



Financial statements

December 31, 2024 and 2023

*Financial Statements for the years ended December 31, 2024 and 2023
and Independent Auditors' Report.*

ROMI S.A.

MANAGEMENT REPORT

December 31, 2024

We hereby present to our shareholders the Consolidated Financial Statements of ROMI S.A. for the fiscal year ended December 31, 2024.

MACROECONOMIC AND INDUSTRY OVERVIEW

Throughout the year, the Entrepreneur Confidence Index in the industrial sector showed a gradual decline, ending the year at 49.1 points, reflecting uncertainties and the prospect of rising interest rates in Brazil. Although this result indicates a neutral confidence scenario in the Brazilian industrial sector, the current performance of the industry, especially the manufacturing sector, remains favorable, creating new business opportunities for ROMI.

The external environment remains a point of concern, as global economies face growth challenges and monetary policy adjustments, along with ongoing geopolitical tensions. While the current environment calls for caution, especially in investment decisions, adaptability and the pursuit of strategic alternatives continue to generate moderate optimism, reflected in expectations for the coming months.

The German subsidiary B+W continued to demonstrate its ability to develop highly complex and customized technological solutions in 4Q24. As a result, order intake grew by 16.3% compared to 2023.

The capital goods market is characterized by a volatile business environment, requiring companies to efficiently manage production to face demand challenges. Recognizing this volatility, we have adopted an even more agile and flexible structure, capable of quickly adapting to market fluctuations. Several initiatives have been implemented in recent years, focusing on optimizing indirect structures and automating and digitizing internal processes. These actions allow us to respond more efficiently and quickly to changes, reinforcing our adaptability in a dynamic environment.

The Company has strategically prioritized the development of new product generations aligned with the technological advancements of Industry 4.0. This strategic focus has yielded significant advancements in technological content, resulting in a successful market reception of our recent product launches, both domestically and internationally. Looking ahead, ROMI remains committed to launching new machine generations and integrating cutting-edge technologies into our product portfolio, ensuring our continued relevance and competitiveness in the industry. In mid-2020, we also launched a solution for our customers, the rental of ROMI machines. This solution has proven to be highly

competitive and has provided our customers with more business opportunities. With the aim of financially supporting our customers, in 2022 we created a fintech, PRODZ, which offers credit lines for the purchase of machines, directly from ROMI, in an easy, agile, digital and uncomplicated way. Since 2022, PRODZ has carried out around 304 operations, totaling R\$ 124.2 million in credits granted. These new solutions have supported a large number of customers on their journeys of growth and success, demonstrating ROMI's strategic purpose of taking care of the success of its customers.

In the foreign market, we continue to strengthen our customer service structures to enhance the overall experience. We believe this approach is key to achieving sustainable international growth and market consolidation.

Currently, ROMI is part of the following B3 stock indices: IGC-NM (Corporate Governance Index – Novo Mercado), IGC (Index of Companies with Differentiated Corporate Governance) e ITAG (Tag Along Index).

1. ECONOMIC AND FINANCIAL ASPECTS

NET REVENUE

Net operating revenue for 2024 amounted to R\$1.2 billion, representing a 0.6% decline compared to 2023. This was primarily due to a reduction in ROMI machine sales in international markets and a decrease in domestic sales of cast and machined products.

MARGINS

In 2024, the gross margin stood at 29.1%, reflecting a 0.83 percentage point decline compared to 2023, mainly attributed to the ROMI Machines Business Unit.

The operating margin (EBIT - Earnings Before Interest and Taxes) for 2024 was 9.2%, representing a 4.9 percentage point decrease compared to 2023.

NET INCOME

Net income for 2024 was **R\$115.0 million**.

2. INVESTMENTS

In 2024, R\$151.8 million was invested, primarily in automation, maintenance, productivity, and flexibility initiatives, enhancing the competitiveness of our industrial park. Additionally, funds were allocated to in-house manufacturing of machinery for the leasing business, all in line with our previously established investment plan.

3. AUDIT SERVICES

In compliance with CVM (Brazilian Securities Commission) Resolution 381/03, ROMI informs that in the fiscal year ended December 31, 2024, no services were provided by Deloitte Touche Tohmatsu Auditores Independentes Ltda. other than those related to the audit of financial statements.

4. ARBITRATION CHAMBER

ROMI shares are listed on the Novo Mercado of B3, a premium listing segment that includes companies voluntarily adhering to the highest corporate governance standards. Consequently, the Company is bound by the B3 Novo Mercado Arbitration Chamber.

Accordingly, ROMI's shareholders, executives, and fiscal council members are required to settle through arbitration any disputes or controversies that may arise between them, related to or arising from, in particular, the application, validity, effectiveness, interpretation, violation and its effects, of the provisions contained in the Brazilian Corporation Law, its Bylaws, the rules issued by the National Monetary Council, the Central Bank of Brazil and the Securities and Exchange Commission, as well as other regulations applicable to the operation of the capital market in general, in addition to those contained in the Novo Mercado Listing Rules, the Novo Mercado Participation Agreement and the Arbitration Rules of the Market Arbitration Chamber.

Santa Barbara D'oeste (SP), February 2025.
THE MANAGEMENT

(Convenience Translation into English from the
Original Previously Issued in Portuguese)

Romi S.A.

Individual and Consolidated
Financial Statements
for the Year Ended
December 31, 2024 and
Independent Auditor's Report

Deloitte Touche Tohmatsu Auditores Independentes Ltda.

(Convenience Translation into English from the Original Previously Issued in Portuguese)

INDEPENDENT AUDITOR'S REPORT ON THE INDIVIDUAL AND CONSOLIDATED FINANCIAL STATEMENTS

To the Management and Shareholders of
Romi S.A.

Opinion on the individual and consolidated financial statements prepared in accordance with accounting practices adopted in Brazil and IFRS Accounting Standards, issued by the International Accounting Standards Board - IASB, applicable to real estate development entities in Brazil, registered with the Brazilian Securities and Exchange Commission (CVM)

We have audited the accompanying individual and consolidated financial statements of Romi S.A. ("Company"), identified as Parent and Consolidated, respectively, which comprise the balance sheet as at December 31, 2024, and the related statements of income, of comprehensive income, of changes in equity and of cash flows for the year then ended, and notes to the financial statements, including the material accounting policies.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Romi S.A. as at December 31, 2024, and its individual and consolidated financial performance and its individual and consolidated cash flows for the year then ended in accordance with accounting practices adopted in Brazil and IFRS Accounting Standards, issued by the International Accounting Standards Board - IASB, applicable to real estate development entities in Brazil, registered with the Brazilian Securities and Exchange Commission (CVM).

Basis for opinion

We conducted our audit in accordance with Brazilian and International Standards on Auditing. Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the individual and consolidated financial statements" section of our report. We are independent of the Company and its subsidiaries in accordance with the relevant ethical requirements in the Code of Ethics for Professional Accountants and the professional standards issued by the Brazilian Federal Accounting Council (CFC), 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.

Emphasis of matter

As described in note 2.17.b to the individual and consolidated financial statements, the individual and consolidated financial statements have been prepared in accordance with accounting practices adopted in Brazil and IFRS Accounting Standards, issued by the International Accounting Standards Board - IASB, applicable to real estate development entities in Brazil registered with the CVM. Accordingly, the determination of the accounting policy adopted by the Company, for recognition of revenue from uncompleted real estate unit purchase and sale agreements, on aspects related to transfer of control, abide by the understanding expressed by the CVM in Circular Letter/CVM/SNC/SEP No. 02/2018 on the application of Brazilian standard NBC TG 47 (international standard IFRS 15) - Revenue from Contracts with Customers. Our opinion is not qualified in respect of this matter.

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Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the current year. These matters were addressed in the context of our audit of the individual and consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Property, plant and equipment and intangible assets - Assessment of the indications of impairment of property, plant and equipment and intangible assets for the “Casted and Machined Products” and “Burkhardt + Weber Fertigungssysteme GmbH (“B+W”)” segments

Why it is a Key Audit Matter (KAM)

As disclosed in notes 2.11, 11 and 12 (d) (i) to the individual and consolidated financial statements, the Company analyzes the existence of indications of impairment on an annual basis and, if necessary, measures the recoverable amount to conclude on the need for a provision for impairment of property, plant and equipment for fixed and intangible assets. This matter was considered a KAM mainly due to the fluctuations occurred in the market in which the Rough and Machined Cast Iron Parts and B+W segments operated during the year ended December 31, 2024, which indicated the existence of indications of impairment, resulting in the need for the measurement of the recoverable amount of property, plant and equipment and intangible assets of these segments, which requires a high level of judgment by Management, the use of technical knowledge and the history of the Company's operations and the realization of projections of future results, aiming to measure the recoverable amount of such assets.

How the matter was addressed in our audit

Our audit procedures included, but were not limited to:

- (i) Assessment of the existence of indications of impairment.
- (ii) Performance of preliminary audit procedures on some of the relevant business estimates and assumptions that could indicate if the assets might be impaired, when applicable, to identify any risk of material misstatement in the individual and consolidated financial statements.
- (iii) Assessment of the disclosures presented in the notes to the individual and consolidated financial statements.

Based on the audit evidence obtained through the preliminary procedures performed, we did not identify any indications of impairment for the Rough and Machined Cast Iron Parts and B+W segments and, therefore, we consider the value of property, plant and equipment and intangible assets of the Rough and Machined Cast Iron Parts and B+W segments to be acceptable in the context of the individual and consolidated financial statements for the year ended December 31, 2024 taken as a whole.

Other matters

Statements of value added

The individual and consolidated statements of value added (DVA) for the year ended December 31, 2024, prepared under the responsibility of the Company's Management, and presented as supplemental information for purposes of IFRS Accounting Standards, were subject to audit procedures performed together with the audit of the Company's financial statements. In forming our opinion, we assess whether these statements are reconciled with the other financial statements and accounting records, as applicable, and whether their form and content are in accordance with the criteria set out in Brazilian standard NBC TG 09 - Statement of Value Added. In our opinion, these statements of value added were appropriately prepared, in all material aspects, in accordance with the criteria set out in such standard and are consistent in relation to the individual and consolidated financial statements taken as a whole.

Other information accompanying the individual and consolidated financial statements and the independent auditor's report

Management is responsible for the other information. The other information comprises the Management Report.

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

In connection with our audit of the individual 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 individual and consolidated financial statements

Management is responsible for the preparation and fair presentation of the individual and consolidated financial statements in accordance with accounting practices adopted in Brazil and IFRS Accounting Standards, issued by the International Accounting Standards Board - IASB, applicable to real estate development entities in Brazil, registered with the CVM, 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 individual and consolidated financial statements, Management is responsible for assessing the Company's ability 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 or to cease operations, or has no realistic alternative but to do so.

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

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

Our objectives are to obtain reasonable assurance about whether the individual 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 judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the individual 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 Company's and its subsidiaries' ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the individual 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 to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the individual and consolidated financial statements, including the disclosures, and whether the individual and consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the individual and consolidated financial statements. We are responsible for the direction, supervision and performance 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, related safeguards.

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 year 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.

Convenience translation

The accompanying individual and consolidated financial statements have been translated into English for the convenience of readers outside Brazil.

Campinas, February 4, 2025

Deloitte Touche Tohmatsu
DELOITTE TOUCHE TOHMATSU
Auditores Independentes Ltda.


Manoel P. da Silva
Engagement Partner

ROMI S.A.

BALANCE SHEETS

YEAR ENDED DECEMBER 31

(In thousands of Brazilian reais - R\$)

(Convenience Translation into English from the Original Previously Issued in Portuguese)

						Parent Company		Consolidated								Parent Company		Consolidated	
						December 31	December 31	December 31	December 31							December 31	December 31	December 31	December 31
						2024	2023	2024	2023							2024	2023	2024	2023
ASSETS	Notes					LIABILITIES AND EQUITY	Notes												
CURRENT ASSETS																			
Cash and cash equivalents	3	119,073	216,256	262,220	282,418	Loans and financing	13	67,679	140,550	147,148	176,839								
Short-term investments	3	50,230	66	99,476	32,066	Finame manufacturer financing	14	196,847	162,410	196,847	162,410								
Trade accounts receivable	4.i	108,446	101,665	209,783	240,727	Trade accounts payable		94,373	56,071	110,420	80,128								
Trade accounts receivable (PRODZ)	4.ii	-	-	51,476	34,696	Payroll and related taxes		29,909	32,002	38,096	39,065								
Onlending of Finame - manufacturer financing	5	177,517	170,821	177,517	170,821	Taxes payable		1,296	8,230	10,820	15,541								
Inventories	6	478,208	446,596	715,544	607,007	Advances from customers		32,220	28,034	187,257	109,810								
Rental machines intended for sale	11	22,987	-	22,987	-	Profit sharing		4,797	5,507	4,797	5,507								
Related parties	8	27,728	19,238	-	-	Dividends and interest on capital payable		17,817	368	17,817	368								
Recoverable taxes	9	8,748	7,700	18,609	15,928	Provision for tax, labor and civil risks	15	5,921	3,848	5,921	3,848								
Other current assets		9,616	9,590	18,454	17,232	Other current liabilities		13,994	9,297	42,016	34,763								
						Related parties	8	9,178	206	-	-								
		1,002,553	971,932	1,576,066	1,400,895			474,031	446,523	761,139	628,279								
NONCURRENT ASSETS																			
Trade accounts receivable	4.i	4,948	2,555	21,846	5,050	Loans and financing	13	261,645	141,247	317,259	216,532								
Trade accounts receivable (PRODZ)	4.ii	-	-	29,508	30,079	Finame manufacturer financing	14	194,230	229,400	194,230	229,400								
Onlending of Finame - manufacturer financing	5	248,657	232,033	248,657	232,033	Provision for tax, labor and civil risks	15	397	403	451	403								
Related parties	8	83,217	41,538	-	-	Other non-current liabilities		13	-	5,871	2,988								
Taxes recoverable	9	65,593	60,811	65,599	60,817	Related parties	8	32,700	-	-	-								
Deferred income tax and social contribution	16	14,730	12,860	23,288	17,492	Provision for equity deficit of subsidiaries	7	12,431	4,813	-	-								
Judicial deposits	15	12,131	12,150	12,131	12,150	Deferred income tax and social contribution	16	-	-	38,660	33,097								
Other non-current assets		10,319	8,721	8,739	9,302			501,416	375,863	556,471	482,420								
		439,595	370,668	409,768	366,923	TOTAL LIABILITIES		975,447	822,386	1,317,610	1,110,699								
SHAREHOLDERS' EQUITY																			
Investments	7	333,296	248,690	-	-	Capital	17	988,470	904,772	988,470	904,772								
Property, plant and equipment	11	412,911	386,466	497,420	454,679	Profit reserves		150,565	195,316	150,565	195,316								
Investment property	10	13,500	13,500	14,283	15,183	Equity Valuation Adjustment		87,710	69,423	87,710	69,423								
Intangible assets	12	337	641	49,086	44,362			1,226,745	1,169,511	1,226,745	1,169,511								
		1,199,639	1,019,965	970,557	881,147	NON-CONTROLLING SHAREHOLDERS		-	-	2,268	1,832								
TOTAL ASSETS																			
		2,202,192	1,991,897	2,546,623	2,282,042	TOTAL EQUITY		1,226,745	1,169,511	1,229,013	1,171,343								
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY																			
		2,202,192	1,991,897	2,546,623	2,282,042			2,202,192	1,991,897	2,546,623	2,282,042								

The accompanying notes are an integral part of these interim financial statements.

ROMI S.A.

STATEMENT OF PROFIT AND LOSS

YEAR ENDED DECEMBER 31

(In thousands of Brazilian reais - R\$)

(Convenience Translation into English from the Original Previously Issued in Portuguese)

	Notes	Parent Company		Consolidated	
		2024	2023	2024	2023
Net operating revenue	23	911,773	945,831	1,220,011	1,227,247
Cost of products sold and services rendered	24	(650,903)	(674,445)	(864,795)	(859,705)
Gross income		260,870	271,386	355,216	367,542
Operating income (expenses)					
Sales expenses	24	(70,047)	(67,043)	(118,493)	(111,387)
Administrative expenses	24	(56,612)	(52,802)	(106,700)	(98,431)
Research and development	24	(31,074)	(30,160)	(31,074)	(30,160)
Management profit sharing and fees	8	(14,258)	(14,005)	(14,500)	(14,232)
Equity in earnings of subsidiaries	7	18,128	57,052	-	-
Other operating income, net	26	2,166	7,286	28,171	59,835
		(151,697)	(99,672)	(242,596)	(194,375)
Operating income		109,173	171,714	112,620	173,167
Financial income (expenses)					
Financial revenues	25	22,668	27,448	30,113	34,967
Financial expenses	25	(18,651)	(20,661)	(25,599)	(26,038)
Foreign exchange gains (losses), net		4,389	646	4,186	1,262
		8,406	7,433	8,700	10,191
Income before income taxes		117,579	179,147	121,320	183,358
Income taxes					
Current	16	(3,696)	(15,061)	(6,356)	(18,771)
Deferred	16	(5,566)	(15,954)	(11,947)	(21,601)
	16	1,870	893	5,591	2,830
Net income		113,883	164,086	114,964	164,587
Attributable to:					
Controlling shareholders				113,883	164,086
Non-controlling shareholders				1,081	501
				114,964	164,587
Basic earnings per share (in R\$)	17	1.22	1.76		

The accompanying notes are an integral part of these interim financial statements.

ROMI S.A.

STATEMENT OF COMPREHENSIVE INCOME

YEAR ENDED DECEMBER 31

(In thousands of Brazilian reais - R\$)

(Convenience Translation into English from the Original Previously Issued in Portuguese)

	<u>Parent Company</u>		<u>Consolidated</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Net income	113,883	164,086	114,964	164,587
Items that will not be reclassified later to the income statement				
Foreign currency translation effects	<u>18,287</u>	<u>(4,106)</u>	<u>18,287</u>	<u>(4,106)</u>
Comprehensive income	<u>132,170</u>	<u>159,980</u>	<u>133,251</u>	<u>160,481</u>
Attributable to:				
Controlling shareholders			132,170	159,980
Non-controlling shareholders			<u>1,081</u>	<u>501</u>
			<u>133,251</u>	<u>160,481</u>

The accompanying notes are an integral part of these interim financial statements.

ROMI S.A.

STATEMENT OF CHANGES IN EQUITY
YEAR ENDED DECEMBER 31

(In thousands of Brazilian reais - R\$)

(Convenience Translation into English from the Original Previously Issued in Portuguese)

Equity attributable to controlling interests									
Notes	Share Capital	Retained earnings			Carrying value adjustment	Income for the year	Total	Equity attributable to noncontrolling interests	Total shareholders' equity
		Profit reserves	Legal reserve	Total					
Balance at December 31, 2022	771,454	164,159	83,985	248,144	73,529	-	1,093,127	2,271	1,095,398
Net income	-	-	-	-	-	164,086	164,086	501	164,587
Foreign currency translation effects	-	-	-	-	(4,106)	-	(4,106)	-	(4,106)
Comprehensive income for the period	-	-	-	-	(4,106)	164,086	159,980	501	160,481
Share capital increase	133,318	(133,318)	-	(133,318)	-	-	-	-	-
Interim dividends	-	(11,412)	-	(11,412)	-	-	(11,412)	-	(11,412)
Interest on capital	-	-	-	-	-	(72,184)	(72,184)	-	(72,184)
Dividends paid by subsidiary	-	-	-	-	-	-	-	(940)	(940)
Transfers between reserves	-	83,696	8,206	91,902	-	(91,902)	-	-	-
Total contributions by and distributions to controlling interests	133,318	(61,034)	8,206	(52,828)	-	(164,086)	(83,596)	(940)	(84,536)
Balance at December 31, 2023	904,772	103,125	92,191	195,316	69,423	-	1,169,511	1,832	1,171,343
Balance at December 31, 2023	904,772	103,125	92,191	195,316	69,423	-	1,169,511	1,832	1,171,343
Net income	-	-	-	-	-	113,883	113,883	1,081	114,964
Foreign currency translation effects	-	-	-	-	18,287	-	18,287	-	18,287
Comprehensive income for the period	-	-	-	-	18,287	113,883	132,170	1,081	133,251
Share capital increase	17 83,698	(83,698)	-	(83,698)	-	-	-	-	-
Interest on capital	17 -	-	-	-	-	(74,936)	(74,936)	-	(74,936)
Dividends paid by subsidiary	-	-	-	-	-	-	-	(645)	(645)
Transfers between reserves	-	33,253	5,694	38,947	-	(38,947)	-	-	-
Total contributions by and distributions to controlling interests	83,698	(50,445)	5,694	(44,751)	-	(113,883)	(74,936)	(645)	(75,581)
Balance at December 31, 2024	988,470	52,680	97,885	150,565	87,710	-	1,226,745	2,268	1,229,013

The accompanying notes are an integral part of these interim financial statements.

ROMI S.A.
**CASH FLOW STATEMENT
YEAR ENDED DECEMBER 31**
(In thousands of Brazilian reais - R\$)

(Convenience Translation into English from the Original Previously Issued in Portuguese)

		Parent Company		Consolidated	
	Notes	2024	2023	2024	2023
Cash flow from operations					
Income before income taxes		117,579	179,147	121,320	183,358
Adjustments for:					
Financial income and exchange rate variation, non-realized		(23,704)	(14,331)	36,071	(17,474)
Depreciation and amortization	11, 12	47,930	43,644	60,613	56,038
Allowance (reversal) for doubtful accounts and other receivables	4, 5	8,114	4,187	6,719	4,187
Recognition of inventory realization	6	(1,964)	(953)	(742)	(1,630)
Gain on disposals of property, plant and equipment and intangible assets	11, 12	(38,756)	(39,916)	(36,759)	(39,998)
Equity in earnings of subsidiaries	8	(18,128)	(57,052)	-	-
Provision for Contingent Liabilities	15	857	1,354	911	1,354
Trade accounts receivable		40,738	59,276	41,521	(4,471)
Related parties (assets and liabilities)		(42,287)	(1,650)	-	-
Onlending of Finame - manufacturer financing		(27,369)	3,935	(27,369)	3,935
Inventories		(35,533)	55,859	(106,999)	35,048
Taxes recoverable		(11,383)	3,396	(13,260)	23,090
Judicial deposits		19	50	19	50
Other receivables		11,098	13,648	14,010	14,293
Trade accounts payable		30,662	(47,072)	22,652	(51,596)
Payroll and related taxes		(2,093)	(10,077)	(969)	(9,785)
Taxes payable		(3,809)	20,087	(297)	(2,890)
Advances from customers		4,186	(3,153)	77,447	3,406
Other payables		41,578	(3,268)	14,317	(2,504)
Cash provided by operating activities		97,735	207,111	209,205	194,411
Income tax and social contribution paid		(3,125)	(36,995)	(5,217)	(40,081)
Net cash provided by operating activities		94,610	170,116	203,988	154,330
Investment activities					
Short-term investments	3	(50,164)	118,748	(67,410)	86,748
Purchase of property, plant and equipment	11	(148,773)	(123,600)	(154,750)	(130,051)
Capital reduction of foreign subsidiary	7	-	7,397	-	-
Purchase of intangible assets	12	-	(137)	(26)	(199)
Proceeds from the sale of property, plant and equipment		90,471	80,093	90,471	80,093
Dividends received	7	8,676	26,706	-	-
Share Capital increase in subsidiary	7	(49,249)	(34,000)	-	-
Net cash flow originated from (invested in) investment activities		(149,039)	75,207	(131,715)	36,591
Financing activities					
Interest on capital and dividends paid	17	(57,384)	(97,970)	(58,029)	(98,910)
New loans and borrowings		170,219	84,000	188,382	100,325
Payments of loans and borrowings		(139,562)	(21,057)	(215,396)	(26,293)
Interest paid		(15,294)	(16,381)	(17,052)	(18,611)
New Finame - manufacturer financing		195,986	171,540	195,986	171,540
Payment of Finame - manufacturer financing		(168,991)	(117,426)	(168,991)	(117,426)
Interest paid - Finame - manufacturer financing		(27,728)	(53,435)	(27,728)	(53,435)
Net cash provided by (used in) financing activities		(42,754)	(50,729)	(102,828)	(42,810)
Increase (decrease) in cash and cash equivalents, net		(97,183)	194,594	(30,555)	148,111
Cash and cash equivalents, beginning of year		216,256	21,662	282,418	131,999
Exchange rate change on cash and cash equivalents		-	-	10,357	2,308
Cash and cash equivalents, end of period		119,073	216,256	262,220	282,418
The accompanying notes are an integral part of these interim financial statements.					
		-	-	-	-

ROMI S.A.
**VALUE ADDED STATEMENT
YEAR ENDED DECEMBER 31**
(In thousands of Brazilian reais - R\$)
(Convenience Translation into English from the Original Previously Issued in Portuguese)

	Parent Company		Consolidated	
	2024	2023	2024	2023
REVENUES				
Sale of goods, products and services	1,052,084	1,094,952	1,360,496	1,374,955
Revenue from the construction of own assets	122,399	93,316	122,399	93,316
Allowance for doubtful accounts	(8,114)	(4,187)	(6,719)	(4,187)
Other revenues, net	2,166	7,286	28,171	59,835
	<u>1,168,535</u>	<u>1,191,367</u>	<u>1,504,347</u>	<u>1,523,919</u>
INPUTS ACQUIRED FROM THIRD PARTIES				
Cost of products, goods and services	(639,414)	(647,183)	(717,887)	(716,079)
Other costs of products and services	(49,310)	(42,951)	(50,777)	(44,563)
Material, energy, third-party services and other	(49,359)	(54,896)	(116,081)	(123,828)
	<u>(738,083)</u>	<u>(745,030)</u>	<u>(884,745)</u>	<u>(884,470)</u>
GROSS VALUE ADDED	<u>430,452</u>	<u>446,337</u>	<u>619,602</u>	<u>639,449</u>
Depreciation and amortization	(47,930)	(43,644)	(60,613)	(56,038)
NET VALUE ADDED	<u>382,522</u>	<u>402,693</u>	<u>558,989</u>	<u>583,411</u>
RECEIVED FROM THIRD PARTIES				
Equity in earnings of subsidiaries	18,128	57,052	-	-
Finance income (costs) and net foreign exchange gains (losses)	27,057	28,094	34,299	36,229
TOTAL VALUE ADDED TO BE DISTRIBUTED	<u>427,707</u>	<u>487,839</u>	<u>593,288</u>	<u>619,640</u>
DISTRIBUTION OF VALUE ADDED				
Personnel	<u>226,696</u>	<u>203,781</u>	<u>376,036</u>	<u>322,196</u>
Payroll and related taxes	183,442	164,548	331,878	282,736
Management profit sharing and fees	14,258	14,005	14,500	14,232
Commissions on sales	16,204	10,908	16,866	10,908
Private pension plan	1,722	1,208	1,722	1,208
FGTS	11,070	13,112	11,070	13,112
Taxes, duties and contributions	<u>56,166</u>	<u>88,235</u>	<u>60,891</u>	<u>93,332</u>
Federal	49,904	83,107	54,629	88,204
State	5,177	4,090	5,177	4,090
Municipal	1,085	1,038	1,085	1,038
Third-party capital remuneration	<u>30,962</u>	<u>31,737</u>	<u>43,123</u>	<u>40,966</u>
Interest	18,651	20,661	25,599	26,038
Rentals	12,311	11,076	17,524	14,928
Remuneration of own capital	<u>113,883</u>	<u>164,086</u>	<u>113,238</u>	<u>163,146</u>
Interest on capital	74,936	72,184	74,936	72,184
Noncontrolling interests	-	-	(645)	(940)
RETAINED EARNINGS	<u>38,947</u>	<u>91,902</u>	<u>38,947</u>	<u>91,902</u>
Distributed value added	<u>427,707</u>	<u>487,839</u>	<u>593,288</u>	<u>619,640</u>

The accompanying notes are an integral part of these interim financial statements.

1 GENERAL INFORMATION

ROMI S.A. (Parent) and its subsidiaries (jointly referred to as "Company" or "Consolidated"), listed on the "New Market" of B3 S.A. - Brasil, Bolsa, Balcão, since March 23, 2007, and based in Santa Bárbara d'Oeste, 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 thirteen 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 machine tools for special applications, with high precision and productivity. It also holds interest in subsidiaries in Brazil and abroad.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES

The individual and consolidated financial statements have been prepared in accordance with the accounting practices adopted in Brazil and with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), applicable to real estate development entities in Brazil, registered with the Brazilian Securities and Exchange Commission (CVM), and contains all material information specific to the individual and consolidated financial statements, which is consistent with that used by Management. The accounting policies of the subsidiaries are consistent with those of the Parent.

The material accounting policies adopted in the preparation of these individual and consolidated financial statements are set out below. These policies have been consistently applied to the years presented, unless otherwise stated.

2.1 Basis of preparation

The individual and consolidated financial statements have been prepared on a historical cost basis, except for the revaluation of certain properties and financial instruments that are measured at their revalued values or fair values at the end of each reporting period, as described in the accounting policies below. Historical cost is generally based on the fair value of the consideration paid in exchange for the assets and services.

Fair value is the price that would be received in the sale of an asset or paid in the transfer of a liability in an orderly transaction between market participants at the measurement date, regardless of whether this price is directly observable or estimated using another valuation technique. When estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability in the event that market participants take those characteristics into consideration 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 share-based payment transactions that are included in the scope of IFRS 2 (CPC 10 (R1)) - Share-based Payments, leasing transactions that are included in the scope of IFRS 16 (CPC 06 (R2)) - Leases, and measurements that have similarities to fair value but are not fair value, such as the net realizable value referred to in IAS 2 (CPC 16 (R1)) - Inventories, or value in use in IAS 36 (CPC 01 (R1)) - Impairment of Assets.

The preparation of individual and consolidated financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's material accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the individual and consolidated financial statements, are disclosed in Note 2.18.

The preparation of the individual and consolidated statements of value added (DVA) is required by the Brazilian corporate law and the accounting practices adopted in Brazil for listed companies, but is not required by IFRS. Therefore, under IFRS, the presentation of such statements is considered supplementary information, and not part of the set of individual and consolidated financial statements.

2.2 Changes in accounting policies and disclosures

There are no amendments or interpretations effective for the financial year beginning on January 1, 2024 that would be expected to have a material impact on the Company's individual and consolidated financial statements.

2.3 Investments in subsidiaries - Consolidated

(a) Parent

Subsidiaries include all entities (including structured entities) over which the Company has control. The Parent controls an entity when it is exposed or has rights to variable returns as a result of its involvement with the entity and has ability to affect those returns through power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Parent. They are deconsolidated from the date on which that control ceases.

**Notes to the individual and consolidated
financial statements at December 31, 2024**



(In thousands of Brazilian reais (R\$), unless otherwise stated)

(Convenience Translation into English from the Original Previously Issued in Portuguese)

Investments in subsidiaries are accounted for using the equity method from the date on which control is acquired. Based on this method, investments in subsidiaries are recognized in the individual and consolidated financial statements at the acquisition cost, and are periodically adjusted to the amount corresponding to the Parent's share of the profits (losses) of the subsidiaries, with a balancing item in the operating profit (loss), except for the foreign exchange effects on the translation of these investments, which are recorded in a separate line item in equity called "Carrying value adjustments". These effects are recognized in income and expenses upon the sale or disposal of the investment.

After reducing the carrying amount of the investor's share to nil, additional losses are considered and a liability (provision for equity deficit) is recognized only to the extent that the investor has incurred a legal or constructive obligation to make payments on behalf of the subsidiary.

Of the acquisition price, the amount exceeding the fair value of the acquiree's equity as at the transaction date is treated as goodwill based on future earnings. Additionally, investment balances may be reduced due to the recognition of impairment losses (Note 2.10).

Dividends received from subsidiaries are recorded as a reduction of the investment balance.

(b) Consolidated

The Company has fully consolidated the financial statements of the Parent and all of its subsidiaries. Information on control is described in Note 7- Investments in subsidiaries.

Third-party interests in the equity and profits of subsidiaries are presented separately in the consolidated balance sheet and the consolidated statement of profit and loss, respectively, in the line item "Noncontrolling interests".

Intragroup transactions and balances are eliminated upon consolidation, and any gains or losses on these transactions are also eliminated. Accounting policies of subsidiaries are changed where necessary to ensure consistency with the policies adopted by the Company.

2.4 Translation of foreign currency and of foreign subsidiaries' financial statements

The assets and liabilities of the Parent and foreign subsidiaries (none of which has the currency of a hyper-inflationary economy) are translated into reais at the exchange rates prevailing at the end of the reporting period, and their statement of profit and loss accounts (income and expenses) are translated at the average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rates prevailing on the transaction dates). Exchange difference arising on the translation of these balances are separately recognized in equity, in the line item "Carrying value adjustments".

Fair value adjustments resulting from acquisitions of foreign entities are treated as assets and liabilities of the foreign entity and translated at the closing rate.

(a) Functional and presentation currency

The individual and consolidated financial statements are presented in Brazilian Reais (R\$), which is the functional currency of the Parent and of its subsidiaries located in Brazil. The functional currency of subsidiaries is determined based on the primary economic environment in which they operate, and when their functional currency is different from the reporting currency, the individual and consolidated financial statements are translated into reais at the end of the reporting period.

(b) Transactions and balances

Foreign currency transactions are initially recognized at the exchange rate prevailing on the transaction date. Foreign currency denominated monetary assets and liabilities are translated into the functional currency using the exchange rates prevailing at the end of the reporting period. All differences are recorded in the statement of profit and loss. Non-monetary items measured at their historical costs in foreign currency are translated using the exchange rates prevailing at the dates of the initial transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rate prevailing on the date when the fair value was determined.

2.5 Cash and cash equivalents

i) Cash and cash equivalents

Cash equivalents are held for the purpose of meeting short-term cash commitments, and not for investment or any other purposes. These include cash, cash on hand and short-term investments realizable within 90 days as of the original date of the notes or considered to be highly liquid or convertible into a known amount of cash, with an immaterial risk of changes in value, which are recorded at fair value through profit or loss, plus income earned through the end of the reporting period, not exceeding their market or realizable values.

ii) Short-term investments

Short-term investments are comprised of Bank Deposit Certificates (CDB) and repurchase agreements of low credit risk institutions, with yield primarily linked to the Interbank Deposit Certificate (CDI), which are recorded at fair value through profit or loss, plus income earned through the end of the reporting period, not exceeding their market or realizable values. As the Company makes investments with maturities of more than 90 days and they are held for investment purposes, they do not meet the criteria for recognition as Cash and cash equivalents.

2.6 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

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade accounts receivable that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of financial asset not at fair value through profit or loss, transaction costs. Trade accounts receivable that do not contain a significant financing component or for which the Company has applied the practical expedient, as disclosed in Note 2.17 - Revenue recognition for sales of goods.

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

The Company's business model for managing financial assets refers to 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, selling the financial assets, or both.

(b) Subsequent measurement

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

- i. Financial assets at amortized cost (debt instruments).
- ii. Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments).
- iii. Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments).
- iv. Financial assets at fair value through profit or loss.

At December 31, 2024, the Company has 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 (EIR) 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 includes trade accounts receivable, onlending of FINAME manufacturer financing, related parties and other financial assets recorded as other receivables in current and noncurrent financial assets.

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

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognized in the statement of profit and loss.

(e) Derecognition

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

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

When the Company has transferred its rights to receive cash flows from an asset or has entered into a passthrough arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of 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 that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

(f) Impairment of financial assets

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

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

For trade accounts receivable, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Further disclosures relating to impairment of trade accounts receivable are also provided in Note 4.

(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, loans and receivables, and trade accounts payable. All financial liabilities are measured initially at fair value plus or less, in the case of financial liabilities not at fair value through profit or loss, transaction costs that are directly attributable to the issue of the financial liabilities.

The Company's financial liabilities include trade accounts payable and other payables, and borrowings.

(b) Subsequent measurement

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

(c) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in CPC 48 are satisfied. The Company has not designated any financial liability as at fair value through profit or loss.

(d) Financial liabilities at amortized cost (borrowings)

After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

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 EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

This category generally applies to interest-bearing borrowings.

For more information, see Notes 13 and 14.

(e) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled 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 an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal 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.

2.7 Inventories

Inventories are stated at the lower of their net realizable value (estimated selling price in the normal course of business less estimated costs to make the sale) and the average production cost or average purchase price. Allowances for slow-moving or obsolete inventories are recognized when they are considered necessary by management. The Company calculates the cost of its inventories by absorption, using the weighted moving average method. The cost of finished goods and work in progress includes design costs, raw materials, direct labor, other direct costs and related manufacturing overheads (based on normal operating capacity). It excludes borrowing costs.

2.8 Property, plant and equipment

Property, plant and equipment is carried at cost less depreciation, plus capitalized interest incurred during the construction of new units, when applicable. Depreciation is calculated on a straight-line basis, taking into consideration the estimated useful lives of the assets.

Subsequent costs are included in the residual value or recognized as a separate asset, as appropriate, when it is probable that future economic benefits associated with these costs will flow to the Company and these benefits can be measured reliably.

The residual value of the replaced item is derecognized. All other repairs and maintenance are charged to the statement of profit and loss during the financial period in which they are incurred.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives of property, plant and equipment items by category are set out in Note 11.

An asset's residual value is written down immediately to the recoverable amount when it is greater than its estimated recoverable amount.

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

2.8.1 Rental machines for sale

Machines with carrying amounts recoverable through sale, rather than through continued use through rental, are classified as "Rental machines for sale" in current assets. This condition is satisfied when: (i) machines are available for immediate sale under current conditions, and their sale is highly probable; (ii) Management is committed to sell decommissioned machinery from PP&E; (iii) the machines are effectively available for sale at a reasonable price in relation to their current fair values; and (iv) the sale is expected to be completed within one year from the date of classification.

Decommissioned machines returned from rental are presented at the lower of fair value less estimated cost to sell and net realizable value, which includes acquisition cost plus capitalizable expenses arising from the renovation, net of accumulated depreciation through the date when the machines are classified as "Rental machines for sale".

2.9 Investment property

Investment property comprises land and buildings held to earn rental income and/or for capital appreciation, as disclosed in Note 10. Investment property is recognized at its acquisition or construction cost, less accumulated depreciation, calculated using the straight-line method at rates that take into consideration the useful lives of the assets.

2.10 Intangible assets

Intangible assets are stated at acquisition cost, less accumulated amortization and impairment losses, when applicable. Intangible assets are amortized based on their actual use or using a method that reflects the economic benefits of the intangible assets. The residual value of an intangible asset is written down immediately to its recoverable amount when the residual balance exceeds the recoverable amount (Note 12).

Intangible assets acquired in the course of a business combination (technology, customer relationship, portfolio of customers) are carried at fair value, less accumulated amortization and impairment losses, when applicable. Intangible assets with finite useful lives are amortized over their useful lives using an amortization method that reflects the economic benefit of the intangible asset.

Intangible assets are assessed annually for indicators of impairment if events or changes in circumstances indicate that their carrying amounts may not be recoverable.

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

Expenditure on research and development is recognized in intangible assets when the development requirements are met. When these criteria are not met, such expenditure is recognized in the statement of profit and loss for the year when it is incurred under "Research and development".

2.11 Impairment of nonfinancial assets

At the end of the reporting period, the Company analyzes whether there is evidence that the carrying amount of an asset will not be recovered. If such evidence is identified, the Company estimates the recoverable amount of the asset.

The recoverable amount of an asset is the higher of: (a) its fair value less costs to sell and (b) its value in use. The value in use is equivalent to the discounted cash flow (before taxes) arising from the continuous use of the asset up to the end of its useful life. Regardless of whether or not there is evidence of impairment, intangible assets with indefinite useful lives are tested for impairment at least once a year, in December. When the carrying amount of an asset exceeds its recoverable amount, the Company recognizes an impairment loss in its profit or loss account.

Except for impairment of goodwill, the reversal of previously recognized losses is permitted. Reversal in these circumstances is limited to the depreciated balance of the asset at the reversal date, assuming that the reversal has not been recorded.

2.12 Present value adjustment of assets and liabilities

Assets and liabilities arising from short and long-term transactions, when they are material, are discounted to their present values based on discount rates that reflect the best assessments of market conditions. The discount rate used reflects market conditions. The adjustment to present value is measured on a "pro rata" basis, since the origin of each transaction. The reversals of the adjustments of monetary assets and liabilities were recognized as finance income or costs.

2.13 Current and deferred income tax and social contribution

The current income tax and social contribution expense is calculated on the basis of the tax laws enacted at the end of the reporting period in countries where the Parent and its subsidiaries operate and generate taxable profit. Management periodically evaluates the positions taken by the Company in its income tax returns with respect to situations in which the applicable tax regulations are subject to interpretation. It establishes provision where appropriate on the basis of amounts expected to be paid to the tax authorities. The current tax is the expected tax payable or receivable on the taxable profit or loss for the year, at the tax rates prevailing at the end of the reporting date.

Deferred income tax and social contribution are recognized on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the individual and consolidated financial statements. However, deferred taxes are not accounted for if they arise from the initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither the accounting nor the taxable profit or loss. Deferred income tax and social contribution are determined based on the tax rates (and laws) in effect at the end of the reporting period and applicable when the related income tax and social contribution are realized, and are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences and/or the tax losses can be utilized. Deferred income tax and social contribution assets are reviewed at the end of each reporting period and written down to the extent that their realization is no longer probable.

The income tax and social contribution benefit or expense for the period include current and deferred taxes. Current and deferred taxes are recognized in the statement of profit and loss, except to the extent that they relate to 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 balance sheet when there is a legally enforceable right and an intention to offset them against the calculation of current taxes, generally when related to the same legal entity and the same tax authority. Accordingly, deferred tax assets and liabilities in different entities or in different countries are presented separately, and not on a net basis.

2.14 Employee benefits

The Company has several employee benefit plans, including pension plans (defined contribution), healthcare, dental care, and profit sharing.

Post-employment pension plans are characterized as a defined contribution plan, to which the Company has no legal obligation in the event that the plan does not have sufficient assets to pay the employees' vested benefits as a result of their past service.

Contributions to defined contribution pension plans are recognized as expenses when actually incurred, i.e., when the employees provide services to the Company (Note 18).

2.15 Capital

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

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

2.16 Distribution of dividends and interest on capital

The distribution of dividends and interest on capital to the Company's shareholders is recognized as a liability in the Company's individual and consolidated financial statements at the year-end based on the Company's bylaws. Any amount that exceeds the required minimum is only provided on the date it is approved by the Board of Directors.

The tax benefit of interest on capital is recognized in the statement of profit and loss.

2.17 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the Company's activities. Revenue is shown net of value added taxes, returns, rebates and discounts, after eliminating sales within the Company. Taxes on sales are recognized when sales are billed.

(a) Sales of goods

Revenue from contracts with customers is recognized when the performance obligation is met. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer. Romi Machinery and B+W Machinery: Under these contracts the main performance obligation is expected to be the delivery of machines. Distinction from other performance obligations such as technical installation/delivery and training are immaterial in the context of the contract and therefore have no significant impact on the Company's individual and consolidated financial statements. Cast and Machined Products: Under these contracts, the sale of equipment is generally expected to be the only performance obligation, so that revenue from the sale of equipment is recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the equipment.

(i) Variable consideration

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

Some contracts with customers of Cast and Machined Products provide customers with a right for volume/productivity rebates.

(ii) Warranty obligations

The Company typically provides warranties for general repairs of defects and does not provide extended warranties in its contracts with customers. As such, most existing warranties will be assurance-type warranties under IFRS 15/CPC 47, which will continue to be accounted for under IAS 37/CPC 25 - Provisions, Contingent Liabilities and Contingent Assets, consistent with its current practice.

(iii) Financing component

Generally, the Company receives short-term advances from its customers. Using the practical expedient in CPC 47, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the machine to the customer and when the customer pays for that good will be one year or less. In addition, the Company identified that in the sale of used machines there is a financing component, since this transaction is financed to the final customer with Company resources, and the finance cost is embedded in the machine's sale price (invoice). The transaction price for such contracts is discounted using the rate that would be reflected in a separate financing transaction between the Company and its customers at contract inception, to take into consideration the significant financing component.

(iv) Non-cash consideration

The Company received used machines from certain customers as part of payment from purchase of new ones. The fair value of such non-cash consideration received from the customer is included in the transaction price and measured when the Company obtains control of the equipment. The Company applies the requirements of CPC 46 - Fair Value Measurement in measuring the fair value of the noncash consideration.

(b) Sale of plots of land (own)

The Company, through its wholly-owned subsidiary Rominor Empreendimentos Imobiliários Ltda. ("Rominor Empreendimentos") is a real estate development entity, created with the objective of carrying out real estate projects on the Company's own properties, considering that its real estate assets are considered investment property and/or inventories.

In the model of selling plots of land under contracts with partners, in line with CVM guidelines, the Company believes that control of the land is transferred directly from "Rominor Empreendimentos" to the buyer of the lot at the time of signing the purchase and sale agreement. Thus, for those projects still under development, after signing the purchase and sale agreement, the Company accounts for the sale of the improvements allocated to that plot of land directly to the buyer of the lot and the revenue from this sale is recorded using the method of percentage of performance incurred, under "Other operating income (expenses), net".

The Company adopted CPC 47/IFRS 15 - "Revenue from Contracts with Customers", based on the guidelines contained in Circular Letter CVM/SNC/SEP No. 02/2018, which establishes accounting procedures related to the recognition, measurement and disclosure of certain types of transactions arising from contracts for the purchase and sale of unfinished real estate units, adopting the "over time" criterion for revenue recognition. The Company shall recognize revenue when (or as) it satisfies the performance obligation by transferring the good or service (i.e. an asset) promised to the customer, linked to the physical progress of the work. The asset is considered to have been transferred when (or as) the customer obtains control of that asset.

Amounts of recognized sales revenue in excess of the amounts actually received from customers, are recorded in current or noncurrent assets under the "Trade accounts receivable" line item. The amounts received in connection with the sale of plots of land that are higher than the amounts recognized as revenue are accounted for under "Advances from customers".

Taxes on the difference between the revenue earned from real estate development and the accumulated revenue subject to taxation are calculated and accounted when this difference in revenue is recognized.

(c) Finance income

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

(d) Revenue from lease of machinery

Revenue from lease of machinery is measured at the fair value of the consideration receivable for lease services. Revenues are recognized on a monthly basis over the lease contract period.

(e) Revenue from sale of rental machines for sale

Revenue from the sale of "Rental machines for sale" is a supplementary activity to the machinery rental activity. Revenue is recognized when there is convincing evidence that the most significant risks and rewards inherent to the ownership of the goods have been transferred to the buyer, and the amount of revenue can be reliably measured. Under these contracts the main performance obligation is expected to be the delivery of machines. Distinction from other performance obligations such as technical installation/delivery and training are immaterial in the context of the contract and therefore have no significant impact on the Company's individual and consolidated financial statements.

2.18 Provisions

Provision for tax, labor and civil risks is recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated.

The amount recognized as a provision represents the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flow estimated to be required to settle the present obligation, its carrying amount is the present value of the relevant cash flow.

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

2.19 Material accounting policies and judgments used in the preparation of the individual and consolidated financial statements

The preparation of individual and consolidated financial statements involves the use of estimates. The determination of these estimates took into consideration the experiences of past and current events, assumptions regarding future events, formal expert opinions, when applicable, and other objective and subjective factors. Significant items which are subject to these estimates and assumptions include:

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

(b) Impairment testing of long-lived assets and assets with indefinite useful lives: the Company tests annually the impairment of assets with indefinite useful lives and, when necessary, tests the impairment of assets with definite useful lives. The recoverable amounts of Cash-Generating Units ("CGUs") have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 2.10).

(c) Inventory realization and obsolescence: the assumptions used are described in Note 2.7.

(d) Analysis of the credit risk to determine the allowance for doubtful accounts: the assumptions used are described in Note 2.6 (f).

(e) Deferred income tax assets on tax losses carried forward (Note 2.13) and the analysis of other risks used to determine other provisions, including contingencies arising from administrative and judicial proceedings (Note 2.18).

(f) Analysis of other risks to determine provisions, including contingencies. Provisions are recognized for all contingencies in which it is probable that an outflow of resources will be required for their settlement. The assessment of the likelihood of loss includes the assessment of available evidence, hierarchy of laws, available case laws, recent court decisions and their relevance in the legal system, as well as the assessment made by outside counselors.

The settlement of transactions involving these estimates may result in amounts different from those recognized in the individual and consolidated financial statements due to inaccuracies inherent to the estimation process. These estimates and assumptions are periodically reviewed.

2.20 Right-of-use assets

CPC 06 (R2) - Leases issued by CPC is equivalent to the international standard IFRS 16 - Leases, issued in January 2016 in replacement of the previous version of said standard (CPC 06 (R1), equivalent to the international standard IAS 17).

CPC 06 (R2) sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under CPC 06 (R1). The standard includes two exemptions from recognition for lessees - leases of low-value assets (i.e. personal computers) and short-term leases (i.e. leases with a term of 12 months or less). At the beginning of a lease, the lessee recognizes a liability for the payments (a lease liability) and an asset representing the right to use the underlying asset over the lease term (a right-of-use asset). The lessees should record separately the interest expenses on the lease liability and the depreciation expense of the right-of-use asset.

2.21 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Board of Directors, responsible for allocating resources, assessing the performance of the operating segments and making strategic decisions for the Company (Note 21).

2.22 Statement of cash flows

The Company classifies the payment of interest and monetary differences on borrowings and the receipt of dividends as financing and investing activities, respectively, in its cash flows. This classification was adopted because these refer to borrowing costs and return on investments, in line with the provisions of item 33 of CPC 03 (R2).

2.23 ICP 22 (IFRIC23) - Uncertainty over Income Tax Treatments

IFRIC 23 sets out how to determine the accounting and tax 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 assess whether it is probable that a tax authority will accept an uncertain tax treatment used, or proposed to be used, by an entity in its income tax returns.

2.24 Adoption of new and revised CPCs/IFRS standards

2.24.1 New and amended CPCs/IFRS Accounting Standards that are effective for the current year

In the current year, the Company has applied a number of amendments to IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) that are mandatorily effective for a period that begins on or after January 1, 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

i) Amendments to IAS 1 – Classification of Liabilities as Current or Noncurrent

The Company has adopted the amendments to IAS 1, published in January 2020, for the first time in the current year. The amendments to IAS 1 affect only the presentation of liabilities as current or noncurrent in the statement of financial position and not the amount or timing of recognition of any asset, liability, income or expense, or the information disclosed about those items. The amendments clarify that the classification of liabilities as current or noncurrent is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

ii) Amendments to IAS 1 - Presentation of Financial Statements — Noncurrent Liabilities with Covenants

The Company has adopted the amendments to IAS 1, published in November 2022, for the first time in the current year. The amendments specify that only covenants that an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date (and therefore must be considered in assessing the classification of the liability as current or noncurrent). Such covenants affect whether the right exists at the end of the reporting period, even if compliance with the covenant is assessed only after the reporting date (e.g. a covenant based on the entity's financial position at the reporting date that is assessed for compliance only after the reporting date). The IASB also specifies that the right to defer settlement of a liability for at least twelve months after the reporting date is not affected if an entity only has to comply with a covenant after the reporting period. However, if the entity's right to defer settlement of a liability is subject to the entity complying with covenants within twelve months after the reporting period, the entity discloses information that enables users of financial statements to understand the risk of the liabilities becoming repayable within twelve months after the reporting period. This would include information about the covenants (including the nature of the covenants and when the entity is required to comply with them), the carrying amount of related liabilities and facts and circumstances, if any, that indicate that the entity may have difficulties complying with the covenants.

iii) Amendments to IFRS 16 - Leases — Lease Liability in a Sale and Leaseback

The Company has adopted the amendments to IFRS 16 for the first time in the current year. The amendments to IFRS 16 add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale. The amendments require the seller-lessee to determine 'lease payments' or 'revised lease payments' such that the seller-lessee does not recognize a gain or loss that relates to the right of use retained by the seller-lessee, after the commencement date. The amendments do not affect the gain or loss recognized by the seller-lessee relating to the partial or full termination of a lease. Without these new requirements, a seller-lessee may have recognized a gain on the right of use it retains solely because of a remeasurement of the lease liability (for example, following a lease modification or change in the lease conditions) applying the general requirements in IFRS 16. This could have been particularly the case in a leaseback that includes variable lease payments that do not depend on an index or rate. As part of the amendments, the IASB amended the Illustrative Example in IFRS 16 and added a new example to illustrate the subsequent measurement of a right-of-use asset and lease liability in a sale and leaseback transaction with variable lease payments that do not depend on an index or rate. The illustrative examples also clarify that the liability, that arises from a sale and leaseback transaction that qualifies as a sale applying IFRS 15, is a lease liability. A seller-lessee applies the amendments retrospectively in accordance with IAS 8 to sale and leaseback transactions entered into after the date of initial application, which is defined as the beginning of the annual reporting period in which the entity first applied IFRS 16.

2.24.2 New and revised CPCs/IFRSs already issued but not yet adopted

As part of the CPC commitment to adopt in Brazil all the amendments introduced by the International Accounting Standards Board - IASB in IFRS, amendments to certain accounting pronouncements have already been disclosed by the IASB, which are not yet effective and have not been early adopted by the Company in the preparation of these financial statements. These amendments are not expected to have a significant impact on the Company's individual and consolidated financial statements in the future.

ii) IFRS 18 - Presentation and Disclosures in Financial Statements

IFRS 18 replaces IAS 1 - Presentation of Financial Statements, carrying forward many of the requirements in IAS 1 unchanged and complementing them with new requirements. In addition, some IAS 1 paragraphs have been moved to IAS 8 - Accounting Policies, Changes in Accounting Estimates and Errors, and IFRS 7 - Financial Instruments: Disclosures. Furthermore, the IASB has made minor amendments to IAS 7 - Statement of Cash Flows and IAS 33 - Earnings per Share.

IFRS 18 introduces new requirements to:

- present specified categories and defined subtotals in the statement of profit or loss;
- provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements; and
- improve aggregation and disaggregation.

The Company is required to apply IFRS 18 for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. The amendments to IAS 7 and IAS 33, as well as the revised IAS 8 and IFRS 7, become effective when the Company applies IFRS 18. IFRS 18 requires retrospective application with specific transition provisions.

The directors of the Company anticipate that the application of these amendments may have an impact on the group's consolidated financial statements in future periods.

iii) **IFRS 19 - Subsidiaries without Public Accountability: Disclosures**

IFRS 19 permits an eligible subsidiary to provide reduced disclosures when applying IFRS Accounting Standards in its financial statements.

A subsidiary is eligible for the reduced disclosures if it does not have public accountability and its ultimate or any intermediate parent produces consolidated financial statements available for public use that comply with IFRS Accounting Standards.

IFRS 19 is optional for subsidiaries that are eligible and sets out the disclosure requirements for subsidiaries that elect to apply it.

An entity is only permitted to apply IFRS 19 if, at the end of the reporting period:

- it is a subsidiary (this includes an intermediate parent)
- it does not have public accountability, and
- its ultimate or any intermediate parent produces consolidated financial statements available for public use that comply with IFRS Accounting Standards.

A subsidiary has public accountability if:

- its debt or equity instruments are traded in a public market or it is in the process of issuing such instruments for trading in a public market (a domestic or foreign stock exchange or an over-the-counter market, including local and regional markets), or
- it holds assets in a fiduciary capacity for a broad group of outsiders as one of its primary businesses (for example, banks, credit unions, insurance entities, securities brokers/dealers, mutual funds and investment banks often meet this second criterion).

Eligible entities can apply IFRS 19 in their consolidated, separate or individual financial statements. An eligible intermediate parent that does not apply IFRS 19 in its consolidated financial statement may do so in its separate financial statements.

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The new standard is effective for reporting periods beginning on or after January 1, 2027 with earlier application permitted. If an entity elects to apply IFRS 19 for a reporting period earlier than the reporting period in which it first applies IFRS 18, it is required to apply a modified set of disclosure requirements set out in an appendix to IFRS 19. If an entity elects to apply IFRS 19 for an annual reporting period before it applied the amendments to IAS 21, it is not required to apply the disclosure requirements in IFRS 19 with regard to Lack of Exchangeability.

The directors of the Company do not anticipate that IFRS 19 will be applied for purposes of the consolidated financial statements of the group.

iv) Technical Guidance OCPC 10 and CVM Resolution 223

On December 16, 2024, the Brazilian Accounting Pronouncements Committee (CPC) issued Technical Guidance OCPC 10 - Carbon Credits (tCO₂e), Carbon Allowances, and Decarbonization Credits (CBIO). In line with this initiative, the Brazilian Securities and Exchange Commission (CVM) published Resolution 223/24, which makes the adoption of the aforementioned technical guidance mandatory for publicly-held companies supervised by the agency. OCPC 10 and CVM Resolution 223/24 are effective on January 1, 2025 and are applicable to years beginning on or after this date.

According to CPC 23 - Accounting Policies, Changes in Estimates and Errors, on the date of publication of the financial statements, the Company had not early adopted said technical guidance. The directors of the Company anticipate that the application of these amendments will not have an impact on the group's consolidated financial statements in future periods.

There are no other standards or interpretations issued and not yet adopted that, in Management's opinion, may have a significant impact on the profit or loss or equity disclosed by the Company.

3 CASH AND CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS

	Parent		Consolidated	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Cash and banks	19,254	37,912	126,231	93,351
Bank deposit certificates (CDB) (a)	99,647	177,906	135,817	188,629
Other	172	438	172	438
Total cash and cash equivalents	119,073	216,256	262,220	282,418
Short-term investments backed by debentures (b)	50,230	66	99,476	32,066
Total assets held for trading	50,230	66	99,476	32,066

(a) These investments are substantially pegged to the Interbank Deposit Certificate ("CDI") rate, maturing in up to 90 days.

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(b) Refers to investments substantially pegged to the Interbank Deposit Certificate ("CDI") rate, maturing in up to 90 days.

Short-term investments are remunerated at an average rate of 101.84% of the CDI at December 31, 2024 (102.54% of the CDI at December 31, 2023).

4 TRADE ACCOUNTS RECEIVABLE AND TRADE ACCOUNTS RECEIVABLE – PROZ FINANCING

(i) RECEIVABLES

	Parent		Consolidated	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Domestic customers (Brazil)	92,948	82,217	99,145	104,930
Foreign customers	21,725	22,508	120,631	142,217
Allowance for doubtful accounts	(6,227)	(3,060)	(9,993)	(6,420)
Current	108,446	101,665	209,783	240,727
Domestic customers (Brazil)	2,897	1,493	17,935	1,660
Foreign customers	5,173	3,534	7,034	5,862
Allowance for doubtful accounts	(3,122)	(2,472)	(3,122)	(2,472)
Noncurrent	4,948	2,555	21,847	5,050

Trade accounts receivable are recorded at their amortized costs, which approximate their fair values.

The balance of current trade accounts receivable as at December 31, 2024 and December 31, 2023, parent and consolidated, is distributed as follows:

	Parent		Consolidated	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Falling due	84,478	81,220	175,669	208,799
Past due:				
1 to 30 days	12,716	4,954	18,734	12,818
31 to 60 days	1,933	4,074	2,950	4,552
61 to 90 days	342	1,837	1,096	1,822
91 to 180 days	2,197	4,488	3,856	5,988
181 to 360 days	4,546	4,530	4,839	5,646
Over 360 days	8,461	3,622	12,632	7,521
	30,195	23,505	44,107	38,347
Total	114,673	104,725	219,776	247,146
Allowance for doubtful accounts	(6,227)	(3,060)	(9,993)	(6,420)
Total current	108,446	101,665	209,783	240,727

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The balance of noncurrent trade accounts receivable as at December 31, 2024, parent and consolidated, is distributed as follows:

	Parent	Consolidated
Falling due:		
2026	5,451	19,212
2027	2,619	5,539
2028 onwards	-	251
Allowance for doubtful accounts	(3,122)	(3,156)
Total – noncurrent	4,948	21,846

Changes in the allowance for doubtful accounts, parent and consolidated, are as follows:

	Parent	Consolidated
At December 31, 2023	5,532	8,892
Receivables recognized for the year	7,174	8,019
Receivables written off	(3,357)	(5,563)
Foreign exchange differences	-	1,768
At December 31, 2024	9,349	13,116

The allowance for doubtful accounts is estimated and recorded based on the individual analysis of each customer, and for the transactions where there are security interests, the expected loss is calculated based on the net realizable value and the amount of the security interest receivable.

The additions to and release of the provision for impaired receivables have been included in the statement of profit and loss line item "General and administrative expenses".

(ii) TRADE ACCOUNTS RECEIVABLE – PRODZ FINANCING

	PRODZ	
	12/31/2024	12/31/2023
Current	51,476	34,696
Domestic customers	52,093	35,101
Allowance for doubtful accounts	(617)	(405)
Noncurrent	29,508	30,079
Domestic customers	29,542	30,079
Allowance for doubtful accounts	(34)	-

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The balances of trade accounts receivable - PRODZ financing in current assets as at December 31, 2024 and 2023 are distributed as follows:

	12/31/2024	12/31/2023
Falling due	48,453	33,994
Past due:		
1 to 30 days	797	363
31 to 60 days	544	258
61 to 90 days	289	150
91 to 180 days	734	181
181 to 360 days	812	117
Over 360 days	464	38
	3,640	1,107
Total	52,093	35,101
Allowance for doubtful accounts	(617)	(405)
Total current	51,476	34,696

The balance of trade accounts receivable - PRODZ financing in noncurrent assets as at December 31, 2024 is distributed as follows:

	PRODZ
Falling due:	
2026	22,020
2027	6,136
2028 onwards	1,352
Total – noncurrent	29,508

5 ONLENDING OF FINAME MANUFACTURER FINANCING

	12/31/2024	Parent and Consolidated 12/31/2023
FINAME falling due	160,390	161,780
FINAME awaiting release (a)	2,898	388
FINAME past due (b)	22,187	13,019
	185,475	175,187
Allowance for doubtful accounts	(7,958)	(4,366)
Current	177,517	170,821
FINAME falling due	230,296	233,673
FINAME awaiting release (a)	22,348	1,888
	252,644	235,561
Allowance for doubtful accounts	(3,987)	(3,528)
Noncurrent	248,657	232,033
Total	426,174	402,854

The item "Onlending of FINAME manufacturer financing" refers to sales to customers financed by funds from the Brazilian Development Bank ("BNDES") (Note 14) which are carried at their amortized costs.

FINAME manufacturer refers to financing specifically linked to sales transactions, with terms of up to 60 months with a grace period of up to six months, in accordance with the terms defined by the BNDES at the time of the financing.

The financing terms are also based on customer's characteristics. Funds are released by the BNDES on identification of a customer and sale, as well as checking that a customer has fulfilled the terms of Circular Letter 195 dated July 28, 2006 issued by BNDES, through a financial agent, with the formalization of a financing agreement in the name of the Company and consent of the customer to be financed. The amounts, periods and charges of the transaction are fully reflected in the amounts to be received by the Company from the bank mediating the agreement to which the Company is the debtor. The Company retains title to the financed equipment until the final settlement of the obligation by the customer.

The differences between onlending of FINAME manufacturer financing receivables include:

(a) FINAME transactions awaiting release: refers to FINAME manufacturer financing transactions that meet the specified terms and have been approved by all parties involved. The preparation of documentation, the issue of the sales invoice, and the delivery of the equipment to the customer have all taken place. The crediting of the related funds to the Company's account by the agent bank is pending at the end of the reporting period, in view of the normal operating terms of the agent.

(b) FINAME past due: refers to amounts receivable not settled by customers on their due dates. The Company records the provision for possible losses on the realization of these balances at the amount of the difference between the expected value of the sale of the collateral (machines) recovered through execution of the covenant regarding reservation of title over the machinery sold (security interest) and the value of the receivables from the defaulting customer. In instances in which the security interest cannot be located, a full loss provision is made for the balance of the receivable.

The machinery repossessed as part of the execution process is recorded at its carrying amount, not exceeding its market value, under "Other receivables", pending a final court decision, after which it is transferred to inventories. As at December 31, 2024, the balance of repossessed machinery, included under "Other receivables", parent and consolidated, amounted to R\$592 (R\$1,163 as at December 31, 2023) in current assets and R\$9,190 (R\$7,479 as at December 31, 2023) in noncurrent assets.

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As at December 31, 2024 and 2023, the balances of "Onlending of FINAME manufacturer financing", parent and consolidated, classified in current assets, were as follows:

	Parent and Consolidated	
	12/31/2024	12/31/2023
Falling due	163,288	162,168
Past due:		
1 to 30 days	2,359	1,962
31 to 60 days	1,629	983
61 to 90 days	1,140	528
91 to 180 days	3,256	846
181 to 360 days	4,854	476
Over 360 days	8,948	8,223
	22,187	13,019
Allowance for doubtful accounts	(7,958)	(4,366)
Total - current	177,516	170,821

The expected realization of noncurrent receivables relating to the onlending of FINAME manufacturer financing, parent and consolidated, is as follows:

	Parent and Consolidated
Falling due:	
2026	126,573
2027	77,852
2028	40,955
2029	7,264
Allowance for doubtful accounts	(3,987)
Total – noncurrent	248,657

Changes in the allowance for doubtful accounts, parent and consolidated, are as follows:

	Parent and Consolidated
At December 31, 2023	7,894
Allowance recognized (or written off) for the year	4,051
At December 31, 2024	11,945

The allowance for doubtful accounts is estimated and recorded based on the individual analysis of each customer, and for the transactions where there are security interests, the expected loss is calculated based on the net realizable value and the amount of the security interest receivable.

The additions to and release of the provision for impaired receivables have been included in the statement of profit and loss line item "General and administrative expenses".

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6 INVENTORIES

	Parent		Consolidated	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Finished products	39,660	45,503	107,652	111,251
Used machinery	1,365	4,119	1,365	4,119
Work in progress	144,976	122,707	249,994	159,338
Raw materials and components	274,952	266,495	333,963	316,700
Imports in transit	17,255	7,772	22,570	15,599
Total	478,208	446,596	715,544	607,007

The inventory balances, parent and consolidated, as at December 31, 2024, are net of provision for slow-moving inventories and inventories posing a remote probability of being realized through sale or use, amounting to R\$24,940 and R\$39,585 (R\$25,687 and R\$34,210 as at December 31, 2023), respectively.

The changes in the provision to bring inventories to their net realizable value are as follows:

	Parent	Consolidated
At January 1, 2023	22,485	30,976
Inventories sold or written off	(12,061)	(12,843)
Provision recognized	11,108	11,213
Foreign exchange differences	-	709
Transfer of provision resulting from machines repossessed during the year	4,155	4,155
At December 31, 2023	25,687	34,210
Inventories sold or written off	(11,794)	(11,886)
Provision recognized	9,830	11,144
Foreign exchange differences	-	4,900
Transfer of provision resulting from machines repossessed during the year	1,217	1,217
At December 31, 2024	24,940	39,585

The changes in the provision for inventory losses by class of inventories are as follows:

	Parent		Consolidated	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Finished products	1,774	1,092	2,125	1,417
Used machinery	691	2,533	691	2,533
Work in progress	5,630	5,803	5,630	5,803
Raw materials and components	16,845	16,259	31,139	24,457
Total	24,940	25,687	39,585	34,210

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7 INVESTMENTS IN SUBSIDIARIES

				Ownership interest			
12/31/2024				12/31/2023			
		Direct	Indirect	Noncontrolling	Direct	Indirect	Noncontrolling
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 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	-	-

	Subsidiary	Country	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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12/31/2024

	Romi Italy and subsidiaries (1)	Romi Europe and subsidiaries (2)	Rominor Comércio (3)	Romi Machine Tools (4)	Rominor Empreendimentos (5)	Romi A.L. (6)	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%	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 (equity deficit) of subsidiary	(3,073)	108,535	32,727	1,866	66,773	-	(9,358)	125,663	
Profit (loss) for the year	(4,964)	(9,208)	14,527	(46)	10,631		(2,804)	9,992	
Changes in investment:									
Investment balance as at December 31, 2023	1,584	98,658	24,608	1,276	56,142	-	(4,813)	66,422	243,877
Foreign exchange differences on foreign investments	307	19,085	-	636	-	-	(1,741)	-	18,287
Dividends proposed and paid (b)	-	-	(8,676)	-	-	-	-	-	(8,676)
Equity in earnings of subsidiaries	(4,964)	(9,208)	14,527	(46)	10,631	-	(2,804)	9,992	18,128
Increase/Decrease in capital in subsidiary	-	-	-	-	-	-	-	49,249	49,249
Equivalent value - closing balance	(3,073)	108,535	30,459	1,866	66,773	-	(9,358)	125,663	320,865
Investments in subsidiaries	-	108,535	30,459	1,866	66,773	-	-	125,663	333,296
Provision for equity deficit of subsidiaries	(3,073)	-	-	-	-	-	(9,358)	-	(12,431)

(a) The subsidiaries' capital is not divided into units of interest or shares in their articles of organization.

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

(c) Capital increase in subsidiary PRODZ, until December 31, 2024, the amount of R\$49,249 had been contributed.

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12/31/2023

	Romi Italy and subsidiaries (1)	Romi Europe and subsidiaries (2)	Rominor Comércio (3)	Romi Machine Tools (4)	Rominor Empreendimentos (5)	Romi A.L. (6)	IRSA Máq. Mexico (7)	Prodz (8)	Total
Investments:									
Number of shares held	(a)	(a)	6,191,156	3,000,000	78	13,028,000	1,188,000		
Ownership interest	100.0%	100.0%	93.1%	100.0%	100.0%	100.0%	100.0%	100.0%	
Current assets	83,527	191,340	28,131	56,734	57,762	-	26,254	36,763	
Noncurrent assets	10,452	109,438	300	300	(1,423)	-	2,584	30,079	
Current liabilities	53,197	152,607	1,991	43,655	197	-	23,094	420	
Noncurrent liabilities	39,198	49,513	-	12,103	-	-	10,557	-	
Equity (equity deficit) of subsidiary	1,584	98,658	26,440	1,276	56,142	-	(4,813)	66,422	
Changes in investment:									
Investment balance as at December 31, 2022	10,603	104,897	30,505	(2,684)	17,327	8,044	(4,383)	26,726	191,035
Foreign exchange differences on foreign investments	(109)	(4,033)		167	-	(447)	316	-	(4,106)
Dividends proposed and paid (b)	-	-	(12,618)	-	(14,088)	-	-	-	(26,706)
Equity in earnings of subsidiaries	(8,910)	(2,206)	6,721	3,793	52,903	(200)	(746)	5,696	57,051
Increase/Decrease in capital in subsidiary	-	-	-	-	-	(7,397)	-	34,000	26,603
Equivalent value - closing balance	1,584	98,658	24,608	1,276	56,142	-	(4,813)	66,422	243,877
Investments in subsidiaries	1,584	98,658	24,608	1,276	56,142	-	-	66,422	248,690
Provision for equity deficit of subsidiaries	-	-	-	-	-	-	(4,813)	-	(4,813)

(a) The subsidiaries' capital is not divided into units of interest or shares in their articles of organization.

(b) Payment of dividends by subsidiary Rominor Comércio, approved by the Board of Directors at the meeting held on January 31, 2023 and ratified at the Annual Shareholders' Meeting held on March 14, 2023, which authorized the distribution of profits for the year 2022 and distribution of mandatory minimum dividends for 2023. The Company received from this distribution in the second quarter of 2023 the amount of R\$10,938 and R\$1,680, respectively.

(c) Dividends were distributed by subsidiary Rominor Empreendimentos, approved at the Annual and Extraordinary Shareholders' Meeting on March 14, 2023 in the amount of R\$14,088.

(d) Capital increase in subsidiary PRODZ, until December 31, 2023, the amount of R\$34,000 had been contributed.

(e) In September 2023, the activities of subsidiary ROMI AL were discontinued, decapitalizing the subsidiary.

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8 RELATED-PARTY BALANCES AND TRANSACTIONS

The balances and transactions with related parties as at December 31, 2024 and 2023 are as follows:

(i) BALANCE SHEET ACCOUNTS – PARENT

	RECEIVABLES		PAYABLES	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Direct subsidiaries				
Romi Europe	15,048	9,572	244	34
Romi Italy	6,663	2,868	-	-
Romi BW Machine Tools	14,529	5,539	59	166
Irsa Máquinas México	20,923	14,672	12	2
Rominor Comércio	3,632	1,682	-	-
Prodz	-	-	41,429	-
	60,795	34,333	41,744	202
Indirect subsidiaries				
B+W - Burkhardt+Weber	19,491	9,556	130	-
Romi France S.A.S.	11,091	5,619	-	-
Romi Máquinas España S.A.	10,452	7,766	-	-
Romi Machines UK	9,115	3,502	4	4
	50,149	26,443	134	4
Total	110,945	60,776	41,878	206
Current	27,728	19,238	9,178	206
Noncurrent	83,217	41,538	32,700	-
Total	110,945	60,776	41,878	206

(ii) TRANSACTIONS

	Sales revenue		Operating income (expenses) and finance income (costs)	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Romi Europe	6,468	8,091	755	636
Rominor Comércio	48	46	-	-
Rominor Empreendimentos	26	33	-	-
Romi Italy	4,702	8,869	-	-
Romi BW Machine Tools	8,450	10,426	2,065	781
Romi France S.A.S.	5,641	6,574	-	-
Romi A.L.	-	-	-	17
Romi Machines UK	5,047	6,766	209	61
Irsa Máquinas México	4,477	7,282	47	92
B+W - Burkhardt + Weber	9,513	4,664	-	-
Romi Máquinas España	973	1,932	-	-
Prodz	80	77	-	-
Total	45,425	54,761	3,076	1,587

The main balances and transactions with the aforementioned related parties refer to trading transactions between the parent and its subsidiaries.

The Company entered into trading transactions with certain subsidiaries for the supply and purchase of equipment, parts and pieces, but it does not have material transactions with related parties other than those described above. Decisions regarding transactions between the parent and its subsidiaries are made by management.

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The Company provides administrative services, mainly accounting and legal services, to the parent Fênix Empreendimentos S.A. The revenue until December 31, 2024 was R\$156 (R\$155 as at December 31, 2023).

The Company makes donations to Romi Foundation at amounts set in the agreement approved by the State Prosecutor's Office. Donations until December 31, 2024 totaled R\$1,204 (R\$1,152 as at December 31, 2023).

As informed in Note 10 – Investment property, through the subsidiary Rominor Empreendimentos Imobiliários S.A. ("Rominor Empreendimentos"), the land located at (i) Rua Papa Pio XII, and (ii) the industrial building located at Avenida Juscelino Kubitschek de Oliveira, 1250, were sold. This transaction was intermediated by Related Parties of the Company and a commission was paid for the brokerage intermediation in the total amount of R\$480. The decisions were made solely by the independent members of the Board of Directors who considered themselves unimpeded, according to the minutes of the Board of Directors' meeting held on July 18, 2024.

Management compensation for the years ended December 31, 2024 and 2023 was as follows:

	12/31/2024	12/31/2023
Fees and charges	8,451	7,702
Profit sharing	4,989	5,559
Private pension plan	428	405
Healthcare plan	390	339
PARENT	14,258	14,005
Fees and charges of subsidiaries	242	227
CONSOLIDATED	14,500	14,232

The amounts shown above comply with the limits established by the Board of Directors and approved at the Annual General Meeting of Shareholders held on March 12, 2024.

9 TAXES RECOVERABLE

The breakdown of taxes recoverable is as follows:

	12/31/2024	12/31/2023
CURRENT		
Withholding Income Tax (IRRF)	538	1,824
Social Security Contribution (INSS)	-	2
Excise Tax (IPI)	3,792	2,684
Value-added Tax on Sales and Services (ICMS)	3,704	2,460
Social Integration Program (PIS)	127	130
Social Contribution on Revenues (COFINS)	587	600
Total Parent	8,748	7,700
Taxes recoverable of subsidiaries	9,861	8,228
Total Consolidated	18,609	15,928
NONCURRENT		
Selic proceeding (a)	62,792	58,255
Value-added Tax on Sales and Services (ICMS)	2,777	2,531
OTHER	24	25
Total Parent	65,593	60,811
Taxes recoverable of subsidiaries	6	6
Total Consolidated	65,599	60,817

a) Tax proceedings ("non-levy of IRPJ and CSLL on monetary adjustment and interest from undue payment")

On March 20, 2019, the Company filed for a writ of mandamus in order to recover taxes that it believes were unduly paid in the last five years, since IRPJ (corporate income tax) and CSLL (social contribution on net income) were not levied on the amounts related to monetary adjustment and late payment interest on the refund of tax credits.

This subject was submitted to the analysis of general repercussion on September 24, 2021 when, judging extraordinary appeal 1.063.187, the Supreme Federal Court (STF), by unanimous decision, ruled on the non-levy of IRPJ and CSLL on the amounts related to monetary adjustment and interest on the refund of tax credits, as transcribed below: *"The levy of IRPJ and CSLL on the amounts related to the Selic rate received due to claim for refund of undue payment is unconstitutional"*.

Management analyzed such proceeding considering the accounting literature in effect, the two main pronouncements analyzed were: (i) ICPC 22 - Uncertainty over Income Tax Treatments; and (ii) CPC 25 - Provisions, Contingent Liabilities and Contingent Assets. The analyses considered the opinion of Management and of tax experts. After various analyses and discussions, it was concluded that ICPC 22 - Uncertainty over Income Tax Treatments would be the pronouncement most applicable to this specific situation since the matter involves specifically IRPJ and CSLL, that is, income taxes.

Such pronouncement requires that the Company evaluate whether it is "more likely than not" that the tax treatment adopted will be accepted by the tax authorities. Considering that it is a proceeding with effect of general repercussion, applied to all other proceedings that come to be judged, the recent history of STF decisions and the fact that the Company has a proceeding that was filed before the STF decision, Management concluded that it is more likely than not that the Company is entitled to such credit on the date of approval and issue of the individual and consolidated interim financial information for September 30, 2021 and such conclusion is in accordance with the opinion of our legal counselors, reason why this tax credit was recognized for the period ended September 30, 2021.

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

Lastly, the Company's proceeding is at the STF awaiting the analysis of the interlocutory appeal in special appeal filed by ROMI, which discusses exclusively Topic 504 of the STJ that addresses interest levied on the refund of judicial deposits, for which a final and unappealable decision has not yet been issued, considering the STF's understanding in the case of repetition of undue payment that can be observed by the Superior Court.

For the year ended December 31, 2024, the Company's Management reassessed and concluded that there are no facts or factors that change the conclusion previously reached at the time of issue of the individual and consolidated interim financial information at September 30, 2021.

10 INVESTMENT PROPERTY

In 2012, the Company's Management decided, based on the perspectives of short and medium-term expansion of operations, to classify certain property as "Investment Property" for future capital appreciation. The amounts classified as investment property are R\$13,500 (R\$13,500 as at December 31, 2023) in the parent and R\$14,283 (R\$15,183 as at December 31, 2023) in the consolidated.

The investment property is stated at historical cost, and for fair value disclosure purposes the Company contracted an independent expert who applied a methodology accepted by the Brazilian Institute of Engineering Appraisals as well as recent transactions with similar property and assessed the fair value less cost to sell of this property at R\$110,661 (R\$110,661 as at December 31, 2023) in the parent and R\$114,318 (R\$126,318 as at December 31, 2023) in the consolidated.

- i) In April 2022, through the subsidiary Rominor Empreendimentos Imobiliários Ltda. ("Rominor Empreendimentos"), there was the launch of the land subdivision Vila Romi Residence, with 350 lots between 300m² and 884m², which is expected to be completed and delivered in 2025. So far, sales are indicating that the total General Sales Value (GSV) estimated at around R\$133 million is adequate. The interest of Rominor Empreendimentos, a wholly-owned subsidiary of the Company, in this project is 50% of GSV. As of the date of these financial statements, the subsidiary Rominor Empreendimentos had received approximately R\$53.9 million (amount plus monetary adjustment and interest). Management analyzed the accounting standard CPC47 - Revenue from Contracts with Customers and the relevant CVM rules and believes that the Percentage of Completion ("POC") methodology should be applied for revenue recognition of Vila Romi Residence. As at December 31, 2024, the percentage of completion of the works was 100.0%, according to the construction work measurement report, causing an impact of R\$16,059 in "Other operating income, net" (since the beginning of the construction work, a total balance of R\$82,627 has been recognized).
- ii) On July 25, 2024, through the subsidiary Rominor Comércio, Empreendimentos e Participações S.A. "Rominor Comércio", the Company entered into an agreement with third parties for the sale of plots of land located at (i) 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, 1250, with an area of 1,142.97 m² built up on land. The proceeds from the sale in the third quarter of 2024 were classified in the line item "Other operating income, net", with impact of R\$10,000 on operating income and of R\$9,636 on profit for the year. The payment was fully received upon the signing of the deed.

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11 PROPERTY, PLANT AND EQUIPMENT

Changes in property, plant and equipment, parent and consolidated, are as follows:

	PARENT							
	Land	Buildings and yards	Machinery and equipment	Furniture and fittings	Vehicles	Information technology	Construction in progress	Total
Cost of property, plant and equipment, gross								
At January 1, 2023	3,997	216,035	488,455	12,159	4,680	37,616	11,002	773,944
Additions	-	1,838	48,086	959	11	820	71,803	123,517
Disposals	-	-	(61,770)	(22)	(8)	(1,336)	-	(63,136)
Transfers	-	728	59,360	(5)	(104)	-	(59,979)	-
At December 31, 2023	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	-	1,960	101,300	-	-	-	(103,260)	-
At December 31, 2024	3,997	221,979	615,217	13,676	5,434	37,442	18,753	916,498
Accumulated depreciation								
At January 1, 2023	-	129,400	252,269	8,342	3,893	33,656	-	427,560
Depreciation	-	6,293	35,130	501	269	1,147	-	43,340
Disposals	-	-	(21,762)	(21)	(112)	(1,147)	-	(23,042)
At December 31, 2023	-	135,693	265,637	8,822	4,050	33,656	-	447,858
Depreciation	-	6,401	39,041	591	237	1,357	-	47,627
Disposals	-	-	(14,474)	(59)	(157)	(195)	-	(14,885)
At December 31, 2024	-	142,094	290,204	9,354	4,130	34,818	-	480,600
Useful lives		25 and 10 years	10 and 15 years	10 years	5 years	5 years		
Property, plant and equipment, net								
At January 1, 2023	3,997	86,635	236,186	3,817	787	3,960	11,002	346,384
At December 31, 2023	3,997	82,908	268,494	4,269	529	3,444	22,826	386,466
At December 31, 2024	3,997	79,885	325,013	4,322	1,304	2,624	18,753	435,898

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	CONSOLIDATED							
	Land	Buildings and yards	Machinery and equipment	Furniture and fittings	Vehicles	Information technology	Construction in progress	Total
Cost of property, plant and equipment, gross								
At January 1, 2023	30,500	277,615	526,027	30,637	14,673	36,802	16,476	932,730
Additions	-	3,080	48,251	2,439	3,595	822	71,865	130,052
Disposals	-	(2,246)	(60,307)	(22)	(8)	(1,336)	-	(63,919)
Transfers	-	728	59,255	(4)	-	-	(59,979)	-
Foreign exchange differences	(1,036)	(1,846)	1,073	(45)	(2,912)	898	(277)	(4,145)
At December 31, 2023	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)	-	(68,846)
Transfers	-	1,960	101,300	-	-	-	(103,260)	-
Foreign exchange differences	5,167	9,893	4,645	959	(2,702)	(360)	1,000	18,603
At December 31, 2024	34,631	290,414	660,008	36,146	16,987	37,976	23,063	1,099,225
Accumulated depreciation								
At January 1, 2022	-	152,538	294,912	22,583	10,100	32,240	-	512,373
Depreciation	-	8,531	36,105	2,088	871	1,657	-	49,252
Disposals	-	-	(21,933)	(48)	(8)	(1,835)	-	(23,824)
Foreign exchange differences	-	16	1,674	42	3	503	-	2,238
At December 31, 2023	-	161,085	310,758	24,665	10,966	32,565	-	540,038
Depreciation	-	9,062	41,716	2,500	874	1,737	-	55,889
Disposals	-	-	(14,723)	(59)	(157)	(195)	-	(15,134)
Foreign exchange differences	-	(194)	(1,549)	(180)	(20)	(33)	-	(1,976)
At December 31, 2024	-	169,953	336,202	26,926	11,663	34,074	-	578,818
Useful lives	-	25 and 10 years	10 and 15 years	10 years	5 years	5 years	-	
Property, plant and equipment, net								
At January 1, 2023	30,500	125,077	231,115	8,054	4,573	4,562	16,476	420,358
At December 31, 2023	29,464	116,246	263,541	8,340	4,382	4,621	28,085	454,679
At December 31, 2024	34,631	120,461	323,806	9,220	5,324	3,902	23,063	520,407

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Of the amount of R\$47,627 (2023 - R\$36,477) related to depreciation expense, R\$44,430 (2023 - R\$40,382) was recognized in the statement of profit and loss in "Cost of sales and services", R\$1,065 (2023 - R\$1,027) in "Selling expenses", R\$1,538 (2023 - R\$1,493) in "General and administrative expenses", and R\$594 (2023 - R\$438) in "Research and development" – Parent.

Of the amount of R\$55,889 (2023 - R\$49,252) related to depreciation expense, R\$44,493 (2023 - R\$41,667) was recognized in the statement of profit and loss in "Cost of sales and services", R\$1,627 (2023 - R\$1,676) in "Selling expenses", R\$9,219 (2023 - R\$5,598) in "General and administrative expenses", and R\$550 (2023 - R\$311) in "Research and development"- Consolidated.

Property, plant and equipment pledged as collateral

Due to the financing agreements with the BNDES, the Company pledged as collateral property, plant and equipment items amounting to R\$60,603 as at December 31, 2024 (R\$44,310 as at December 31, 2023). These items refer to land, buildings, facilities, machinery and equipment.

Machines allocated to the machinery rental business

Of the investments made in 2024, machines manufactured by the Company allocated to the machinery rental business, a new solution launched in the third quarter of 2020, represented R\$111.6 million and R\$18.3 million of depreciation. Since the launch of the solution, the total residual value of the investments until December 31, 2024 is R\$318.7 million, with accumulated depreciation in the same year of R\$49.4 million.

Rental machines for sale

At December 31, 2024, the Company classified in line item "Rental machines for sale" in current assets the amount of R\$22,987 relating to machines returned from rental.

Impairment

For the year ended December 31, 2024, the Company's Management evaluated each business segment (Note 21) and concluded that:

- i) Romi Machines: There is no indication that would require the recognition of a provision for impairment of property, plant and equipment and intangible assets.
- ii) Burkhardt + Weber Machinery: See considerations in Note 12(i).

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- iii) Cast and machined products: Due to the economic performance in the year ended December 31, 2024, Management understood that there was, on that date, indication that the asset might be impaired. The Company's Management prepared an appraisal report to obtain the fair value net of selling expenses of the property, plant and equipment items of this segment and compared it with the carrying amount. The Company's Management concluded that the property, plant and equipment items are still recoverable and there is no need to establish a provision for impairment for the property, plant and equipment items of this segment as at December 31, 2024.

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12 INTANGIBLE ASSETS

Changes in intangible assets, parent and consolidated, are as follows:

	PARENT			CONSOLIDATED				
	Technology	Other	Total	Technology	Customer relationship	Trademarks	Other	Total
Gross cost								
At January 1, 2023	563	6,653	7,216	35,812	26,029	31,327	7,796	100,964
Additions	-	137	137	-	-	-	248	248
Foreign exchange differences	-	-	-	(46)	(12)	(44)	(11)	(113)
At December 31, 2023	563	6,790	7,353	35,766	26,017	31,283	8,033	101,099
Additions	-	-	-	26	-	-	-	26
Foreign exchange differences	-	-	-	677	2,160	6,586	-	9,423
Disposals	-	-	-	-	-	-	-	-
At December 31, 2024	563	6,790	7,353	36,469	28,177	37,869	8,033	110,548
Accumulated amortization								
At January 1, 2023	317	6,092	6,409	29,295	12,929	-	7,727	49,951
Amortization	11	293	304	5,193	1,300	-	293	6,786
At December 31, 2023	328	6,385	6,713	34,488	14,229	-	8,020	56,737
Amortization	9	294	303	2,553	1,876	-	294	4,724
At December 31, 2024	337	6,679	7,016	37,041	16,105	-	8,314	61,460
Useful lives	5 years	5 years		5 to 20 years	20 years	Indefinite	5 years	
Intangible assets, net								
At January 1, 2023	246	561	807	6,517	13,100	31,327	69	51,013
At December 31, 2023	235	405	640	1,278	11,788	31,283	13	44,362
At December 31, 2024	226	111	337	(573)	12,071	37,869	(281)	49,086

On December 22, 2011, the Company approved the acquisition of all of the shares of B+W (Burkhardt + Weber Fertigungssysteme GmbH) through its direct subsidiary Romi Europa GmbH. Accordingly, at the acquisition date, the Company carried out the measurement and allocation of the purchase price, with the following nature and characteristics:

(a) Technology: Refers to the know-how related to products and processes that are technologically feasible, which assure competitive advantages in relation to the product quality and efficiency, with depreciation of 15 to 20 years.

(b) Portfolio of customers: Refers to customer sales orders outstanding as at the acquisition date, fully depreciated at December 31, 2023.

(c) Customer relationship: Refers to contractual rights arising from: (i) the history of customer relationships; (ii) the likelihood of occurrence of new business in the future, with depreciation of 20 years.

(d) Trademarks: refers to the rights of use of the trademark B+W (Burkhardt + Weber Fertigungssysteme), which is related to high-tech products, without a defined amortization period.

i) Impairment test of intangible assets with indefinite useful lives

At the closing of its financial statements (or whenever events or adverse circumstances occur), the Company reviews the net carrying amount of assets to assess whether there were events or changes in economic, operating or technological circumstances that could indicate an impairment of these assets. When evidence of impairment is identified and the net carrying amount exceeds the recoverable amount, a provision for impairment is recognized to adjust the net carrying amount to the recoverable amount. The recoverable amount of an asset or cash-generating unit (CGU) is defined as the higher of an asset's fair value less costs to sell and its value in use. The basis for determining the recoverable amount of assets adopted by the Company is the value in use.

Projections to establish the recoverable amount were prepared according to the value in use and for a period of ten years. Management considered the use of this period appropriate based on its past experience in preparing future cash flow projections and, mainly, due to the fact that the return in the capital goods industry exceeds five years.

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

- a) Growth of revenue and, consequently, of future cash flow: it is based on value creation strategies, which include observation of the historical behavior of each revenue group (machinery, parts and services and retrofits). The Company has chosen to include growth in its revenues based on its observed growth performance in recent years.
- b) Gross margins and operating expenses and finance costs: The Company maintained a similar projection of future cash flow to that observed in the recent past.

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- c) Discount rate: The calculation of the discount rate is based on the Company's specific circumstances, and is calculated using the actual Weighted Average Cost of Capital (WACC) of 7.07% in 2024 (7.99% in 2023).

Finally, the Company adopted sensitivity analyses of the recoverability test considering reasonable variations in the main assumptions used in the test. The recoverable amount was compared with the carrying amount of the assets that make up the Cash-Generating Unit (CGU) Burkhardt+Weber Machinery and, as a result of this analysis and the application of the assumptions described on discounted cash flows to determine the need to reduce the recoverable amount of the brand intangible asset, Management did not identify the need to recognize a provision for impairment of this CGU.

Of the amount of R\$303 (2023 - R\$304) related to amortization expense, R\$11 (2023 - R\$14) was recognized in the statement of profit and loss in "Cost of sales and services", R\$138 (2023 - R\$141) in "General and administrative expenses", and R\$154 (2023 - R\$148) in "Research and development" – Parent.

Of the amount of R\$4,724 (2023 - R\$6,786) related to amortization expense, R\$11 (2023 - R\$14) was recognized in the statement of profit and loss in "Cost of sales and services", R\$4,420 (2023 - R\$6,483) in "Selling expenses", R\$138 (2023 - R\$141) in "General and administrative expenses", and R\$155 (2023 - R\$148) in "Research and development" – Consolidated.

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13 BORROWINGS

Changes in borrowings, parent and consolidated, are as follows:

Type	Current		Noncurrent		Maturity	Principal amortization	Financial charges	Collateral
	2024	2023	2024	2023				
FINEP Project (a)	275	150	146,018	84,000	Jun-2030	Monthly	Reference interest rate + 3.30 p.a.	Bank guarantee
Investment Support Program - BNDES Innovation	-	222	-	-	Jan-2023	Monthly	Rate of up to 4.00% p.a.	Equipment and land Covenants
Sundry FINAME	-	37	-	-	Jan-2024	Monthly	Rates of 3.50% p.a.	Collateral transfer of financed machinery/Surety of Rominor/Promissory note
Export financing (NCE) (b)	1,513	19,551	35,355	-	Mar-2026 to Aug-2026	Bullet payment	Interest of 5.7% p.a.	Surety of Rominor Empreendimentos and Rominor Comércio
Export financing (NCE) (c)	53	-	49,255	10,722	Sept-2026 to Dec-2027	Bullet payment	Interest of 3.949% p.a. to 4.5% p.a.	Surety of Rominor Empreendimentos
Export financing (NCE)	12,945	21,348	-	-	Mar-2025	Bullet payment	Interest of 2.03% p.a.	
Line 4131	-	27,448	-	-	Mar-2024	Bullet payment	1.1645% p.a. + commission of 0.08% p.a.	Surety of Rominor Empreendimentos
Export financing (BNDES)	-	56,022	-	-	Oct-2024		IPCA+1.53+1.614 (252 days)	Equipment and land Covenants
Export ACC (d)	37,159	-	-	-	Jan-2025 to Mar-2025	Bullet payment	Interest of 4.63% p.a. to 4.68% p.a.	Surety of Rominor Comércio
Export financing (BNDES) Facility 4.0	15,734	15,771	31,017	46,525	Dec-2027	Monthly	Selic rate + 0.75% p.a. (252 days)	Covenants
PARENT	67,679	140,550	261,645	141,247				
B+W - Technology center and adm office construction financing - € (e)	2,276	10,419	2,673	29,563	Jun-2027	Quarterly	2.40% p.a.	Property, plant and equipment (building)
B+W - Financing (COVID-19 effects) - € (e)	-	25,199	-	45,722	Sept-2023	Quarterly	2.00% p.a.	Property, plant and equipment (building)
B+W - Itaú Loan Agreement - € (e)	45,041	-	22,520	-	Mar-2025 to Jun-2026	Bullet payment	Interest of 5.15% p.a. to 5.70% p.a.	Surety of Romi S.A.
BNDES EXIM PÓS (Supplier Credit type) (f)	32,152	-	30,421	-	Sept-2027	Semiannual	Interest of 1.231415% p.a. to 3.3661% p.a.	Surety of Romi S.A.
Other - Working capital	-	672	-	-				
CONSOLIDATED	147,148	176,839	317,259	216,532				

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- (a) In May 2023, the Company contracted the financing line "Innovation for Competitiveness" from the Financier of Studies and Projects ("FINEP"), which is intended for innovation projects for the Company's products and procedures and has the following characteristics: total amount of up to R\$146,018, with annual releases, with a first release of up to R\$84,000 and a second one of up to R\$62,018; financial cost based on the reference interest rate (TR), plus Spread Finep of 3.3% p.a. and Inspection and Monitoring Fee of 0.99%; bank guarantee; total term of up to 84 months, of which 36 months refer to the grace period for payment of the first installment and 48 months for the payment of principal, as from the execution of the contract to be entered into between the Company and FINEP. This financing is exempt from financial and nonfinancial covenants.
- (b) On March 12, 2024, the Company's Board of Directors authorized the contracting of a financing line with the financial institution China Construction Bank (Brasil) Banco Múltiplo S.A., at an amount of up to US\$6 million, with a term of up to two years and effective interest rate of up to 5.7% p.a. (equivalent to a nominal rate of 5.79% p.a.);
- (c) On December 10, 2024, the Company's Board of Directors approved the contracting of Financing under the BNDES Program "More Innovation – Acquisition of Innovative Goods", with the purpose of providing financing to the Company's customers for the acquisition of its products, in the total amount of R\$100,000, adjusted by the interest reference rate plus a BNDES spread, having as guarantee the mortgage of the Company's buildings registered under No. 34.310 and No. 69.544, in the Real Estate Registry Office of Santa Bárbara d'Oeste, State of São Paulo, in accordance with the terms and conditions approved by the BNDES Credit and Operations Committee in Decision No. CCOp 183/2024 – BNDES e No. 52/2024 – FINAME, both of 11/12/2024;
- (d) On March 12, 2024, the Company's Board of Directors authorized the contracting of a financing line with the financial institution Banco do Brasil S.A., at an amount of up to €5 million, with a term of up to one year and effective interest rate of up to 4.7% p.a., with surety of subsidiary 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 a current amount of R\$18,910), with a 3-year term, guaranteed by the Company. The financing is subject to annual fixed interest of 5.7% due on a quarterly basis. This financing is exempt from financial and nonfinancial covenants. In September 2024, the subsidiary Burkhardt + Weber Fertigungssysteme GmbH ("B+W") entered into a financing agreement with Itaú BBA Europe, S.A. (Luxembourg Branch) in the amount of €3 million, for a term of six months, with guarantee provided by the Company. The financing has financial costs of 5.15%; in October 2024, the subsidiary Burkhardt + Weber Fertigungssysteme GmbH ("B+W") entered into a financing agreement with Itaú BBA Europe, S.A. (Luxembourg Branch) in the amount of €4 million, for a term of up to one year, with guarantee provided by the Company. The financing has financial costs of up to 5.25% p.a.;

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- (f) On March 29, 2022, the Company's Board of Directors authorized the contracting with BNDES of a BNDES Exim Post-shipment Financing Facility (Supplier Credit type) to finance the Company's production intended for export to its subsidiaries, pursuant to Decisions CCOp_06/2022 - FINAME and CCOp_20/2022 - BNDES, in amounts equivalent to up to (i) US\$8,000 million at the financial cost of LIBOR rate set at 2.2661% p.a., plus 1.1% p.a. spread and 0.5% flat discounted upon release of the amount, and (ii) €10,000 million at the financial cost arising from the "Euro Area Yield Curve" set at 0.131415% p.a., plus 1.1% p.a. spread and 0.5% flat discounted upon release of the amount, both with (a) term of 4 years, with semi-annual payments and maturity of the first installment of principal in the 12th month from the shipment date or consolidation of shipments, and (b) personal guarantee by the Company, for the entire debt, through endorsement (or credit assignment), with right of recourse in favor of BNDES or FINAME, as applicable, in the credit instruments representing the payment of exports.

	Parent			Consolidated
	Domestic currency	Foreign currency	Total	Total
Borrowing balance at December 31, 2022	129,361	94,184	223,545	329,883
New borrowing	84,000	-	84,000	100,325
Payment of principal	(906)	(20,151)	(21,057)	(26,293)
Payment of interest	(14,731)	(1,650)	(16,381)	(18,611)
Exchange and monetary differences (principal and interest)	-	(4,925)	(4,925)	(8,967)
Interest at the end of the period	14,705	1,910	16,615	17,033
Borrowing balance at December 31, 2023	212,429	69,368	281,797	393,371
New borrowing (a) and (b)	62,121	108,098	170,219	188,382
Payment of principal	(70,856)	(68,706)	(139,562)	(215,396)
Payment of interest	(13,765)	(1,529)	(15,294)	(17,052)
Exchange and monetary differences (principal and interest)	-	15,921	15,921	63,455
Interest at the end of the year	13,037	3,206	16,243	16,604
Revolving credit variance (net)	-	-	-	35,043
Borrowing balance at December 31, 2024	202,966	126,358	329,324	464,407
Current	25,931	41,748	67,679	147,148
Noncurrent	177,035	84,610	261,645	317,259
	202,966	126,358	329,324	464,407

The maturities of financing recorded in noncurrent liabilities as at December 31, 2024, parent and consolidated, were as follows:

	Parent	Consolidated
2026	75,937	75,938
2027	96,309	147,114
2028	35,760	40,568
2029 onwards	53,639	53,639
Total	261,645	317,259

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Covenants

Certain financing agreements are subject to annually measured covenants and clauses that, among others, require the Company to comply with certain financial ratios within predetermined parameters, pegged to indebtedness and capitalization ratios. In Management's assessment, in the year ended December 31, 2024, the Company complied with all covenants and clauses whose indicators are measured annually.

14 FINAME MANUFACTURER FINANCING

	Parent and Consolidated
FINAME manufacturer financing	
Borrowing balance at December 31, 2022	391,131
New borrowing	171,540
Payment of principal	(117,426)
Payment of interest	(53,273)
Interest at the end of the period	(162)
Borrowing balance at December 31, 2023	391,810
New borrowing	195,986
Payment of principal	(168,991)
Payment of interest	(27,947)
Exchange and monetary differences	-
Interest at the end of the year	219
Borrowing balance at December 31, 2024	391,077
Current	
FINAME manufacturer financing	196,847
Noncurrent	
FINAME manufacturer financing	194,230
	391,077

The agreements related to FINAME manufacturing financing are guaranteed by promissory notes and sureties, and the main guarantor is the subsidiary Rominor. Balances are directly related to the balances of "Onlending of FINAME manufacturer financing" (Note 5), considering that the loans are directly linked to sales to specific customers. The contractual terms related to the amounts, charges and periods financed under the program are on-lent in full to the financed customers and amounts received on a monthly basis under the line item "Amounts receivable - onlending of FINAME manufacturer financing" are fully used for the repayment of the related financing agreements. The Company, therefore, acts as an agent for the financing, but remains as the main debtor in this transaction.

The balances of the line item "FINAME manufacturer financing" and, consequently, of the line item "Onlending of FINAME manufacturer financing" as at December 31, 2024 and 2023 were monetarily adjusted through the end of the reporting period. The difference of R\$35,097 between these line items as at December 31, 2024 (R\$11,044 as at December 31, 2023) refers to past-due trade notes, renegotiations in progress, and FINAME transactions not yet released by the agent bank. Management understands that there are no risks to the realization of these receivables, other than the amount of the allowance for doubtful accounts already recorded, since the amounts are collateralized by the financed machinery.

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The noncurrent maturities of the FINAME manufacturer financing as at December 31, 2024, parent and consolidated, were as follows:

	Parent and Consolidated
2026	109,760
2027	58,997
2028	23,731
2029 onwards	1,742
Total	194,230

15 PROVISION FOR TAX, LABOR AND CIVIL RISKS

The Company's management, based on the opinion of legal counsel, classified the legal proceedings in accordance with the likelihood of loss, as follows:

	Parent		Consolidated	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Tax	150	150	150	150
Civil	2,743	2,464	2,797	2,464
Labor	3,425	1,637	3,425	1,637
Total	6,318	4,251	6,372	4,251
Current liabilities	5,921	3,848	5,921	3,848
Noncurrent liabilities	397	403	451	403
	6,318	4,251	6,372	4,251

Based on the opinion of legal counsel, the Company's management classified the tax, civil and labor proceedings, involving risks of loss classified by management as possible, for which no provision was recognized, as follows:

	12/31/2024	12/31/2023
Tax		
Excess of IRPJ and CSLL on interest on capital (a) (i)	89,295	80,447
Disallowance of PIS and COFINS credits	15,156	13,864
Social security contribution credit on payment of profit to the Management	4,186	3,981
Negative balance of IRPJ and CSLL	3,080	2,570
Disallowance of IPI credits	6,686	6,604
Duplicate payment of IRRF	-	3,148
ICMS credit	178	165
Civil		
Losses and damages	15,591	13,799
Labor	3,599	3,203
Total Parent and Consolidated	137,771	127,781

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For legal proceedings classified as probable losses and legal obligations for which unconstitutionality is being challenged at court, Management recognized a provision for any liabilities and payables. Changes in the provision are as follows:

	12/31/2023	Additions	Utilizations/ reversals	Monetary adjustment and Foreign exchange differences	12/31/2024
Tax	150	-	-	-	150
Civil	2,464	24	(53)	308	2,743
Labor	1,637	4,094	(3,208)	903	3,426
Total Parent	4,251	4,118	(3,261)	1,211	6,318
Lawsuits in subsidiaries	-	54	-	-	54
Total Consolidated	4,251	4,172	(3,261)	1,211	6,372

As at December 31, 2024, the main legal proceedings classified by Management, based on the opinion of its legal counsel, as probable losses or as legal obligation, are as follows:

(a) Tax proceedings

Refer to the provisions for:

- (i) Excess of IRPJ and CSLL on interest on capital in 2019: Refers to a tax assessment notice issued by the Brazilian Federal Revenue Office demanding IRPJ and CSLL credits for the 1st, 3rd and 4th quarters of 2019, allegedly due as a result of the calculation and deduction of expenses with Interest on Capital in an amount exceeding the amount allowed by tax laws, using the base of profits from prior years, which were not distributed at the time they were determined. The Company's legal counsel has been monitoring the case and has filed a voluntary appeal with the Administrative Council of Tax Appeals, which is awaiting judgment.

Excess of IRPJ and CSLL on interest on capital in 2020: Refers to a tax assessment notice issued by the Brazilian Federal Revenue Office demanding IRPJ and CSLL credits for the 1st, 3rd and 4th quarters of 2020, allegedly due as a result of the calculation and deduction of expenses with Interest on Capital in an amount exceeding the amount allowed by tax laws, using the base of profits from prior years, which were not distributed at the time they were determined. The Company's legal counsel has been monitoring the case and has filed an objection to the tax assessment notice, which was deemed groundless and, in February 2024, it filed a voluntary appeal with the Administrative Council of Tax Appeals, which is awaiting judgment.

(b) Ongoing tax proceedings

- (i) On August 31, 2021, the Company deposited in court the amount of R\$ 10,072 related to the proceeding regarding ICMS in the PIS and COFINS tax base; although a final and unappealable decision was rendered on February 21, 2019, only on September 2, 2020, the Brazilian Federal Revenue Office decided to verify whether the tax credits stated in the DCFT (Declaration of Federal Tax Debts and Credits) referred to PIS and COFINS levied on ICMS included in the respective tax bases. A tax notice was issued, requiring the presentation of various accounting documents.

After analysis, the Federal Revenue Office understood that the Company would have considered, in the calculation of PIS and COFINS levied on ICMS stated in the shipping invoices, operations of sale of goods and services that supposedly would not have been included in the calculation bases of such contributions. The Federal Revenue concluded that part of the PIS and COFINS tax credits stated in the DCTF related to the writ of mandamus would not correspond to the amount of ICMS stated in the invoices and thus a collection letter was issued, requiring the payment of these amounts.

After a detailed analysis of such collection, the Company understood that the Federal Revenue made several mistakes in its calculation of PIS and COFINS; thus, to discuss the matter in court through an Action for Annulment, it was necessary to make a deposit in court of the amount under decision to post bond.

As at December 31, 2022, in an analysis made by our legal counselors, this proceeding was classified as possible loss. For the year ended December 31, 2024, the Company's Management reassessed and concluded that there are no facts or factors that change the conclusion previously reached at the time of issue of the quarterly interim financial information.

(c) Civil proceedings

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

(d) Labor claims

The Company has recorded a provision for contingencies for labor claims in which it is the defendant, the main causes are as follows: (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.

(e) Judicial deposits

The Company has judicial deposits amounting to R\$12,131 as at December 31, 2024 (December 31, 2023 – R\$12,150) of different natures and classified in noncurrent assets, referring to possible or remote lawsuits.

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The tax, civil and labor proceedings assessed as representing possible losses involve matters similar to those above. The Company's management believes that the outcomes of ongoing legal proceedings shall not result in disbursements higher than those recognized in the provision. The amounts involved do not qualify as legal obligations.

16 INCOME TAX AND SOCIAL CONTRIBUTION

Income tax is calculated at the rate of 15% on the taxable profits plus a 10% surtax on taxable profit exceeding R\$240, and social contribution is calculated at the rate of 9% on taxable profits, except for subsidiaries Rominor Comércio and Rominor Empreendimentos, which pay income tax and social contribution based on the deemed taxable income method. Subsidiaries outside Brazil follow local tax regimes.

The reconciliation of the tax effect on the Company's profit before income tax and social contribution through application of the prevailing tax rates as at December 31, 2024 and 2023 is as follows:

	Parent		Consolidated	
	2024	2023	2024	2023
Profit before income tax and social contribution	117,579	179,147	121,320	183,358
Statutory rate (income tax and social contribution)	34%	34%	34%	34%
Income tax and social contribution expense at statutory rates	(39,977)	(60,910)	(41,249)	(62,342)
Interest on capital	25,478	24,543	25,478	24,543
Monetary variation - Selic proceeding	1,678	1,946	1,678	1,946
Research and development ("Lei do Bem" - Law 11,196/05)	4,172	3,248	4,172	3,248
Equity in earnings of subsidiaries	6,164	19,398	-	-
Unrecorded deferred income tax and social contribution in subsidiaries	-	-	(3,405)	7,197
Management profit sharing	(1,696)	(1,890)	(1,696)	(1,890)
Difference of rate and/or tax regime	-	-	8,500	11,852
Other additions (deductions), net	485	(1,396)	166	(3,325)
Current and deferred income tax and social contribution	(3,696)	(15,061)	(6,356)	(18,771)

The amount in the individual and consolidated financial statements refers basically to the difference in the calculation of income tax and social contribution between actual income method <lucro real> and deemed taxable income method <lucro presumido>, due to the fact that subsidiaries Rominor Comércio and Rominor Empreendimentos opted to calculate tax based on deemed taxable income method in the years presented, and for non-recognition of deferred income taxes on the tax losses of foreign subsidiaries, except for BW.

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The breakdown of income tax and social contribution income (expense) is as follows:

	Parent		Consolidated	
	2024	2023	2024	2023
Current	(5,566)	(15,954)	(11,947)	(21,601)
Deferred	1,870	893	5,591	2,830
Total	(3,696)	(15,061)	(6,356)	(18,771)

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	2024				2023			
	Temporary differences	Income tax	Social contribution	Total	Temporary differences	Income tax	Social contribution	Total
Assets (i):								
Inventories – provision for losses	24,940	6,222	2,245	8,467	25,687	6,406	2,312	8,718
Repossession of machinery	4,078	1,017	367	1,384	2,357	588	212	800
Tax loss	880	-	79	79	1,707	433	154	587
Discount to present value - trade accounts receivable and trade accounts payable	1,035	258	93	351	577	144	52	196
Provision for tax, labor and civil risks	6,318	1,539	555	2,094	4,251	1,060	383	1,443
Contingent commissions	1,042	260	94	354	1,083	270	98	368
Management profit sharing	4,787	-	431	431	5,497	-	495	495
Other temporary differences in assets	8,609	2,185	787	2,972	4,887	1,217	439	1,656
Liabilities (ii):								
Temporarily non-deductible differences in liabilities:								
Write-off of subsidiary Rominor's negative goodwill	(4,563)	(1,025)	(378)	(1,403)	(4,563)	(1,025)	(378)	(1,403)
Deferred income tax and social contribution, net - parent	47,126	10,457	4,273	14,730	41,483	9,093	3,767	12,860
Tax loss	-	-	-	10,597	-	-	-	6,221
Deferred taxes – Vila Romi	-	-	-	(2,038)	-	-	-	(1,589)
Deferred income tax and social contribution asset - consolidated	47,126	10,457	4,273	23,288	41,483	9,093	3,767	17,492
Write-off of negative goodwill on acquisition of subsidiary (ii)	19,029	17,111	-	17,111	19,029	14,804	-	14,804
Goodwill on the acquisition of Burkhardt + Weber (B+W) (ii)	77,738	21,548	-	21,548	66,270	18,293	-	18,293
Deferred income tax and social contribution liability - consolidated	96,767	38,660	-	38,660	85,299	33,097	-	33,097

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The recorded deferred tax assets are limited to the amounts for which the utilization is supported by future taxable profit projections, which do not exceed ten years, based on management's best judgment and expectations. Future taxable profit projections include estimates related to the performance of the Brazilian and global economies, the selection of foreign exchange rates, sales volumes and prices, tax rates, etc., which may differ from the actual amounts. As the income tax and social contribution results depend not only on the taxable profits, but also on the Company's and its Brazilian and foreign subsidiaries' tax and corporate structure, the expected realization of temporarily non-deductible differences, the existence of non-taxable income, non-deductible expenses, and several other variables, there is no direct correlation between the Company's and its subsidiaries' profit and the actual income tax and social contribution payable. Accordingly, changes in the realization of temporarily non-deductible differences should not be considered indicative of the future earnings of the Company and its subsidiaries.

(ii) Income tax and social contribution liabilities refer substantially to the write-off of negative goodwill, recognized in accordance with the accounting practices adopted in Brazil, arising on the acquisitions of the subsidiaries Rominor Comércio, Romi Italy and Burkhardt + Weber (B+W), as part of the adoption of CPCs. Taxes payable on gains arising from the write-off of negative goodwill will be recognized in profit or loss when the negative goodwill is realized, which will occur when the investment is sold or liquidated.

Changes in deferred tax assets and liabilities, parent and consolidated, for the year ended December 31, 2024 were as follows:

	Assets		Liabilities	
	Parent	Consolidated	Parent	Consolidated
At December 31, 2023	12,860	17,492	-	33,097
Changes in the year				
Additions	3,116	5,780	-	-
Realization	(1,246)	(2,866)	-	(2,677)
Foreign exchange differences	-	2,882	-	8,240
At December 31, 2024	14,730	23,288	-	38,660

17 EQUITY

Capital

As at December 31, 2024, the Company's subscribed and paid-up capital amounting to R\$988,470 (R\$904,772 as at December 31, 2023) is represented by 93,170,747 book-entry, registered common shares, without par value (88,734,045 as at December 31, 2023).

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

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The share bonus was paid at a 5% rate, and the capital increase was made with the issue of 4,436,702 new book-entry common shares, without par value, attributed to the holders of shares as a bonus in the proportion of 1 new share for every 20 existing shares.

Earnings reserve

a) Legal reserve

As required by Article 193 of Law 6,404/76, the balance of the line item "Legal reserve" is equivalent to 5% of the profit for the year, limited to 20% of the capital.

b) Dividends and interest on capital

The Company's bylaws provide for the payment of a minimum dividend of 25% of profit for the year adjusted as set forth by Corporate Law. Management's proposal for the distribution of interest on capital as dividends and the recognition of earnings reserve submitted to the Annual Shareholders' Meeting is as follows:

	12/31/2024	12/31/2023
Profit for year attributable to the shareholders	113,883	164,086
(-) Recognition of legal reserve	(5,694)	(8,206)
Profit available for distribution	108,189	155,880
Mandatory dividends	(27,047)	(38,970)
Additional dividends already distributed	(47,889)	(33,214)
Total dividends distributed	(74,936)	(72,184)
Recognition of earnings reserve	33,253	83,696

Until the year ended December 31, 2024, distributions of interest on capital of R\$74,936 were approved, according to the notices to the market on the dates below:

1. On March 25, 2024, the distribution of interest on capital to be attributed to the mandatory dividends for 2024 in the amount of R\$10,649, at R\$0.12 per share, was approved, with payment made on April 10, 2024.
2. On June 11, 2024, the distribution of interest on capital to be attributed to the mandatory dividends for 2024 in the amount of R\$21,429, at R\$0.23 per share, was approved, with payment made on July 17, 2024.
3. On September 17, 2024, the distribution of interest on capital to be attributed to the mandatory dividends for 2024 in the amount of R\$22,361, at R\$0.24 per share, was approved, with payment made on November 21, 2024.

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4. On December 10, 2024, the distribution of interest on capital to be attributed to the mandatory dividends for 2024 in the amount of R\$20,497, at R\$0.22 per share, was approved, for payment on February 26, 2025.

The total amount paid by the Company in the year ended December 31, 2024, net of withholding income tax, was R\$57,384 (R\$97,970 in 2023).

Earnings per share

Basic earnings per share are calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of outstanding common shares in the year, excluding common shares purchased by the parent and held as treasury shares.

	12/31/2024	12/31/2023
Profit (loss) for the year attributable to the controlling interests	113,883	164,086
Weighted average number of shares outstanding	93,171	93,171
Basic and diluted earnings per share	1.22	1.76

Basic and diluted earnings per share are the same, since the Company does not have any instruments diluting the earnings per share.

18 PENSION PLAN

The Company has a defined contribution pension plan managed by an authorized pension plan entity, effective since October 1, 2000, for all its employees and management, which is referred to as "Plano Gerador de Benefício Livre- PGBL", classified as a defined contribution plan.

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

The plan is funded by the Company and its participants, according to the type of benefit for which they are eligible.

The amount of contributions made by the Company in the year ended December 31, 2024 was R\$1,722 (R\$1,208 as at December 31, 2023). The amount incurred with the private pension plan was recorded in the statements of profit and loss for the years ended December 31, 2024 and 2023 in line items "Cost of sales and services", "Selling expenses", "General and administrative expenses" and "Research and development", based on the reference cost center of each employee.

19 INSURANCE

As at December 31, 2024, the insurance coverage for fire, windstorm, electrical damages and theft was comprised as follows: (i) buildings - R\$193,428; (ii) machines and equipment - R\$651,706; (iii) inventories and machines pending repossession - R\$511,361; (iv) construction works - R\$8,947; (v) assets held by third parties - R\$108,599 and (vi) other - R\$914.

20 FINANCIAL INSTRUMENTS AND OPERATING RISKS

(a) General considerations

The Company enters into transactions with financial instruments whose risks are managed by means of financial position strategies and risk exposure limits. All transactions are fully accounted for and restricted to the following instruments:

- Cash and cash equivalents and short-term investments: carried at amortized cost plus income earned through the end of the reporting period, which approximate their market values.
- Trade accounts receivable and onlending of FINAME manufacturer financing: commented on and presented in Notes 4 and 5.
- Borrowings and FINAME manufacturer financing: commented on and presented in Notes 13 and 14.

The Company believes that the other financial instruments, such as payables of related parties, which are recognized in the individual and consolidated financial statements at their carrying amounts, are substantially similar to those which would have been obtained if they were traded in the market. However, as there is no active market for these instruments, there may be differences if the Company decides to settle them in advance.

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

Commodity price risk: risk related to possible fluctuations in the prices of the products that the Company sells or in the prices of raw materials or other inputs used in its production process. Sales revenues and mainly the cost of sales and services affected by fluctuations in the international prices of its products or materials may change. In order to minimize this risk, the Company constantly monitors price fluctuations in the domestic and foreign markets.

Interest rate risk: arises from the possibility of the Company incurring losses (or earning gains) due to fluctuations in the interest rates charged on the Company's assets or liabilities obtained in the market. In order to mitigate the possible impact resulting from interest rate fluctuations, the Company has a diversification policy, alternating between fixed rates and floating rates (such as LIBOR and CDI), and periodically renegotiates its contracts to adjust them to the market.

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Exchange rate risk: arises from the possibility of fluctuations in exchange rates affecting finance costs or income and the liability or asset balances of contracts denominated in a foreign currency. In addition to trade accounts receivable arising from exports from Brazil and investments abroad, which form a natural hedge against currency fluctuations, the Company assesses its exchange exposure.

The Company has financial instruments pegged to the US Dollar and the Euro. The instruments exposed to foreign exchange differences are represented by trade accounts receivable, direct investments, export financing and trade accounts payable.

Tax risk: related to changes in tax laws and in the understanding of the lawsuits in which the company is a defendant, which may directly or indirectly affect the Company's profitability, either by increasing costs/expenses or by increasing the tax burden on the profit obtained.

Credit risk: arises from the possibility of the Company and its subsidiaries not receiving amounts generated by sales transactions or receivables from financial institutions generated by financial investments.

Quality of credit: due to its customer portfolio and the fact that these customers do not have a risk rating granted by rating agencies, the Company and its subsidiaries adopt as policy a detailed analysis of the financial situation of its customers, the establishment of a credit limit and the ongoing monitoring of its debt balance. In addition, collateral is required from customers for all FINAME manufacturer financing transactions. No credit limit was exceeded during the year, and management does not expect any loss as a result of the defaults of these counterparties being higher than the amounts already accrued.

In relation to financial investments, the Company carries out transactions only with financial institutions with a low level of credit risk. Additionally, each financial institution has a maximum investment balance limit determined by the Company's management.

Liquidity risk: the Company's debt and cash management policy provides for the use of credit facilities, whether or not backed by export receivables, to manage the appropriate levels of short-, medium- and long-term liquidity. The maturity date of the noncurrent portion of the borrowings are presented in Note 13.

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The table below divides the Company's financial liabilities into the relevant maturity groupings based on the remaining period to maturity as at the balance sheet date. The amounts disclosed in the table represent the contractual undiscounted cash flows. The balances due within 12 months are equal to the balances to be carried forward as the impact of discounting is not significant.

	Consolidated				
	Less than one year	Between one and two years	Between two and five years	Over five years	Total
At December 31, 2024					
Borrowings	147,476	92,412	257,656		497,544
FINAME manufacturer financing	196,847	109,760	82,728	1,742	391,077
Trade accounts payable	110,420	-	-	-	110,420
At December 31, 2023					
Borrowings	176,839	54,155	162,377	-	393,371
FINAME manufacturer financing	162,410	119,324	106,402	3,674	391,810
Trade accounts payable	80,128	-	-	-	80,128

Risk related to FINAME manufacturer financing transactions: liabilities related to FINAME manufacturer transactions are backed by the balances of the line item "Receivables - onward lending of FINAME manufacturer financing". In turn, the equipment related to these receivables is sold with the Company's retention of title registered at the notary's office in order to reduce the risk of loss.

Capital management risk: the Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Company manages its capital structure, including its debt-to-equity ratio and cash and cash equivalents, observing the approval levels and indebtedness limits established and approved by the Board of Directors, as follows. These limits are periodically reviewed by the Board of Directors.

	Parent		Consolidated	
	2024	2023	2024	2023
(-) Total borrowings	720,401	673,607	855,484	785,181
Cash and cash equivalents (Note 3)	(118,450)	(216,256)	(261,597)	(282,418)
Short-term investments (Note 3)	(50,853)	(66)	(100,099)	(32,066)
Onlending of FINAME manufacturer financing (Note 5)	(426,174)	(402,854)	(426,174)	(402,854)
Net debt (Cash)	124,924	54,431	67,614	67,843
Total equity	1,226,745	1,169,511	1,229,013	1,169,511
Total capital	1,351,669	1,223,942	1,296,627	1,237,354
Gearing ratio - %	9.2%	4.4%	5.2%	5.5%

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Additional sensitivity analysis required by the CVM

(i) Exchange rate fluctuations

Exchange rate fluctuations may positively or adversely affect the individual and consolidated financial statements due to an increase or decrease in the balances of accounts payable to suppliers of imported components, in accounts receivable from export customers, and in borrowings denominated in foreign currency.

As at December 31, 2024, the foreign currency denominated balances were subject to foreign exchange effects. Assets and liabilities exposed to exchange rate fluctuations recognized in the balance sheet are as follows:

	Parent
Cash and cash equivalents	11,166
Trade accounts receivable	28,908
Receivables from related parties	107,342
Other receivables	2,584
Payables to related parties	(319)
Borrowings	(136,284)
Trade accounts payable	(25,205)
Advances from customers	(5,710)
Other payables	(851)
Net liability exposure	(18,369)

Presented below is the gains that would have been recognized in profit (loss) for the year ended December 31, 2024 according to the following scenarios:

	Probable scenario	Scenario II	Scenario III
Net liability exposure	(19,165)	(23,956)	(28,747)

The probable scenario considers future US Dollar and Euro rates, based on quotations obtained from the projections report of the Economic Analysis section of Santander Brazil, considering the quotation projected for 2025, with US Dollar at R\$6.09 and Euro at R\$6.72. Scenarios II and III project an increase in exchange rates of 25% and 50%, respectively. The probable scenarios, II and III, are being presented in conformity with CVM Instruction 475/08. Management uses the probable scenario in the assessment of possible changes in exchange rates and presents such scenario in compliance with IFRS 7 – Financial Instruments: Disclosures.

(ii) Interest rate fluctuations

The finance income from financial investments and the finance costs on borrowing are impacted by changes in interest rates, such as the CDI and SELIC.

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As at December 31, 2024, three scenarios covering an increase or decrease in interest rates were estimated. The exposure to interest rate risk of the transactions linked to the CDI/SELIC variation is as follows.

	Parent	Consolidated
Total cash and cash equivalents and short-term investments linked to CDI	149,877	235,293
Total borrowings linked to SELIC	(46,751)	(46,751)
Net asset exposure	103,126	188,542

The sensitivity analysis considers the exposure of borrowings, net of short-term investments, indexed to CDI/SELIC.

The tables below show the incremental gain (loss) that would have been recognized in profit (loss) for the year ended December 31, 2024 according to the following scenarios:

The probable scenario considers future interest rates, based on quotations obtained from the projections report of the Economic Analysis section of Santander Brazil, considering the rates projected for December 31, 2025 at 15.0%. Scenarios I and II consider an increase in interest rates of 25% and 50%, respectively.

Exposure to CDI

	Parent		
	Probable scenario	Scenario II	Scenario III
Net asset exposure	15,469	19,336	23,204
	Consolidated		
	Probable scenario	Scenario II	Scenario III
Net asset exposure	28,281	35,351	42,422

As the FINAME manufacturer financing is specifically linked to sales transactions payable to the Company, but whose interest rates, under the FINAME manufacturer system rules, are fully passed on to customers, the Company understands that there is no financial impact on profits arising from fluctuations in this financing interest rate.

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(c) Financial instruments by category

The main financial assets and liabilities, parent and consolidated, are shown below:

	Parent		Consolidated	
	2024	2023	2024	2023
Loans and receivables:				
Cash and cash equivalents	118,450	216,256	261,597	282,418
Short-term investments	50,853	66	100,099	32,066
Trade accounts receivable	113,394	104,220	312,612	310,552
Onlending of FINAME manufacturer financing	426,174	402,854	426,174	402,854
Other receivables, except advances and machines pending repossession	17,000	16,774	24,258	16,353
Financial liabilities at amortized cost:				
Borrowings	329,324	281,797	464,407	393,371
FINAME manufacturer financing	391,077	391,810	391,077	391,810
Trade accounts payable	96,700	56,071	112,747	80,128
Other payables	14,007	9,297	47,626	37,750

21 SEGMENT REPORTING - CONSOLIDATED

To manage its business, the Company is organized into three business units on which the Company reports its primary information by segment, namely: Romi Machinery, Burkhardt+Weber Machinery and Cast and Machined Products. Although the Burkhardt+Weber Machinery and Cast and Machined Products business units reported an operating loss, the Company concluded that there is no indication that would require the recognition of a provision for impairment of property, plant and equipment and intangible assets, as mentioned in Note 11.

	12/31/2024					
	Romi Machinery	Burkhardt + Weber Machinery	Cast and machined products	Other	Eliminations between segments	Consolidated
Net operating revenue	814,599	234,959	177,529	(7,076)	-	1,220,011
Cost of sales and services	(419,262)	(191,105)	(254,428)	-	-	(864,795)
Transfers remitted	2,532	-	71,033	-	(73,565)	-
Transfers received	(71,033)	-	(2,532)	-	73,565	-
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 fees	(10,249)	-	(4,251)	-	-	(14,500)
Other operating income, net	2,112	-	-	26,059	-	28,171
Operating profit (loss) before finance income (costs)	141,962	(5,826)	(42,499)	18,983	-	112,620

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	Romi Machinery	Burkhardt + Weber Machinery	Cast and machined products	Other	Eliminations between segments	Consolidated
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 and rental machines for sale	367,443	74,956	78,008	-	-	520,407
Intangible assets	335	48,749	2	-	-	- 49,086

	Europe	Latin America	North America	Africa and Asia	Total
Net operating revenue per geographical region	128,893	922,485	45,782	122,851	1,220,011

The financial statements for the year ended December 31, 2024 were prepared and are being presented on a comparative basis with the year ended December 31, 2023, according to the Company's segments:

12/31/2023

	Romi Machinery	Burkhardt + Weber Machinery	Cast and machined products	Other	Eliminations between segments	Consolidated
Net operating revenue	781,864	225,584	222,595	-	-	1,227,247
Cost of sales and services	(382,238)	(176,218)	(302,852)	-	-	(859,705)
Transfers remitted	1,896	-	73,603	-	(75,499)	-
Transfers received	(73,603)	-	(1,896)	-	75,499	-
Gross profit (loss)	326,726	49,366	(8,550)		-	367,542
Operating (expenses) income:						
Selling expenses	(86,546)	(18,867)	(5,974)	-	-	(111,387)
General and administrative expenses	(48,373)	(29,420)	(20,638)	-	-	(98,431)
Research and development	(23,193)	-	(6,967)	-	-	(30,160)
Management fees	(8,757)	-	(5,475)	-	-	(14,232)
Other operating income, net	7,869	-	-	51,966	-	59,835
Operating profit (loss) before finance income (costs)	167,727	1,079	(47,604)	51,966	-	173,167
Inventories	443,581	93,671	69,755	-	-	607,007
Depreciation and amortization	31,288	9,500	15,250	-	-	56,038
Property, plant and equipment, net	320,058	60,551	74,070	-	-	454,679
Intangible assets	637	43,722	3	-	-	44,362

	Europe	Latin America	North America	Africa and Asia	Total
Net operating revenue per geographical region	437,328	665,939	95,092	28,888	1,227,247

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22 FUTURE COMMITMENTS

The Company entered into electric energy purchase agreements for the next two years: 2025 with CTG Brasil, and for the period subsequent to the ongoing agreement, the contracted company was Auren Energia (up to December 31, 2026). The Company currently reflects the following amounts that will be adjusted annually by the General Market Price Index (IGP-M):

YEAR OF SUPPLY	AMOUNT
2025	15,554
2026	8,935
	24,489

The Company's management believes that these agreements are compatible with the electricity requirements for the contracted period.

23 NET OPERATING REVENUE

Net operating revenue for the years ended December 31, 2024 and 2023 is broken down as follows:

	Parent		Consolidated	
	2024	2023	2024	2023
Domestic market	954,820	995,008	969,189	1,009,184
Foreign market	97,264	99,944	391,307	365,771
Gross sales revenue	1,052,084	1,094,952	1,360,496	1,374,955
(-) Taxes on sales	(140,311)	(149,121)	(140,485)	(147,708)
Net sales revenue	911,773	945,831	1,220,011	1,227,247

24 COSTS AND EXPENSES BY NATURE

	Parent		Consolidated	
	2024	2023	2024	2023
Depreciation and amortization	47,930	43,644	60,613	56,038
Personnel expenses	191,945	200,523	330,176	316,880
Raw materials and consumables	531,685	544,662	682,802	635,030
Freight	25,649	24,525	33,086	31,170
Other expenses	25,685	25,101	28,885	74,797
Total	822,894	838,455	1,135,562	1,113,915
Classified as:				
Cost of sales and services	650,903	674,445	864,795	859,705
Selling expenses	70,047	67,043	118,493	111,387
General and administrative expenses	56,612	52,802	106,700	98,431
Research and development	31,074	30,160	31,074	30,160
Management profit sharing and fees	14,258	14,005	14,500	14,232
Total	822,894	838,455	1,135,562	1,113,915

Notes to the individual and consolidated financial statements at December 31, 2024

(In thousands of Brazilian reais (R\$), unless otherwise stated)

(Convenience Translation into English from the Original Previously Issued in Portuguese)



25 FINANCE INCOME (COSTS)

	Parent		Consolidated	
	2024	2023	2024	2023
Finance income:				
Income from short-term investments	15,266	16,407	21,860	21,429
Interest on trade accounts receivable	2,211	5,012	2,211	5,012
Finance income related to successful outcome in lawsuit	4,935	5,722	4,935	5,722
Other	256	306	1,107	2,804
Total	22,668	27,448	30,113	34,967
Finance costs:				
Interest on financing	(16,243)	(16,615)	(16,604)	(17,033)
Other	(2,408)	(4,046)	(8,995)	(9,005)
	(18,651)	(20,661)	(25,599)	(26,038)

26 OTHER OPERATING INCOME (EXPENSES), NET

	Parent		Consolidated	
	2024	2023	2024	2023
Gains on sales of assets	2,746	7,036	2,746	7,036
Vila Romi Project	-	-	16,059	51,966
Sale of land from subsidiaries	-	-	10,000	-
Other	(580)	250	(634)	833
	2,166	7,286	28,171	59,835

27 APPROVAL OF THE INDIVIDUAL AND CONSOLIDATED FINANCIAL STATEMENTS

The individual and consolidated financial statements were approved by the Board of Directors and authorized for issue on February 4, 2025.

28 EVENTS AFTER THE REPORTING PERIOD

- (i) Subsidiaries: Rominor Comércio, Empreendimentos e Participações S.A. ("Rominor Comércio").

At a meeting of the Board of Directors held on February 4, 2025, the distribution of interim dividends was authorized, referring to the fiscal year 2024, in the amount of R\$11,706, to be paid on March 11, 2025, subject to ratification at the Annual Shareholders' Meeting to be held on March 11, 2025.

* * *

ROMI S.A

PROPOSAL TO BE SUBMITTED TO THE AGM ON MARCH 11, 2025

CAPITAL BUDGET

FISCAL YEAR 2025

R\$ mil

A - SOURCES OF FUNDS	364.148
a) Own resources (retained earnings from the 2024 fiscal year)	33.250
b) Own resources (cash generation)	180.898
c) Raising of financing lines	150.000
B - INVESTMENTS 2024	217.000
a) Investments: productivity, maintenance, and machine leasing	217.000
C - FINANCIAMENTOS	147.148
a) Settlement of Financing 2025	147.148

Luiz Cassiano Rando Rosolen

Chief Executive Officer (CEO)

Fábio Barbanti Taiar

Administrative and Investor
Relations Director (CFO)

***Annex to the Minutes of the Tax Council of ROMI S.A.,
Held on February 04, 2025 (10:00 AM)***

TAX COUNCIL OPINION

In compliance with legal and statutory provisions, the Tax Council of ROMI S.A. has examined the Management Report, the Financial Statements, and the Proposal for the Allocation of Results and Distribution of Dividends for the fiscal year ended December 31, 2024, as well as the Management's Proposal regarding the Capital Budget for the 2025 fiscal year. Based on the information provided and having received clarifications from Management and the Independent Auditors, the Council is of the opinion that these documents are in a condition to be submitted for deliberation at the Annual General Meeting of Shareholders.

Santa Bárbara d'Oeste, February 04, 2025.

Alfredo Ferreira Marques Filho

Clóvis Ailton Madeira

Walter Luis Bernardes Albertoni

SUMMARY REPORT OF THE AUDIT AND RISK COMMITTEE 2024

The Audit and Risk Committee of ROMI S.A. ("Committee"), elected on March 12, 2024, has metted a total of six times between its election and the present date. Four of these meetings were held with the presence of the Fiscal Council and the Independent Auditor to analyze the Quarterly Financial Information, in accordance with its Internal Regulations.

The main topics discussed were:

1. Internal of Audit activities Atividades da Auditoria Interna, as well as the progress and implementation of action plans defined to remediate the identified deficiencies;
2. Quarterly Financial Information and Financial Statements, together with the Fiscal Council and the Independent Auditor;
3. Independent Auditor's Recommendation Letter;
4. 2025 Budgets for Internal Audit and the Audit and Risk Committee;
5. Audit Plan carried out in 2024 and proposed for 2025; and
6. Compliance Program and Risk Management System, including the Whistleblower Channel, Diversity and Inclusion Committee, and the implementation of ESG practices.

Considering the analysis of the aforementioned matters, including the Financial Statements for the fiscal year ended in 2024, the Committee concludes that the Company is in compliance with legal, regulatory, and statutory requirements, as well as its internal policies.

Santa Bárbara d'Oeste, São Paulo, February 03, 2025

Márcio Guedes Pereira Júnior
Coordinator

Antônio Cândido de Azevedo Sodr  Filh 

Ant nio Carlos Bonini Santos Pinto

Ana Carolina Ribeiro Strobel



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ROMI S.A.
CNPJ – 56.720.428/0014-88 | NIRE 35.300.036.751

PUBLICLY-HELD COMPANY

OFFICERS' REPRESENTATION ON THE FINANCIAL STATEMENTS

The officers mentioned below represent that they have prepared, reviewed and discussed the financial statements and that there is no significant matter requiring additional comments other than those already described in the notes to the financial statements.

Santa Bárbara d'Oeste, February 04, 2025

Luiz Cassiano Rando Rosolen – Chief Executive Officer

Fernando Marcos Cassoni – Vice-President

Fábio Barbanti Taiar – Executive Officer

Douglas Pedro de Alcântara – Executive Officer

Mauricio Lanzellotti Lopes – Executive Officer

Tales Caires Aquino – Executive Officer

ROMI S.A.

CNPJ – 56.720.428/0014-88 | NIRE 35.300.036.751

PUBLICLY-HELD COMPANY

**OFFICERS' REPRESENTATION ON THE INDEPENDENT AUDITOR'S
REPORT**

The officers mentioned below represent that they have reviewed, discussed and agreed with the Report on Review issued by Deloitte Touche Tohmatsu Auditores Independentes on the individual and consolidated financial statements of ROMI S.A. for the year ended December 31, 2024.

Santa Bárbara d'Oeste, February 04, 2025

Luiz Cassiano Rando Rosolen – Chief Executive Officer

Fernando Marcos Cassoni – Vice-President

Fábio Barbanti Taiar – Executive Officer

Douglas Pedro de Alcântara – Executive Officer

Mauricio Lanzellotti Lopes – Executive Officer

Tales Caires Aquino - Executive Officer