, uncertainties and assumptions and depend on circumstances that may or may not occur, many of which are beyond ROMI's ability to control.
- b) Gross margins and operating and financial expenses: The Company maintained in its future cash flow projections levels similar to those observed in the recent past. Operating expenses (OPEX) represented 17.4% of revenue in year 1 and 20.3% in year 10.
- c) Discount rate: The discount rate calculation is based on circumstances specific to the Company and was determined using the weighted average cost of capital (WACC), equivalent to a pre-tax rate of 10.1%.

Finally, the Company performed sensitivity analyses of the impairment test for reasonably possible changes in the key assumptions used. The recoverable amount was compared with the carrying amount of the assets comprising the Burkhardt + Weber Machines CGU. Based on this analysis and the application of the assumptions described above to the discounted cash flows used to assess the recoverability of the brand intangible asset, Management concluded that there was no need to recognize an impairment loss for this CGU.

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15 FINANCINGS

The changes in loans and financings is presented below:

Modalidade	Current		Non-current		Maturity	Principal amortization	Financial charges	Collateral	Total
	2025	2024	2025	2024					
FINEP Project (a)	21,184	275	125,158	146,018	Jun-2030	Monthly	TR + 3.30 p.a.	Bank guarantee	146,342
Export Financing (NCE) (b)	6,864	1,513	27,509	35,355	Mar-2026 to Aug-2026	Single installment	Interest at 5.7% p.a.	Guarantee by Rominor Empreendimentos and Rominor Comércio	34,373
Export Financing (NCE) (c)	24,832	53	91,141	49,255	Sep-2026 to Dec-2027	Single installment	Interest at 3.949% p.a. to 4.07% p.a.	Guarantee by Rominor Empreendimentos	115,972
Export Financing (NCE)	-	12,945	-	-	Mar-2025	Single installment	Interest at 2.03% p.a.		-
BNDES Export Financing	9,963	-	17,606	-	Apr-2028	Monthly	Interest at 4.8678% p.a.	Covenants	27,569
BNDES Brasil Soberano Emergency Credit – Diversification Working Capital (g)	381	-	200,000	-	Dec-2030	Monthly	Interest at 3.53% p.a.	Covenants	200,381
Export ACC (d)	-	37,159	-	-	Jan-2025 to Mar-2025	Single installment	Interest at 4.63% p.a. to 4.68% p.a.	Guarantee by Rominor Comércio	-
BNDES Export Financing – Line 4.0	15,707	15,734	15,508	31,017	Dec-2027	Monthly	SELIC rate + 0.75% p.a. (252 days)	Covenants	31,215
PARENT COMPANY	78,930	67,679	476,922	261,645					555,852
B+W – Financing for construction of technology and administrative center (e)	1,792	2,276	895	2,673	Jun-2027	Quarterly	2.40% p.a.	Property, plant and equipment (Building)	2,688
B+W – Itaú Loan Agreement (e)	22,638	45,041	-	22,520	Mar-2025 to Jun-2026	Single installment	Interest at 5.15% p.a. to 5.70% p.a.	Guarantee by Romi S.A.	
BNDES EXIM POST-SHIPMENT – SUPPLIER CREDIT MODALITY (f)	26,450	32,152	3,655	30,421	Sep-2027	Semiannual	Interest at 1.231415% p.a. to 3.3661% p.a.	Guarantee by Romi S.A.	30,105
CONSOLIDATED	129,809	147,148	481,473	317,259					588,644

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(a) In May 2023, the Company contracted a loan from Financiadora de Estudos e Projetos ("FINEP") under the "Innovation for Competitiveness" credit line, intended to fund product and process innovation projects. The main terms are as follows: total amount of up to R\$146,018, with annual disbursements, the first tranche of up to R\$84,000 and the second of up to R\$62,018; financial cost based on the TR (Reference Rate), plus a 3.3% p.a. FINEP spread and a 0.99% Inspection and Supervision Fee; collateral provided through a bank guarantee; total term of 84 months, including a 36-month grace period for the first installment and 48 months for principal repayment, counted from the execution date of the agreement between the Company and FINEP. This borrowing is not subject to financial or non-financial restrictive covenants.

(b) On March 12, 2024, the Company's Board of Directors authorized the contracting of a financing facility with China Construction Bank (Brasil) Banco Múltiplo S.A., in the amount of up to US\$6 million, with a term of up to two years and an effective interest rate of up to 5.7% per annum (equivalent to a nominal rate of 5.79% per annum).

(c) On December 10, 2024, the Company's Board of Directors approved a loan under the BNDES program "Mais Inovação – Aquisição de Bens Inovadores," aimed at enabling financing to the Company's customers for the acquisition of its products, in the total amount of R\$100,000. The loan accrues interest based on the TR (Reference Rate), plus a BNDES spread, and is secured by a mortgage over properties owned by the Company, registered under numbers 34,310 and 69,544 at the Real Estate Registry Office of Santa Bárbara d'Oeste, SP, in accordance with the terms and conditions approved by the BNDES Credit and Operations Committee in Decisions CCOp No. 183/2024 – BNDES and No. 52/2024 – FINAME, both dated November 12, 2024.

(d) On March 12, 2024, the Company's Board of Directors authorized the contracting of a financing facility with Banco do Brasil S.A., in the amount of up to €5 million, with a term of up to one year and an effective interest rate of up to 4.7% per annum, guaranteed by Rominor Comércio Empreendimentos e Participações S.A.

(e) In June 2023, the subsidiary Burkhardt + Weber Fertigungssysteme GmbH ("B+W") entered into a financing agreement with Itaú Unibanco S.A. (Nassau Branch) in the amount of €3.5 million (equivalent to R\$18,910 at current exchange rates), with a three-year term and guaranteed by the Company. The loan bears fixed interest of 5.7% per annum, payable quarterly. This borrowing is not subject to financial or non-financial restrictive covenants. In September 2024, B+W entered into a financing agreement with Itaú BBA Europe, S.A. (Luxembourg Branch) in the amount of €3 million, with a six-month term, guaranteed by the Company, bearing financial charges of 5.15%. In October 2024, B+W entered into another financing agreement with Itaú BBA Europe, S.A. (Luxembourg Branch) in the amount of €4 million, with a term of up to one year, guaranteed by the Company, bearing financial charges of up to 5.25% per annum.

(f) On March 29, 2022, the Company's Board of Directors authorized the contracting of a financing facility with BNDES Exim Post-Shipment Goods (Supplier Credit modality), to finance the Company's production for export to its subsidiaries, pursuant to Decisions CCOp_06/2022 – FINAME and CCOp_20/2022 – BNDES. The amounts are equivalent to up to: (i) US\$8,000,

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(g) at a financial cost based on LIBOR fixed at 2.2661% per annum, plus a 1.1% per annum spread and a 0.5% flat fee deducted upon disbursement; and (ii) €10,000, at a financial cost based on the "Euro Area Yield Curve" fixed at 0.131415% per annum, plus a 1.1% per annum spread and a 0.5% flat fee deducted upon disbursement. Both facilities have (a) a four-year term, with semiannual payments and first principal installment due in the 12th month from shipment or consolidation of shipments, and (b) a corporate guarantee provided by the Company for the full amount of the debt, through endorsement (or assignment of receivables), with right of recourse in favor of BNDES or FINAME, as applicable, over credit instruments representing payment for exports.

(h) On December 4, 2025, the Company's Board of Directors authorized the contracting of financing under the BNDES program "Brasil Soberano Crédito Emergencial – Giro Diversificação," aimed at supporting financing of the Company's production for export, in the amount of up to R\$200 million, with maturity up to December 31, 2030, and an interest rate of 3.53% per annum.

This borrowing is subject to the following covenants: Net Debt/EBITDA ratio less than or equal to 3.75, to be calculated at the end of the fiscal year ending December 31, 2026; restriction on distribution of accumulated profits during 2025–2027, subject to Article 45, items (a) and (b), and sole paragraph of the Company's Bylaws, which allow that, in the fiscal year in which the allocation of profits complies with the Bylaws, any remaining profit may be distributed as dividends, subject to applicable legal and statutory provisions; and the obligation to maintain or increase employment levels in accordance with the criteria defined in the agreement.

	Parent			Consolidated		
	Local Currency	Foreign Currency	Total	Local Currency	Foreign Currency	Total
Balance of borrowings as of December 31, 2023	212,429	69,368	281,797	212,429	180,942	393,371
New borrowings	62,121	108,098	170,219	62,066	126,316	188,382
Principal repayments	(70,856)	(68,706)	(139,562)	(70,856)	(144,540)	(215,396)
Interest payments	(13,765)	(1,529)	(15,294)	(13,765)	(3,287)	(17,052)
Exchange and charges variation (principal and interest)	-	15,921	15,921	-	63,455	63,455
Interest accrued at year-end	13,037	3,206	16,243	13,037	3,566	16,604
Revolving credit variation (net)	-	-	-	-	35,043	35,043
Balance of borrowings as of December 31, 2024	202,966	126,358	329,324	202,911	261,496	464,407
New borrowings	200,000	92,575	292,575	200,000	92,575	292,575
Principal repayments	(15,508)	(46,671)	(62,180)	(15,508)	(59,435)	(74,943)
Interest payments	(22,732)	(5,124)	(27,856)	(22,732)	(5,424)	(28,155)
Exchange and charges (principal and interest)	-	4,813	4,813	-	(17,383)	(17,383)
Interest accrued at year-end	13,197	5,978	19,176	13,197	7,080	20,277
Revolving credit variation (net)	-	-	-	-	(45,495)	(45,495)
Balance of borrowings as of December 31, 2025	377,923	177,929	555,852	377,868	233,414	611,282
Current	37,257	41,673	78,930	37,257	92,552	129,809
Non-current	340,666	136,256	476,922	340,666	140,807	481,473
	377,923	177,929	555,852	377,923	233,359	611,282

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The maturities of borrowings recorded under non-current liabilities as of December 31, 2025, for both the Parent Company and the Consolidated financial statements, are as follows:

	Parent	Consolidated
2027	233,122	233,122
2028	90,160	94,710
2029	85,760	85,760
2030 onwards	67,880	67,881
Total	476,922	481,473

Restrictive contractual clauses ("covenants")

The Company frequently enters into financing agreements with both private and public financial institutions. Among the financing agreements currently in force, the following BNDES agreements contain restrictive covenants:

- (i) On April 28, 2020, the Company was authorized to enter into the BNDES Exim Pre-shipment financing facility;
- (ii) On March 29, 2022, the Company entered into the BNDES Exim Post-shipment Goods financing facility (Supplier Credit modality);
- (iii) In December 2022, the Company entered into the BNDES Exim Pre-shipment financing facility for accredited 4.0 goods;
- (iv) On December 4, 2025, the Company was authorized to enter into the BNDES "Brasil Soberano Crédito Emergencial – Giro Diversificação" financing facility.

Under the four agreements executed, contractual clauses were established requiring compliance with the following covenant: (i) the Consolidated Audited Financial Ratio (Net Debt / EBITDA) must be less than or equal to 3.75, calculated based on the consolidated results accumulated over the last 12 months, as reported in the most recent Standardized Financial Statements or Quarterly Information.

The agreement executed in 2025 also includes the following covenants: (i) restriction on the distribution of retained earnings during 2025–2027, subject to the provisions of Article 45, items (a) and (b), and as per the Company's Bylaws indicating that any remaining profit may be distributed as dividends, subject to applicable legal and statutory provisions; and (ii) obligation to maintain or increase employment levels in accordance with the criteria set forth in the agreement.

As of December 31, 2025, the Company was in full compliance with all restrictive covenants under the agreements to which it is a party.

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16 FINANCINGS – FINAME MANUFACTURER

**Parent and
Consolidated**

Balance of FINAME borrowings	
Balance of FINAME borrowings as of December 31, 2023	391,810
New borrowings	195,986
Principal repayments	(168,991)
Interest payments	(27,947)
Interest accrued at year-end	219
Balance of FINAME borrowings as of December 31, 2024	391,077
New borrowings	217,818
Principal repayments	(174,014)
Interest payments	(23,746)
Interest accrued at year-end	(951)
Balance of FINAME borrowings as of December 31, 2025	410,184
Current	
FINAME Manufacturer	156,283
Non-current	
FINAME Manufacturer	253,901
	410,184

FINAME Manufacturer financing agreements are secured by promissory notes and guarantees, with the subsidiary Rominor acting as the primary guarantor. The outstanding balances are directly related to the balances recorded under "Amounts receivable – FINAME Manufacturer on-lending" (Note 5), since the financing transactions are directly linked to sales to specific customers. The contractual terms related to financed amounts, charges and maturities under the program are fully passed on to the financed customers, and the monthly collections arising from "Amounts receivable – FINAME Manufacturer on-lending" are fully used to amortize the related financing agreements. Accordingly, the Company acts as an intermediary in transferring funds to the intervening banks in the financing transactions, being the primary obligor under these arrangements.

The balances recorded under "Borrowings – FINAME Manufacturer" and, consequently, under "Amounts receivable – FINAME Manufacturer on-lending" as of December 31, 2025 and December 31, 2024 were updated and interest accrued through the balance sheet dates. The difference between these balances, amounting to R\$23,871 as of December 31, 2025 (R\$35,097 as of December 31, 2024), relates to overdue receivables, ongoing renegotiations due to default, and transactions not yet released by the agent bank. Management believes there is no realization risk associated with these amounts receivable, beyond the allowance for doubtful accounts already recorded, as these amounts are secured by the machines sold as collateral.

The maturities of FINAME Manufacturer borrowings are as follows:

**Parent and
Consolidated**

2027	116,070
2028	85,989
2029	39,470
2030 onwards	12,372
Total	253,901

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17 PROVISION FOR TAX, LABOR AND CIVIL CONTINGENCIES

Management, seeks advice from its legal advisors to classified the risk of loss for contingencies. The probable risk of loss amounts are included in the provisions below:

	Parent		Consolidated	
	12.31.2025	12.31.2024	12.31.2025	12.31.2024
Tax	143	150	143	150
Civil	3,070	2,743	4,780	2,797
Labor	5,232	3,425	5,232	3,425
Total	8,445	6,318	10,155	6,372
Current liabilities	7,947	5,921	9,657	5,921
Non-current liabilities	498	397	498	451
	8,445	6,318	10,155	6,372

For legal proceedings classified as probable losses including cases under judicial discussion challenging rights under the Constitution, the changes in the provisions are presented below:

	12.31.2024	Additions	Utilizations / reversals	Accrued interest and foreign variation	12.31.2025
Tax	150	-	(7)	-	143
Civil	2,743	6	(24)	345	3,070
Labor	3,426	5,913	(5,773)	1,666	5,232
Total – Parent	6,319	5,919	(5,804)	2,011	8,445
Lawsuits in subsidiaries	54	1,657	-	-	1,711
Total – Consolidated	6,372	7,576	(5,804)	2,011	10,155

As at December 31, 2025, the nature of the main proceedings, classified by management, based on the advice of its legal advisors, as involving probable risk of loss or constituting a legal obligation, is as follows:

(a) Civil proceedings

These refer to civil proceedings in which the Company is the defendant, mainly related to claims for: (i) revision/termination of contracts; (ii) damages; and (iii) annulment of protest of notes with losses and damages, among others.

(b) Labor claims

The Company has recorded a provision for contingencies for labor claims in which it is the defendant, mainly related to claims for: (i) differences in overtime and related effects; (ii) health hazard premium/hazardous duty premium; (iii) damages for work-related accident/disease; and (iv) joint liability over outsourced companies, among others.

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(c) Judicial deposits

The Company has judicial deposits totaling R\$19,549 as at December 31, 2025 (R\$12,131 as at December 31, 2024), of various natures, classified in non-current assets, related to remote or possible proceedings, the more significant of which are addressed in item (d).

Of the total amount of R\$19,549, the Company made a judicial deposit of R\$10,072 on August 31, 2021, including interest totals R\$14,999 to December 31, 2025, related to ICMS included in the tax basis of PIS and COFINS. Although a final and unappealable decision was rendered on February 21, 2019, the Brazilian Federal Revenue Service decided to verify on September 2, 2020 whether the tax credits recognized through the DCTF referred to PIS and COFINS effectively calculated on ICMS included in the respective calculation bases. Tax notices were served requesting the presentation of several accounting documents.

After analysis, the Brazilian Federal Revenue Service advised the Company that it considered, the calculation of PIS and COFINS as it relates to ICMS on sales invoices for goods and services, should not have been included in the bases for contributions. As a result, it concluded that part of the PIS and COFINS tax recoverable as declared in the DCTFs related to the writ of mandamus did not effectively correspond to the ICMS as displayed on the invoices, and a collection notice was issued requiring payment of such amounts.

After a detailed analysis of such assessment, the Company concluded that the Brazilian Federal Revenue Service had made several errors in its calculation of PIS and COFINS. The Company was required to make a the judicial deposit to be able to file a petition for Annulment Action.

As at December 31, 2022, under the advice of its legal advisors, this proceeding was classified as a possible risk of loss. As at December 31, 2025, management reassessed the matter and concluded that there are no facts or factors that would change the conclusion previously reached at the time of issuance of the financial statements.

(d) Proceedings classified as possible losses – assets and liabilities

Proceedings classified as involving possible risk of loss of a tax, civil and labor nature are similar to those described above. Management believes that the outcome of the proceedings in progress will not result in cash outflows exceeding the amounts recorded in the provision. The more significant cases refers to two tax proceedings that ceased to be classified as possible and are now classified as remote.

**Management's Notes to the Individual and Consolidated Financial Statements
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(In thousands of Brazilian Reais, unless otherwise stated)

Management, under the advice of its legal advisors, classified tax, civil and labor proceedings involving risks of loss considered possible, for which no provision has been recorded, as estimated as estimate below:

	12.31.2025	12.31.2024
Tax		
Disallowance of PIS and COFINS tax assets	15,239	15,156
Social security contribution credit on profit distribution to Management	-	4,186
Negative balance of IRPJ and CSLL	2,968	3,080
Disallowance of IPI tax credits	-	6,686
ICMS tax credit	-	178
Tax assessment notice related to the additional Contribution of Work-Related Disability resulting from Environmental Labor Risks ("GILRAT")	2,266	-
Exclusion of the IPI tax incentive credit from the IRPJ and CSLL calculation bases	2	-
Labor		
Losses and damages	17,563	15,591
Labor	4,865	3,599
Total – Parent and Consolidated	42,903	137,771

Of the tax proceedings classified as liabilities for which Management considers there to be uncertain tax treatment:

IRPJ and CSLL on Interest on Equity (JCP) – 2019: This refers to a tax assessment notice issued by the Brazilian Federal Revenue Service to require IRPJ and CSLL credits related to the 1st, 3rd and 4th quarters of 2019, allegedly due to the calculation and deduction of Interest on Equity (JCP) expenses in an amount exceeding that permitted by tax legislation, as a result of using profits from prior years that had not been distributed at the time they were recognized.

According to the Company's legal advisors, the likelihood of loss was revised from "possible" to "remote" in 2025, as the deductibility of JCP paid based on profits from prior years is recognized by the jurisprudence of the Superior Court of Justice (STJ): (i) Special Appeal (REsp) No. 1,086,752; (ii) REsp No. 1,955,120; (iii) REsp No. 1,946,363; (iv) Interlocutory Appeal in Special Appeal (AREsp) No. 1,790,130; (v) REsp No. 1,941,263; (vi) REsp No. 1,944,892; and (vii) REsp No. 1,978,515.

Although the likelihood of loss in the administrative litigation remains possible, when considering the possibility of appealing the decision to the Judiciary and the precedents mentioned above, the effective risk of future cash outflows is considered remote. The enforceability of the tax credit under discussion, which, when updated, totals R\$21,352, will remain suspended while the administrative appeal is pending judgment.

IRPJ and CSLL on Interest on Equity (JCP) – 2020: This refers to a tax assessment notice issued by the Brazilian Federal Revenue Service to require IRPJ and CSLL credits related to the 1st, 3rd and 4th quarters of 2020, allegedly due to the calculation and deduction of Interest on Equity (JCP) expenses in an amount exceeding that permitted by tax legislation, as a result of using profits from prior years that had not been distributed at the time they were recognized.

Management's Notes to the Individual and Consolidated Financial Statements As of December 31, 2025

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According to the Company's legal advisors, the likelihood of loss was revised from "possible" to "remote" in 2025, considering that the deductibility of JCP paid based on profits from prior years is recognized by the jurisprudence of the Superior Court of Justice (STJ): (i) Special Appeal (REsp) No. 1,086,752; (ii) REsp No. 1,955,120; (iii) REsp No. 1,946,363; (iv) Interlocutory Appeal in Special Appeal (AREsp) No. 1,790,130; (v) REsp No. 1,941,263; (vi) REsp No. 1,944,892; and (vii) REsp No. 1,978,515.

Although the likelihood of loss in the administrative litigation remains possible, when considering the possibility of appealing the decision to the Judiciary and the precedents mentioned above, the effective risk of future cash outflows is considered remote. The enforceability of the tax credit under discussion, including accrued interest totals R\$76,073, will remain suspended while the administrative appeal is pending judgment. Management believes that it is more likely than not that the tax authorities will accept this tax treatment.

18 INCOME TAX AND SOCIAL CONTRIBUTION

Income tax is calculated based on taxable profit at the rate of 15%, plus a 10% surtax on taxable income exceeding R\$240 in the year, and social contribution is calculated at the rate of 9% on taxable profit, except for the subsidiaries Rominor Comércio, Rominor Empreendimentos and Prodz, for which income tax and social contribution are calculated based on the presumed tax regime. Subsidiaries outside Brazil follow tax regulations in their local jurisdictions. The reconciliation of the statutory to the effective tax rates is as follows:

	Parent		Consolidated	
	2025	2024	2025	2024
Profit before income tax and social contribution	101,005	117,579	107,668	121,320
Combined statutory rate	34%	34%	34%	34%
Nominal income tax and social contribution expense at the statutory rate	(34,342)	(39,977)	(36,607)	(41,249)
Interest on equity benefit	22,808	25,478	22,808	25,478
SELIC interest case	(487)	1,678	(487)	1,678
Reversal – SELIC interest case (Note 10)	(13,366)	-	(13,366)	-
Research and development ("Lei do Bem" – Law No. 11,196/05)	4,439	4,172	4,439	4,172
Equity in earnings of subsidiaries	7,632	6,164	-	-
Tax loss carryforwards not recorded as deferred tax assets	-	-	(6,201)	(3,405)
Management profit sharing	(1,877)	(1,696)	(1,877)	(1,696)
Difference in rate and/or tax regime	-	-	10,476	8,500
Others	(699)	485	(683)	166
Current and deferred income tax and social contribution expense	(15,892)	(3,696)	(21,498)	(6,356)
Current	(17,414)	(5,566)	(24,690)	(11,947)
Deferred	1,522	1,870	3,192	5,591
Total	(15,892)	(3,696)	(21,498)	(6,356)
Combined effective rate	16%	3%	20%	5%

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The amounts presented in the parent company and consolidated financial statements mainly reflect the differences between the income tax and social contribution calculation bases under the taxable profit method and the presumed tax income regime. Rominor Comércio, Rominor Empreendimentos and Prodz have elected to use the presumed tax income regime for the periods presented.

Additionally, the amounts reflect the non-recognition of deferred income tax and social contribution on tax loss carryforwards of foreign subsidiaries, except for B+W, for which deferred tax assets were recognized based on Management's assessment of the likelihood of realization.

The of current and deferred income tax and social contribution expense for the year is presented below:

	Parent		Consolidated	
	2025	2024	2025	2024
Current	(17,414)	(5,567)	(24,690)	(11,947)
Deferred	1,522	1,871	3,192	5,591
Total	(15,892)	(3,696)	(21,498)	(6,356)

Management's Notes to the Individual Parent Company and Consolidated Financial Statements
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	2025				2024			
	Temporary differences	Income tax	Social contribution	Total	Temporary differences	Income tax	Social contribution	Total
Assets (i):								
Inventory – slow mo	28,829	7,194	2,595	9,789	24,940	6,222	2,245	8,467
Repossessed machines	9,586	2,392	863	3,255	4,078	1,017	367	1,384
Tax loss carryforwards	-	-	-	-	880	-	79	79
Present value adjustments – customers and suppliers	1,420	354	128	482	1,035	258	93	351
Provision for tax, labor and civil contingencies	8,445	2,107	760	2,867	6,318	1,539	555	2,094
Conditional commissions	646	161	58	219	1,042	260	94	354
Management profit sharing	5,522	-	497	497	4,787	-	431	431
Other temporary tax differences	934	461	84	545	8,609	2,185	787	2,972
Liabilities (ii):								
Temporarily non-deductible differences – liabilities:								
Write-off of goodwill from subsidiary Rominor	(4,563)	(1,024)	(378)	(1,402)	(4,563)	(1,024)	(378)	(1,402)
Deferred income tax and social contribution, net – parent	50,819	11,645	4,607	16,252	47,126	10,457	4,273	14,730
Tax loss carryforwards				11,215				10,597
Deferred taxes – Vila Romi				(1,614)				(2,038)
Deferred income tax and social contribution assets – consolidated				25,851				23,288
Bargain purchase gain (“negative goodwill”) on acquisition of subsidiary (ii)		17,201	-	17,201		17,111	-	17,111
Fair value adjustment identified on acquisition of Burkhardt + Weber (B+W) (ii)		20,685	-	20,685		21,549	-	21,549
Deferred taxes – Duque de Caxias 210 land – Empreendimento Adara				845				-
Deferred income tax and social contribution liabilities – consolidated		37,886	-	38,731		38,660	-	38,660

Management's Notes to the Individual Parent Company and Consolidated Financial Statements As of December 31, 2025

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(i) The deferred tax asset does not exceed projections of future taxable income for periods that exceed ten years, based on Management's best estimates and expectations. Projections of future taxable income include estimates related to the performance of the Brazilian and international economies, selection of exchange rates, sales volumes and prices, and tax rates, among others, which may differ from final results. As income tax and social contribution on profit are determined not only by taxable income, but also by the Company's and its subsidiaries' tax and corporate structure in Brazil and abroad, the expectation of realization of temporarily non-deductible differences, the existence of non-taxable revenues, non-deductible expenses and several other variables, there is no direct correlation between the net income of the Company and its subsidiaries and the income tax and social contribution on profit. Therefore, the realization of temporarily non-deductible differences should not be considered as an indicator of future profitability of the Company and its subsidiaries.

(ii) Deferred income tax and social contribution liabilities substantially relate to negative goodwill ("bargain purchase gain"), arising from the acquisition of the subsidiaries Rominor Comércio, Romi Italy and Burkhardt + Weber (B+W), as part of the adoption of CPC standards. The tax due on the gain will be recognized upon its effective realization, which will occur through disposal or impairment of the investment.

The changes in deferred income tax and social contribution assets and liabilities, parent and consolidated, for the year ended December 31, 2025, are as follows:

	Assets		Liabilities	
	Parent	Consolidated	Parent	Consolidated
Balance as at December 31, 2023	12,860	17,492	-	33,097
Changes in the year				
Additions	3,181	5,845	-	-
Realization	(1,311)	(2,931)	-	(2,677)
Foreign exchange differences	-	2,882	-	8,240
Balance as at December 31, 2024	14,730	23,288	-	38,660
Changes in the year				
Additions	4,799	5,841	-	-
Realization	(3,277)	(3,277)	-	(628)
Foreign exchange differences	-	-	-	699
Balance as at December 31, 2025	16,252	25,852	-	38,731

19 EQUITY

Share capital

The subscribed and paid-up capital as at December 31, 2025, in the amount of R\$988,470 (R\$988,470 as at December 31, 2024), is represented by 93,170,747 registered book-entry common shares (93,170,747 as at December 31, 2024), without par value.

On March 26, 2024, a capital increase in the amount of R\$83,698 was approved through the capitalization of the Company's profit reserves, within the limit of authorized capital, pursuant to Article 7, paragraph one, of the Company's Bylaws, through a share bonus.

The share bonus was carried out at the ratio of 5%, reflecting a capital increase by issuance of 4,436,702 new registered book-entry common shares, without par value, granted to shareholders as a bonus at the proportion of 1 new share for every 20 existing shares held.

Management's Notes to the Individual Parent Company and Consolidated Financial Statements As of December 31, 2025

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Earnings reserves

a) Legal reserve

The legal reserve is formed by appropriating 5% annually of net income, pursuant to of Article 193 of Law No. 6,404/76, limited to 20% of share capital account.

b) Dividends and interest on equity ("JCP")

The Company's Bylaws provide for the distribution of a mandatory minimum dividend of 25% of adjusted net income, in accordance with Brazilian corporate law. Management's proposal to the Annual General Meeting for the distribution of interest on equity as dividends and the allocation to earnings reserves is presented as follows:

	12.31.2025	12.31.2024
Net income for the year attributable to shareholders	85,113	113,883
(-) Appropriation to legal reserve	(4,256)	(5,694)
Profit available for distribution	80,857	108,189
Mandatory dividends	(20,214)	(27,047)
Supplementary dividends already distributed	(46,875)	(47,889)
Total dividends distributed	(67,089)	(74,936)
Allocation to retained earnings reserve	13,768	33,253

For the year ended December 31, 2025, interest on equity distributions totaling R\$67,089 were approved, as disclosed through market announcements on the dates listed below:

1. On March 11, 2025, the distribution of interest on equity to be allocated to the mandatory dividends for fiscal year 2025 was approved, in the amount of R\$16,774, corresponding to R\$0.18 per share, which was paid on June 12, 2025.
2. On June 10, 2025, the distribution of interest on equity to be allocated to the mandatory dividends for fiscal year 2025 was approved, in the amount of R\$16,772, corresponding to R\$0.18 per share, which was paid on October 23, 2025.
3. On September 16, 2025, the distribution of interest on equity to be allocated to the mandatory dividends for fiscal year 2025 was approved, in the amount of R\$16,772, corresponding to R\$0.18 per share, which will be paid on April 10, 2026.
4. On December 23, 2025, the distribution of interest on equity to be allocated to the mandatory dividends for fiscal year 2025 was approved, in the amount of R\$16,771, corresponding to R\$0.18 per share, which will be paid by December 31, 2026.

The interest on equity distributed formed part of the mandatory minimum dividend.

Earnings per share

Basic earnings per share is calculated by dividing profit attributable to the Company's shareholders by the weighted average number of common shares outstanding during the year, excluding common shares repurchased by the Company and held as treasury shares.

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Diluted earnings per share is calculated by adjusting profit attributable to the Company's shareholders and the weighted average number of common shares outstanding, considering the effects of all potentially dilutive instruments convertible into common shares, such as stock options, subscription warrants or other equity instruments that may result in dilution.

	12.31.2025	12.31.2024
Net income for the year attributable to controlling shareholders	85,113	113,883
Weighted average number of shares outstanding	93,171	93,171
Basic and diluted earnings per share	0.91	1.22

For the year presented, basic and diluted earnings per share are the same since the Company does not have any financial instruments or contracts that could result in a dilutive effect on earnings per share.

20 PRIVATE PENSION PLAN

The Company sponsors a supplementary private pension plan through a duly authorized open private pension entity, in effect since October 1, 2000, available to all its employees and officers, under the Free Benefit Generator Plan (Plano Gerador de Benefício Livre – PGBL) modality, classified as a Defined Contribution (DC) plan.

The nature of the plan allows the Company, at any time, to suspend or permanently discontinue its contributions, at its sole discretion.

Funding of the plan is borne by both the Company and the participants, in accordance with the type of benefit for which they are eligible.

The total contributions made by the Company for the year ended December 31, 2025 amounted to R\$1,616 (R\$1,722 as at December 31, 2024). The expense related to the private pension plan was recognized in the statements of income for the years ended December 31, 2025 and 2024, under the line items "Cost of products and services sold", "Selling expenses", "General and administrative expenses" and "Research and development", according to each employee's respective cost center.

21 INSURANCE

As at December 31, 2025, insurance coverage for fire, windstorm, electrical damage and theft comprised: (i) buildings – R\$182,171; (ii) machinery and equipment – R\$629,172; (iii) inventories and machines pending repossession – R\$506,725; (iv) construction in progress – R\$15,835; (v) assets held by third parties – R\$188,775; and (vi) others – R\$1,102.

22 FINANCIAL INSTRUMENTS AND OPERATING RISKS

(a) General considerations

The Company maintains transactions with financial instruments whose risks are managed through financial position strategies and exposure limit systems. All transactions are fully recognized in the accounting records and are restricted to the instruments listed below:

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- Cash and cash equivalents and financial investments: recognized at amortized cost plus accrued income up to the balance sheet dates, which approximate their fair value.
- Trade accounts receivable and amounts receivable – onlending of FINAME manufacturer financing (Notes 4 and 5).
- Borrowings and FINAME manufacturer financing (Notes 13 and 14).

Management believes that the other financial instruments, such as related-party payables, recognized at their carrying amounts, are substantially similar to the amounts that would be obtained if negotiated in the market. However, as there is no active market for these instruments, variations could occur if the Company were to settle them early.

(b) Risk factors that may affect the Company's business

Commodity price risk: This risk relates to the possibility of fluctuations in the prices of products sold by the Company or in the prices of raw materials and other inputs used in its production process. Sales revenues and, mainly, cost of products and services sold may be affected by changes in international prices of its products or materials. To mitigate this risk, the Company continuously monitors price fluctuations in both domestic and international markets.

Interest rate risk: This risk arises from the possibility that the Company may incur losses (or realize gains) due to fluctuations in interest rates applicable to liabilities and assets obtained (invested) in the market. To minimize potential impacts from interest rate volatility, the Company adopts a diversification policy, alternating between fixed and floating rates (such as rates replacing LIBOR and the CDI), with periodic renegotiations of its contracts to align them with market conditions.

Foreign exchange risk: This risk is associated with potential changes in exchange rates affecting financial expenses (or income) and the balance of liabilities (or assets) denominated on foreign currencies. In addition to receivables arising from exports from Brazil and investments abroad, which constitute a natural hedge, the Company evaluates its exposure to translation effects.

The Company holds financial instruments indexed to the U.S. dollar and the Euro. Instruments exposed to translation effects include trade accounts receivable, direct investments, export financing and trade payables.

Tax risks: This risk is related to changes in tax legislation and interpretations regarding legal proceedings in which the Company is a defendant, which may directly or indirectly affect its profitability, either through increased costs/expenses or an increase in the tax burden on profits earned.

Credit risk: This risk mainly arises from the possibility that the Company and its subsidiaries may not receive amounts arising from sales transactions or from credits held with financial institutions generated by financial investments.

Management's Notes to the Individual Parent Company and Consolidated Financial Statements As of December 31, 2025

(In thousands of Brazilian Reais, unless otherwise stated)

Credit quality: Due to the diversification of the customer portfolio and as these customers do not have credit ratings assigned by rating agencies, the Company and its subsidiaries conduct a detailed analysis of their customers' financial and economic position, establishing credit limits and continuously monitoring outstanding balances. In addition, for all FINAME Manufacturer transactions, customers are required to provide collateral. No credit limits were exceeded during the year, and management does not expect any losses from default by these counterparties in excess of the amounts already provisioned.

With respect to financial investments, the Company only invests in institutions with low credit risk. Each institution is allocated a maximum investment balance limit determined by management.

Liquidity risk: The Company's debt and cash management policy provides for the use of credit lines, with or without export receivables as collateral, to manage short-, medium- and long-term liquidity levels (Note 13).

The analysis below shows the Company's undiscounted financial liabilities by maturity groupings. Balances due within 12 months approximate their carrying amounts, as the impact of discounting is not significant, except for borrowings:

	2026	2027/2028	2029/2033	Consolidated	
	Less than one year	Between one and two years	Between two and five years	Over five years	Total
As at December 31, 2025					
Borrowings	133,834	129,483	170,812		434,129
FINAME manufacturer financing	156,283	116,070	125,459	12,371	410,184
Trade payables	73,925	-	-	-	73,925
As at December 31, 2024					
Borrowings	176,839	92,412	257,656		497,544
FINAME manufacturer financing	196,847	109,760	82,728	1,742	391,077
Trade payables	110,420	-	-	-	110,420

Risk related to FINAME Manufacturer transactions: liabilities related to FINAME Manufacturer transactions are backed by "Amounts receivable – onlending of FINAME manufacturer financing." The equipment associated with these receivables is subject to a registered reservation of title in favor of the Company, recorded with the appropriate registry office, in order to mitigate potential risk of loss.

Capital management risk: the Company's objective in managing its capital is to safeguard its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders, while maintaining an optimal capital structure to reduce its cost. The Company manages its capital structure, which consists of ratios for financial debt, cash and cash equivalents, and shareholders' equity, in compliance with approval levels and indebtedness limits established and approved by the Board of Directors, as presented below. Such limits are periodically reviewed by the Board of Directors.

Management's Notes to the Individual Parent Company and Consolidated Financial Statements As of December 31, 2025

(In thousands of Brazilian Reais, unless otherwise stated)

	Parent		Consolidated	
	2025	2024	2025	2024
(-) Total borrowings	966,036	720,401	1,021,466	855,484
Cash and cash equivalents (Note 3)	(220,589)	(118,450)	(376,534)	(261,597)
Financial investments (Note 3)	(99,253)	(50,853)	(99,567)	(100,099)
Amounts receivable – onlending of FINAME manufacturer financing (Note 5)	(434,055)	(426,174)	(434,055)	(426,174)
Net debt (cash)	212,139	124,924	111,310	67,614
Total equity	1,246,630	1,226,745	1,246,630	1,229,013
Total capitalization	1,458,769	1,351,669	1,357,940	1,296,627
Financial leverage ratio – %	14.5%	9.2%	8.2%	5.2%

Additional sensitivity analysis required by the CVM

(i) Foreign currency fluctuations

Exchange rate fluctuations may positively or adversely affect the parent company and consolidated financial statements as a result of increases or decreases in balances of suppliers of imported materials and components, increases or decreases in export trade receivables balances, and increases or decreases in borrowings and financing denominated in foreign currency.

As at December 31, 2025, the following balances assets and liabilities are denominated in foreign currency and exposed to exchange rate fluctuations:

	Parent
Cash and cash equivalents	5,114
Trade accounts receivable	20,854
Related parties receivable	112,031
Other receivables	778
Related parties payable	(443)
Borrowings	(177,914)
Trade payables	(11,794)
Other payables	(452)
Net exposure – liabilities	(51,826)

The hypothetical losses that would have been recognized in profit or loss for the year ended December 31, 2025 under the following scenarios are presented below:

	Parent		
	Probable scenario	Scenario II	Scenario III
Net exposure – assets	(55,120)	(68,900)	(82,679)

The probable scenario considers the projected future exchange rates of the U.S. Dollar and the Euro, based on quotations obtained from the Economic Analysis section of Banco Santander Brasil's projection report, considering the projected exchange rates for the year 2026, with the USD 1.00 to R\$5.76 and the Euro 1.00 to R\$6.42. Scenarios II and III are stressed by devaluations of 25% and 50%, respectively. The probable, II and III scenarios are presented in compliance with CVM Instruction No. 475/08. Management uses the probable scenario in assessing possible changes in exchange rates and presents such scenario in accordance with IFRS 7 – Financial Instruments: Disclosures.

Management's Notes to the Individual Parent Company and Consolidated Financial Statements As of December 31, 2025

(In thousands of Brazilian Reais, unless otherwise stated)

(ii) Interest rate fluctuations

Income from financial investments and finance expenses arising from the Company's borrowings are affected by changes in interest rates, such as CDI and SELIC.

As at December 31, 2025, three scenarios were estimated, considering either an increase or a decrease in interest rates. The exposure to interest rate risk of transactions linked to CDI/SELIC fluctuations is presented below:

	<u>Parent</u>	<u>Consolidated</u>
Total cash and cash equivalents and financial investments linked to CDI	239,189	302,360
Total borrowings and financing linked to SELIC	(31,215)	(31,215)
Net exposure – assets	207,974	271,145

The sensitivity analysis considers the exposure of borrowings and financing, net of financial investments, indexed to CDI/SELIC.

The following tables present the hypothetical incremental loss (gain) that would have been recognized in profit or loss for the year ended December 31, 2025 under the following scenarios:

The probable scenario considers future interest rates based on quotations obtained from the Economic Analysis section of Banco Santander Brasil's projection report, considering the projected rate for December 31, 2026, of 15.0%. Scenarios I and II consider an increase in interest rates of 25% and 50%, respectively.

Exposure – CDI assets

	<u>Parent</u>		
	<u>Probable scenario</u>	<u>Scenario II</u>	<u>Scenario III</u>
Net exposure – assets	24,749	30,936	37,123
	<u>Consolidated</u>		
	<u>Probable scenario</u>	<u>Scenario II</u>	<u>Scenario III</u>
Net exposure – assets	32,266	48,399	44,976

FINAME manufacturer financing refers to financing specifically linked to sales transactions by the Company, whose interest rates are fully passed through to customers under the FINAME Manufacturer program. Management believes there is no financial impact on profit or loss arising from fluctuations in interest rates related to such financing.

**Management's Notes to the Individual Parent Company and Consolidated Financial Statements
As of December 31, 2025**

(In thousands of Brazilian Reais, unless otherwise stated)

(c) Financial instruments by category

The Company's main consolidated financial assets and liabilities are presented below:

	<u>Parent</u>		<u>Consolidated</u>	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Amortized cost:				
Cash and cash equivalents	220,589	118,450	376,534	262,220
Financial investments	99,253	50,853	99,567	99,476
Trade receivables	99,290	113,394	345,575	312,612
Amounts receivable – FINAME manufacturer on-lending	434,055	426,174	434,055	426,174
Related parties	115,562	110,945	-	-
Other receivables, except advances and machines pending reintegration	27,259	17,000	38,854	27,193
Judicial deposits	19,549	12,131	19,549	12,131
Financial liabilities at amortized cost:				
Financing	555,852	329,324	611,282	464,407
Financing – FINAME manufacturer	410,184	391,077	410,184	391,077
Suppliers	60,985	96,700	73,925	110,420
Other accounts payable	13,310	14,007	51,946	47,887
Dividends	28,930	17,817	28,930	17,817
Related parties	33,860	41,878	-	-

23 BUSINESS SEGMENT INFORMATION – CONSOLIDATED

For management purposes, the Company is organized into three business units, which serve as the basis for reporting its primary segment information, namely: Romi Machines, Burkhardt+Weber Machines and Castings and Machined Parts.

The Romi Machines Business Unit comprises the Machine Tools and Plastic Processing Machines product lines. The Machine Tools line includes Conventional Lathes, CNC (Computer Numerical Control) Lathes, Machining Centers, Vertical Lathes, Heavy and Extra-Heavy Horizontal Lathes, Turning Centers and Boring Machines. The Plastic Processing Machines line includes plastic injection molding machines with clamping force ranging from 70 to 1,500 tons and blow molding machines for parts up to 100 liters.

The Burkhardt + Weber Machines Business Unit, whose products are manufactured at the German subsidiary, is primarily composed of large horizontal machining centers and machines for special applications, with four and five axes, featuring high precision and productivity, serving industrial sectors: automotive, defense, construction and mining, energy, others.

The Castings and Machined Parts Business Unit has the capacity to produce approximately 50,000 tons per year of gray iron, ductile iron or compacted graphite iron castings, with individual weights of up to 40,000 kg.

Although the Castings and Machined Parts Business Unit reported an operating loss, the Company concluded that there are no indicators of assets impairment for property, plant and equipment and intangible assets (Note 12).

**Management's Notes to the Individual Parent Company and Consolidated Financial Statements
As of December 31, 2025**

(In thousands of Brazilian Reais, unless otherwise stated)

December 31, 2025						
	Romi Machines	Burkhardt + Weber Machines	Castings and Machined Parts	Others	Intersegment eliminations	Consolidated
Net operating sales revenue	804,454	345,111	177,147	-	-	1,326,712
Cost of products and services sold	(414,507)	(272,219)	(269,579)	-	-	(956,305)
Transfers sent	3,487	-	70,068	-	(73,555)	-
Transfers received	(70,068)	-	(3,487)	-	73,555	-
Gross profit (loss)	323,366	72,892	(25,851)	-	-	370,407
Operating (expenses) income:						
Selling expenses	(94,033)	(34,931)	(6,124)	-	-	(135,088)
General and administrative expenses	(91,294)	-	(17,849)	-	-	(109,143)
Research and development	(27,407)	-	(6,107)	-	-	(33,514)
Management compensation	(11,182)	-	(5,619)	-	-	(16,801)
Other operating income, net	16,534	-	-	1,028	-	17,562
Operating profit (loss) before finance result	115,984	37,961	(61,550)	1,028		93,423
Inventories	447,598	158,706	90,204	-	-	696,508
Depreciation and amortization	46,428	7,062	16,596	-	-	70,086
Property, plant and equipment, net	307,664	72,641	166,188	-	-	546,493
Intangible assets	138	45,774	1	-	-	45,913
	Europe	Latin America	North America	Africa and Asia		TOTAL
Net operating sales revenue by geographic region	187,191	971,852	84,270	83,399		1,326,712

December 31, 2024						
	Romi Machines	Burkhardt + Weber Machines	Castings and Machined Parts	Others	Intersegment eliminations	Consolidated
Net operating revenue	814.599	234.959	177.529	(7.076)	-	1.220.011
Cost of products and services sold	(419.262)	(191.105)	(254.428)	-	-	(864.795)
Transfers sent	2.532	-	71.033	-	(73.566)	-
Transfers received	(71.033)	-	(2.532)	-	73.566	-
Gross profit (loss)	326.836	43.854	(8.398)	(7.076)	-	355.216
Operating (expenses) income:						
Selling expenses	(92.608)	(19.233)	(6.652)	-	-	(118.493)
General and administrative expenses	(59.325)	(30.447)	(16.928)	-	-	(106.700)
Research and development	(24.804)	-	(6.270)	-	-	(31.074)
Management compensation	(10.249)	-	(4.251)	-	-	(14.500)
Other operating income, net	2.112	-	-	26.059	-	28.171
Operating profit (loss) before finance result	141.962	(5.826)	(42.499)	18.983		112.620
Inventories	463.285	169.670	82.589	-	-	715.544
Depreciation and amortization	38.543	7.455	14.615	-	-	60.613
Property, plant and equipment, net	275.461	74.956	147.003	-	-	497.420
Intangible assets	335	48.749	2	-	-	49.086
	Europe	Latin America	North America	Africa and Asia		TOTAL
Net operating sales revenue by geographic region	128,893	922,485	45,782	122,852		1,220,012

Management's Notes to the Individual Parent Company and Consolidated Financial Statements As of December 31, 2025

(In thousands of Brazilian Reais, unless otherwise stated)

24 FUTURE COMMITMENTS

The Company has entered into electric power purchase agreements for the next three years. For 2026, the agreement was executed with Auren Energia, and for the subsequent period, the agreement was executed with CTG Brasil, extending through December 31, 2028. These commitments reflect the following amounts, which are annually adjusted by the General Market Price Index (IPCA):

Supply year	VALUE
2026	8,669
2027 onwards	18,802
	27,471

Management believes that these agreements are consistent with the Company's projected electricity consumption requirements for the contracted term.

25 NET OPERATING SALES REVENUE

	Parent		Consolidated	
	2025	2024	2025	2024
Domestic market	967,174	954,820	991,552	969,189
External market	91,764	97,264	479,897	391,306
Gross sales revenue	1,058,938	1,052,084	1,471,449	1,360,496
(-) Taxes on sales	(143,789)	(140,311)	(144,737)	(140,485)
Net sales revenue	915,149	911,773	1,326,712	1,220,011

26 COSTS AND EXPENSES BY NATURE

	Parent		Consolidated	
	2025	2024	2025	2024
Depreciation and amortization	57,305	47,930	70,086	60,613
Personnel expenses	180,192	191,945	337,809	330,176
Raw materials and consumables	573,370	531,685	798,634	682,802
Freight	27,045	25,649	37,561	33,086
Other expenses	10,481	25,685	6,761	28,885
Total	848,393	822,894	1,250,851	1,135,562
Classified as:				
Cost of products and services sold	670,979	650,903	956,305	864,795
Selling expenses	75,209	70,047	135,088	118,493
General and administrative expenses	52,150	56,612	109,143	106,700
Research and development	33,514	31,074	33,514	31,074
Management profit sharing and compensation	16,541	14,258	16,801	14,500
Total	848,393	822,894	1,250,851	1,135,562

Management's Notes to the Individual Parent Company and Consolidated Financial Statements As of December 31, 2025

(In thousands of Brazilian Reais, unless otherwise stated)

27 FINANCE INCOME (EXPENSES)

	Parent		Consolidated	
	2025	2024	2025	2024
Finance income:				
Income from financial investments	16,295	15,266	28,905	21,860
Interest on trade receivables	6,696	2,211	6,696	2,211
Financial income - favorable outcome in judicial proceeding (a)	5,399	4,935	5,399	4,935
Reversal of SELIC interest on judicial deposits- judicial proceeding (b)	(6,833)	-	(6,833)	-
Interest accrued on judicial deposits	7,129	-	7,129	-
Others	570	256	555	1,107
Total	29,256	22,668	41,851	30,113
Finance expenses:				
Interest on financing	(19,176)	(16,243)	(20,277)	(16,604)
Others	(2,987)	(2,408)	(7,847)	(8,995)
	(22,163)	(18,651)	(28,124)	(25,599)

- a) Non-occurrence of Corporate Income Tax (IRPJ) and Social Contribution on Net Income (CSLL) on monetary restatement and interest arising from tax credits resulting from unduly paid taxes.

In the fourth quarter of 2025 management, under the advice of legal counsel, wrote off the accrued interest on judicial deposits previously recognized under finance income on September 30, 2021 (Note 10).

28 OTHER OPERATING INCOME (EXPENSES), NET

	Parent		Consolidated	
	2025	2024	2025	2024
Gain on sale of assets	3,580	2,746	3,580	2,746
Sale of Vila Romi development	-	-	1,027	16,059
Sale of land held by subsidiaries	-	-	-	10,000
Sale of Adara development (Note 11)	-	-	12,581	-
Others	374	(580)	374	(635)
	3,955	2,166	17,562	28,171

29 APPROVAL OF THE PARENT COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS

The parent company and consolidated interim financial statements were approved by the Board of Directors on February 3, 2026 and authorized for issuance.

30 SUBSEQUENT EVENTS

- (i) Subsidiary: Rominor Comércio

At the Board of Directors' Meeting held on February 3, 2026, the distribution of dividends relating to the year ended December 31, 2025 was approved, in the amount of R\$2,859, to be paid on March 2, 2026, subject to ratification at the Annual Shareholders' Meeting to be held on March 10, 2026.

* * *

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