



# Victoria House Group

## Directors' Report 2024



June 2025

This Directors' Report is prepared for the Victoria House Group and it is not part of the standalone financial statements of Victoria House SA.

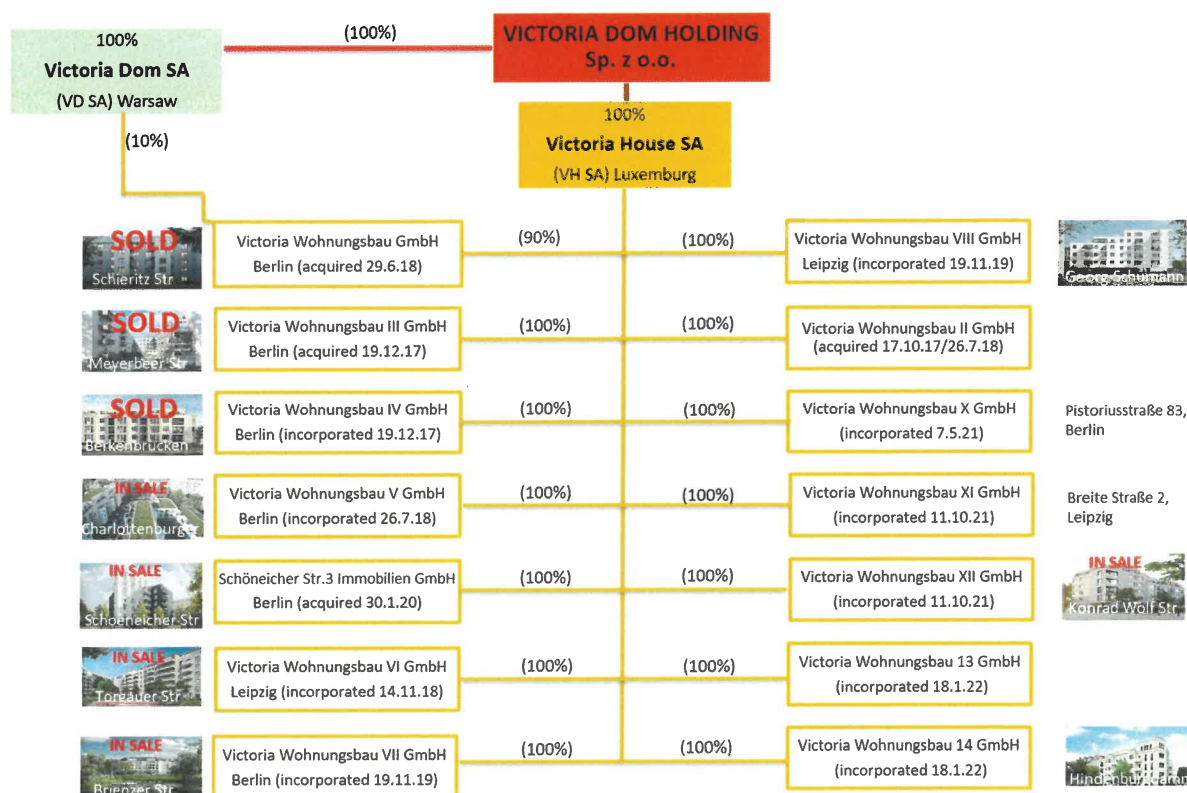
## I. Group Overview

### Basic information

Victoria House SA (VH) is part of Victoria Dom Holding Group (VDH), which is a family owned business, operating on the residential property development market in Poland.

Victoria House SA was established in August 2017 with a purpose to expand and finance international development activities of the VDH Group.

As of 31 December 2024 VH held a majority stake in 14 subsidiaries, all of them are operating in Germany. The current structure of the VH Group is presented below.



### **Group performance**

During the year 2024 another two residential projects (Pano by Schöneicher street and Haus am See by Brienzer street) in Berlin were completed and handed over to the buyers. Additionally, further sales of the apartments at Charlottenburger street were completed in Victoria Wohnungsbau V.

In 2024 the activity of the group focused on further development of the current projects and project planning on the land plots at Georg Schumann Street in Leipzig and at Hindenburgdamm in Berlin. In 2025 Victoria Wohnungsbau VI is going to finalise the biggest project of the group so far named Loux in Leipzig. The project comprises of 122 apartments and 62 parking lots and is sold in 100%.

### **Board of Directors**

The Board of Directors of VH consists of four directors, whereof two are independent from VDH Group:

- Michał Jasiński, the main Shareholder, President of the Management Board of Victoria Dom Holding and Victoria Dom,
- Waldemar Wasiluk, Managing Director at Victoria Dom and in German subsidiaries
- Pascal Pech, Hauck & Aufhäuser Alternative Investment Services S.A.
- Richardus Brekelmans, independent Director

### **Group Financing**

VH issued corporate bonds in October/November 2017 in the amount of 18,500,000 EUR to finance acquisition of real estates in Berlin. The initial maturity date for the bonds was October 2022, which was prolonged in 2021 until October 2027. The coupon of 4.5% fixed annual rate is paid twice year.

In 2021 VH signed together with its shareholder VDH a facility agreement with Fundusz Ekspansji Zagranicznej Fundusz Inwestycyjny Zamknięty Aktywów Niepublicznych ("PFR") for the amount of 10,000,000 EUR in order to finance both the development of existing projects as well as the acquisition of new land plots in Germany. The interest rate is fixed at 6.5%. In March 2024 VH repaid the first tranche as scheduled. The repayment of the second tranche is scheduled for August 2025.

The VH Group uses the proceeds from the bonds and facility agreements mainly to finance the purchase of the land plots. Development of residential projects is financed through external bank loans and customers' advances.

The status of active external bank loans as of end of December 2024 is presented below.

Entity *	Borrower	Loan principle [EUR]	Interest rate [% p.a.]
VWB I	Victoria Dom S.A.	2 600 000	8.0%
VWB V	Westerwald Bank eG	2 750 474	4.6%
VWB VI	Deutsche Kreditbank AG	3 658 560	6.46%
VWB VII	Deutsche Kreditbank AG	3 556 078	6.46%
VWB VIII	DZ Hyp AG	2 600 000	6.41%
SE3	Deutsche Kreditbank AG	3 777 792	6.43%
VWB XII	Hauck Aufhäuser Lampe Privatbank AG	1 744 501	6.45%
VWB 14	Hauck Aufhäuser Lampe Privatbank AG	3 903 446	5.78%

\* VWB I = Victoria Wohnungsbau GmbH; VWB V = Victoria Wohnungsbau V GmbH; VWB VI = Victoria Wohnungsbau VI GmbH; VWB VII = Victoria Wohnungsbau VII GmbH; SE3 = Schoeneicherstrasse 3 Immobilien GmbH; VWB VIII = Victoria Wohnungsbau VIII GmbH; VWB XII = Victoria Wohnungsbau XII GmbH; VWB 14 = Victoria Wohnungsbau 14 GmbH

All profits from sale of real estates are being reinvested within the VH Group in order to finance the growth of the VH Group.



## II. Group Consolidated Financial Statements

### Consolidated Balance Sheet\*

	Notes	<u>31.12.2024</u>	<u>31.12.2023</u>	<u>31.12.2022</u>
		EUR	EUR	EUR
Fixed Assets	(1)	339 506	633 370	617 070
Inventory	(2)	90 034 305	86 878 566	74 459 170
Receivables	(3)	48 536	470 211	225 171
Prepaid expenses		225 515	86 201	82 185
Cash at bank	(4)	4 010 525	16 043 497	3 997 579
<b>Total Assets</b>		<b>94 658 387</b>	<b>104 111 845</b>	<b>79 381 175</b>
Share capital		2 750 000	2 750 000	2 750 000
Reserve capital		52 477	52 477	52 477
Retained earnings		374 247	(1 385 381)	(461 864)
Net profit / (loss)		(433 584)	1 759 629	(923 517)
<b>Own Equity</b>		<b>2 743 139</b>	<b>3 176 724</b>	<b>1 417 096</b>
Minority interest	(5)	90 105	93 761	99 178
Reserves / accrued tax	(6)	1 014 592	621 079	712 056
Deferred income	(4)	26 489 556	18 289 386	19 950 033
Bonds	(7)	18 666 500	18 666 500	18 666 500
Loans	(8)	43 230 634	56 301 006	31 693 952
Accounts payable		1 194 268	5 638 132	4 864 360
Other liabilities	(9)	1 229 593	1 325 257	1 978 000
<b>Liabilities</b>		<b>91 825 143</b>	<b>100 841 360</b>	<b>77 864 901</b>
<b>Equity &amp; Liabilities</b>		<b>94 658 387</b>	<b>104 111 845</b>	<b>79 381 175</b>

\*consolidated financial statements of VH Group are not subject to external audit. The group financial statements are audited at a higher level as part of the consolidated financial statements of VDH Group.



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Michal Jasinski



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Waldemar Wasiluk



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Richardus Brekelmans



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Pascal Pech

**Consolidated Income Statement \***

	Notes	<b>2024</b> EUR	<b>2023</b> EUR	<b>2022</b> EUR
Net Sales	(10)	19 794 670	29 284 543	19 217 626
Cost of Sales		(16 238 931)	(23 440 263)	(16 915 086)
<b>Profit on Sales</b>		<b>3 555 739</b>	<b>5 844 279</b>	<b>2 302 541</b>
Sales Profit Margin		18%	20%	12%
Operating cost		(1 445 214)	(1 133 868)	(1 134 733)
<b>Operating Profit / (Loss)</b>		<b>2 110 525</b>	<b>4 710 412</b>	<b>1 167 808</b>
Financial income		1 683	1 045	7 091
Financial costs	(11)	(2 242 190)	(1 963 410)	(1 868 918)
<b>Gross Profit / (Loss)</b>		<b>(129 982)</b>	<b>2 748 046</b>	<b>(694 019)</b>
Income Tax		(307 258)	(993 835)	(238 823)
<b>Net Profit / (Loss)</b>		<b>(437 240)</b>	<b>1 754 211</b>	<b>(932 842)</b>
<b>whereof minorities:</b>				
		(3 656)	(5 417)	(9 325)
<b>Profit / (Loss) to Own Equity</b>		<b>(433 584)</b>	<b>1 759 629</b>	<b>(923 517)</b>

*\*consolidated financial statements of VH Group are not subject to external audit. The group financial statements are audited at higher level as part of the consolidated financial statements of VDH Group.*



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Michal Jasinski



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Waldemar Wasiluk



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Richardus Brekelmans



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Pascal Pech

## Notes

- (1) Fixed assets as of 31.12.2024 comprise of net goodwill from purchase of shares in subsidiaries above their book value in the amount of € 12 600 and tangible fixed assets of € 326 906 (VWB II).
- (2) Inventory represents the value of land at their purchase cost plus capitalized development cost of residential projects in Berlin and Leipzig (work in progress) as follows:

At 31.12.2024	Entity	Plot purchase value	Development cost
Charlottenburgerstraße	VWB V	2 391 074	7 431 290
Eisenbahnstr./Torgauerstraße	VWB VI	5 638 056	29 175 009
Brienzer Straße	VWB VII	1 744 472	9 031 215
Georg-Schumann-Straße	VWB VIII	4 018 379	1 377 617
Schöneicherstraße	SE3	1 222 098	4 416 535
Pistoriusstraße	VWB X	2 392 729	138 674
Breite Straße	VWB XI	5 561 587	55 697
Konrad-Wolf-Straße	VWB XII	2 980 062	4 166 080
Hindenburgdamm	VWB 14	5 900 723	2 393 009
<b>TOTAL</b>		<b>31 849 180</b>	<b>58 185 125</b>

At 31.12.2023	Entity	Plot purchase value	Development cost
Charlottenburgerstraße	VWB V	3 566 948	11 085 823
Eisenbahnstr./Torgauerstraße	VWB VI	5 638 056	17 986 142
Brienzer Straße	VWB VII	2 362 432	8 415 523
Georg-Schumann-Straße	VWB VIII	4 018 379	1 072 205
Schöneicherstraße	SE3	3 232 239	10 786 114
Pistoriusstraße	VWB X	2 392 729	133 507
Breite Straße	VWB XI	5 561 587	96 459
Konrad-Wolf-Straße	VWB XII	2 980 062	813 950
Hindenburgdamm	VWB 14	5 900 723	835 687
<b>TOTAL</b>		<b>35 653 155</b>	<b>51 225 411</b>

At 31.12.2022	Entity	Plot purchase value	Development cost
Charlottenburgerstraße	VWB V	9 912 172	20 461 610
Eisenbahnstr./Torgauerstraße	VWB VI	5 638 056	6 036 171
Brienzer Straße	VWB VII	2 362 432	4 597 685
Georg-Schumann-Straße	VWB VIII	4 018 379	650 037
Schöneicherstraße	SE3	3 232 239	5 793 272
Pistoriusstraße	VWB X	2 392 729	46 368
Breite Straße	VWB XI	5 561 587	37 690
Konrad-Wolf-Straße	VWB XII	2 775 858	136 643
Hindenburgdamm	VWB 14	250 000	556 242
<b>TOTAL</b>		<b>36 143 452</b>	<b>38 315 718</b>



- (3) Receivables consist of amounts due from customers or deposits.
- (4) Cash at bank consists of current accounts of each entity and restricted bank accounts for customer payments at VWB VI, VWB VII and VWB SE.
- (5) Minority interest refers to 10% of shares in VWB I owned by VD SA.
- (6) Reserves consist of accrued amounts of future liabilities that relate mostly to the income tax liabilities.
- (7) Bonds refer to series I € 18,500,000 bonds with interest accrued from last interest payment date (18<sup>th</sup> October 2024) till the balance sheet date (31<sup>st</sup> December 2024).
- (8) Loans consist of intercompany loans from shareholders and external banks loans. The principle amount of the borrowings with accrued interest at respective entity equalled to as follows:

Borrower (Lender)	Year Due	31.12.2024	31.12.2023	31.12.2022
VH (VDH)	2027	10 112 002	3 149 396	4 083 001
VWB I (Victoria Dom)	2025	4 027 244	3 818 674	3 610 674
VWB V (Lampe Bank)	2023	-	-	1 427 325
VWB V (Westerwald Bank)	2028	2 750 475	2 900 000	-
VWB VI (DKB)	2025	3 658 561	13 242 436	-
VWB VII (DKB)	2025	3 556 078	3 706 901	2 574 000
SE3 (DKB)	2025	933 594	10 880 183	6 349 250
VWB VIII (DZ HYP)	2026	2 600 000	2 600 000	2 600 000
VWB XII (Lampe Bank)	2026	1 744 502	1 729 637	-
VWB 14 (Lampe Bank)	2027	3 903 447	3 224 075	-
PFR	2027	9 944 732	11 049 702	11 049 702

- (9) Other liabilities refer to amounts withheld from general contractor as security per the agreement. As of 31.12.2024 the liabilities from withheld guarantees amounted to € 954 593 by VWB VI and € 275 000 by VWB XII.
- (10) Net sales and profit on sales in 2024, 2023 and 2022 were recognized in connection with completion/delivery and sale of development projects respectively located at Schöneicherstraße by SE3, Brienzerstraße by VWB VII and Charlottenburgerstraße by VWB V. Revenue from projects are recognized when apartments are handed-over to buyers.
- (11) The financial costs consist of interest paid/accrued for bonds issued by VH SA (€ 832 500), loans from shareholder (€ 337 617), loans from (minority) shareholders (€ 209 090), PFR (€ 636 798) and interests from loans in finalised projects at SE3 and VWB V (€ 60 810 and € 162 868 respectively)