



Annual Report 2025

Mit Tradition.
Ohne Tricks.



is for everyone

KEY FIGURES FOR THE FRoSTA GROUP

Key figures of the FRoSTA Group

Financial year		2024	2025
Employees (average)	number	1,760	1,849
Revenue	mEUR	638	682
EBITDA	mEUR	79.3	70,7
in % of revenue		12.4%	10.4%
Consolidated profit/loss for the year	mEUR	42.0	37.0
Capital expenditure	mEUR	13.2	22.5
Dividend per share	EUR	2.40	2.40 ¹

¹ subject to approval by the General Meeting

FINANCIAL CALENDAR

Financial Calendar

Event	Date
Presentation of Annual Results	Thursday, 12 February 2026
Virtual Annual General Meeting	Thursday, 9 April 2026
Half-yearly financial report 2026	Monday, 13 July 2026

PUBLISHING

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Voll knusprig. Null künstlich.

100% frei von Zusätzen.



**PRODUKT
DES JAHRES
2026**

VON VERBRAUCHERN GEWÄHLT
GOLD

LP Lebensmittel
Praxis

**FRoSTA
REINHEITS-
GEBOT**

seit 2003



ist für alle da

LETTER TO OUR SHAREHOLDERS

Dear shareholders,

2025 was a year of strong brand growth for FRoSTA. Despite the challenging environment in the European food market, we increased consolidated sales by 6.8% to EUR 682m, driven largely by brand growth of 15.7%. At EUR 37m, consolidated net income was below the previous year's level of EUR 42m, as expected, but was still high. Investment in production capacities and staff training strengthens our long-term competitive position and forms the basis for further growth.

Despite the high cost of ingredients and wages, we do not compromise when it comes to our Purity Promise. We will not substitute flavourings or additives for good ingredients, such as our aged pecorino cheese or our vegetable stocks. For this reason, we are confident that we will convert many more consumers to FRoSTA: indeed, around half of the German population has not yet tried our products!

At the end of 2025, after a long planning permission process, we commissioned our wind turbine in

Bremerhaven. It covers 10% of the plant's energy requirements. The expansion of our renewable energy projects and progress on sustainability testify to our strong commitment to future viability and corporate responsibility.

In January 2026, Tobias Schulze joined the Executive Board, taking over Operations, Purchasing, Supply Chain and People & Culture. Martin Bülow has been responsible for Finance, IT and Quality since August 2025. Maik Busse stepped down from the Executive Board at his own request in December 2025. He deserves huge credit and thanks for his service to FRoSTA.

We would like to express our gratitude to you for your trust and support in 2025. We would also like to extend a big thank you to our workforce, whose unswerving commitment made our success possible.

Yours,



Felix Ahlers



Martin Bülow



Hinnerk Ehlers



Tobias Schulze

Our Purpose

Food the way it should be.

At FRoSTA we are dedicated to offering delicious tasting frozen food. We combine our care and expertise to ensure the highest quality.

Our commitment extends to sustainable sourcing, production and logistics. Our branded products are pure, natural, and entirely free from additives. We believe in traditional cooking methods that have proven successful for generations. The origins of all ingredients are declared on each product. No tricks. No secrets.

We call it the „FRoSTA Purity Promise”.



ABOUT FRoSTA AG

1,849 people work for FRoSTA AG in seven countries. We produce at three plants in Germany and one in Poland.

FRoSTA is a successful brand for frozen fish, vegetables and meals in Germany, Poland, Austria, Italy and Eastern Europe. The FRoSTA Purity Promise is our way of promising that we will never add any colours, flavourings, flavour enhancers, stabilisers or emulsifiers to any of our branded products – even if this is not currently prescribed by food labelling laws. FRoSTA products are available from supermarkets and include a range of

vegetables, fish, fruit and herbs as well as classic dishes such as Hühner Frikassee and Paella. In April 2013, FRoSTA was the first frozen food brand to publish on the Internet the countries of origin of each batch of our ingredients. Since autumn 2015, we have included this information on all of our product packaging as well.

FRoSTA AG is also a specialist production partner in the development and production of high-quality customer brands for the European retail and wholesale sectors.

→ [CLICK HERE FOR MORE INFORMATION](#)



HI THERE, WE'RE NEW!

NEW FRoSTA PRODUCTS IN 2025

The new products that we launched in 2025 are, of course, also subject to the strict FRoSTA Purity Promise. Our products have been consistently free from all additives and flavourings since 2003 – even those that do not have to be declared or labelled as such under food law. Since 2015, we have also included the country of origin of all ingredients on our packaging.



READY MEALS

Our XXL 800-gram meal range has grown in 2025. The recipes are deliberately mildly seasoned, making them suitable for both young and old – FRoSTA enjoyment for the whole family.



GOLDEN CURRY

Rice meets tender marinated chicken breast, fresh broccoli, and a mildly seasoned curry sauce made with coconut milk, orange juice, and ginger.

→ [GOLDEN CURRY](#)



CHICKEN GOULASH PAN

The Hungarian classic with marinated chicken breast, crunchy bell peppers, and spiral pasta in a lightly spiced sauce.

→ [CHICKEN GOULASH PAN](#)

TORTELLINI WITH SUMMER VEGETABLES

Homemade tortellini in a delicate cream sauce with a colorful vegetable mix of peas, carrots, and corn.

→ [TORTELLINI WITH SUMMER VEGETABLES](#)

CREAMY PASTA PAN

Penne pasta with crunchy carrots and aromatic cherry tomatoes in a mild creamy paprika sauce.

→ [CREAMY PASTA PAN](#)



VEGETABLES & CARROT CAKE

VEGETABLE MIX COUNTRY-STYLE

The range of popular FRoSTA frozen vegetable mixes is being expanded with a new variety: the Country-Style Vegetable Mix. This unseasoned blend is an ideal base for cooking and can be refined in no time to suit any taste. The combination of tender peas, yellow carrots, baby carrots, sweetcorn, and cauliflower is mild with a slightly sweet note — perfect for both children and adults. What makes FRoSTA vegetables special: they come from open-field cultivation, are traceable all the way back to the seed, and are packaged in paper bags — matching the growing consumer demand for transparency of origin and sustainability.

→ [VEGETABLE MIX COUNTRY-STYLE](#)



CARROT CAKE

The FRoSTA Carrot Cake introduces a fresh breeze to the frozen-food segment. The special feature: the carrots used come 100% from rescued carrot trimmings that are created during processing and would otherwise end up in a biogas plant. And that's not all: true to the FRoSTA Purity Promise, it contains no added flavor enhancers, colorings, or aromas. It is made exclusively from natural ingredients such as eggs, whole milk, apples, roasted almonds, and cinnamon. Light and moist thanks to fresh yeast instead of baking powder — additives like E450 or E500 never make it into a FRoSTA cake. The frozen dough already comes in a convenient cardboard baking tray and only needs to be placed in the oven at home. For genuine cake enjoyment with minimal effort

→ [CARROT CAKE](#)

FISH

OVEN FISH CRUNCHY CORNFLAKES

The Oven Fish gets extra crunchy! Juicy Alaska pollock fillets in a crispy coating made from golden cornflakes are a hit with both kids and adults. Whether served as a burger or with classic sides, the Crunchy Cornflakes variety is wonderfully versatile. Best of all: it's perfectly suited for fat-free preparation in the air fryer.

→ [OVEN FISH CRUNCHY CORNFLAKES](#)



GOURMET FILLET WITH CREAM POTATOES

The new Gourmet Fillet with Cream Potatoes combines tender Alaska pollock fillet with a creamy topping made from yogurt, diced potatoes, and crème fraîche — rounded off with aromatic herbs and a crispy finish. A twist of tradition and modern cuisine that tastes great both with classic side dishes or entirely on its own.

→ [GOURMET FILLET WITH CREAM POTATOES](#)



NEW PRODUCTS ITALY

READY MEALS

PASTA WITH SEAFOOD

This new pasta dish combines Italian tradition with modern innovation: as the first fish-pasta dish in the Italian FRoSTA range, it brings Mediterranean enjoyment straight to your home. It contains carefully selected ingredients and is seasoned so delicately that the natural flavor of the fish comes through perfectly. Ready to serve in just a few minutes, it offers a delicious and convenient solution for anyone who wants to enjoy a high-quality fish dish – quick, aromatic, and thoroughly convincing.

→ [PASTA WITH SEAFOOD](#)



VEGETABLES



VEGETABLE SIDE DISH WITH PEAS, YELLOW AND ORANGE CARROTS

This side dish stands for natural quality and pure flavor. Only carefully inspected vegetables make their way into this well-balanced recipe, refined with a delicate pinch of salt and a light touch of black pepper. The result is a mild, subtly sweet aroma that appeals to both children and adults and enhances any meal. Ready in just a few minutes, this side dish offers a high-quality, aromatic addition to everyday dining – uncomplicated, versatile, and full of natural freshness.

→ [VEGETABLE SIDE DISH WITH PEAS, YELLOW AND ORANGE CARROTS](#)



VEGETABLE SIDE DISH WITH GREEN BEANS AND DICED POTATOES

This side dish blends classic Italian inspiration with modern everyday convenience. Green beans and potatoes, carefully selected and harmoniously seasoned, unfold their natural flavor thanks to a delicate touch of salt and a light hint of black pepper. Ready to serve in just a few minutes, this versatile product brings authentic enjoyment to the table – uncomplicated, aromatic, and ideal for every day.

→ [VEGETABLE SIDE DISH WITH GREEN BEANS AND DICED POTATOES](#)

FISH

SALMON BALLS WITH SPINACH

Discover the newest addition to our beloved polpette range: Delicate salmon balls enriched with fresh spinach, offering a refined recipe and naturally vibrant colour. Made with high-quality salmon, they bring a touch of premium indulgence to every bite.

→ [SALMON BALLS WITH SPINACH](#)



GRILLED PLAICE FILLETS

Savor tender whole plaice fillets seasoned with our signature herb blend and grilled to preserve their natural texture and quality. This fresh addition to our range offers a new fish variety while staying true to the authentic grilled flavor you love.

→ [GRILLED PLAICE FILLETS](#)

NEW PRODUCTS POLAND

VEGETABLES

Three new product lines are supplementing the existing vegetable category, mainly consisting of pan vegetables, oven vegetables and spinach.

NATURAL VEGETABLES

Simple, single-ingredient vegetable products, frozen immediately after harvest, preserving their full flavor and nutritional value.

- BROCCOLI
- CAULIFLOWER
- SMALL CARROTS
- DICED CARROTS
- GREEN BEANS
- PEAS



VEGETABLE MIXES

A few-ingredient vegetable mixes, without spices, as a healthy side dish or a base for preparing other meals.

- COLOURFUL VEGETABLE STRIPES
- MIXED BEANS
- PEAS AND CARROTS
- SPRING VEGETABLES
- COLOURFUL VEGETABLE MX



SOUPS

Vegetable mixes, without spices, serve as a base for preparing delicious soups or dishes.

→ CAULIFLOWER SOUP

→ BORSCHTSCH

→ MUSHROOM SOUP

→ CHAMPIGNON SOUP

→ VEGETABLE SOUP

→ SOUP WITH SPRING VEGETABLES



FISH

SPICY FISH NUGGETS

New and very spicy fish nuggets from Frosta.
Juicy Alaska Pollock fillets in crispy breading with chili – perfect as a quick meal or a party snack.

→ SPICY FISH NUGGETS



GOURMET FILLETS WITH CREAM POTATOES

Juicy Alaska Pollock fillets in a creamy sauce made with cream and yogurt, with potatoes. Great taste and convenience – ready to heat in paper tray.

→ GOURMET FILLETS WITH CREAM POTATOES



GROUP MANAGEMENT REPORT 2025

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GROUP MANAGEMENT REPORT OF FRoSTA AKTIENGESELLSCHAFT, BREMERHAVEN

FOR THE PERIOD FROM 1 JANUARY TO 31 DECEMBER 2025

FUNDAMENTAL INFORMATION ABOUT THE FRoSTA GROUP

BUSINESS MODEL

FRoSTA has 1,849 employees and operates in seven European countries, producing deep-frozen products from fresh at our three plants in Germany and one in Poland.

We have a long-standing commitment to sustainability. With our Purity Promise, we have gone without adding any colourings, flavourings, flavour enhancers, stabilisers, emulsifiers or other additives to any of our branded products since 2003. This enables FRoSTA to guarantee the quality, taste and naturalness of its extensive product range to an exceptionally high standard.

FRoSTA products are available from supermarkets and, in addition to traditional dishes such as chicken fricassee and paella, include a range of vegetarian and vegan choices as well as vegetables, fish, fruit and herbs.

In 2013, FRoSTA was the first frozen food brand to start publishing the countries of origin of all ingredients on the Internet and, since 2015, it has also done so on product packaging. In 2019, FRoSTA made the switch to paper packaging in the freezer aisle.

In addition, we develop and produce high-quality private labels for the food retail and wholesale sectors, for the most part using our retail partners' own brands. We also offer a wide range of frozen products

as a production partner to industry and its out-of-home customers (supplying restaurant chains and wholesalers).

BRANCH OFFICES

Production in Germany is organised across the following branch offices:

- FRoSTA AG Werk Bremerhaven
- FRoSTA AG Werk Bobenheim-Roxheim
- FRoSTA AG Werk Lommatzsch

MANAGEMENT SYSTEM

We manage our business operations based on the key performance indicators sales and consolidated net income for the year.

BUSINESS ENVIRONMENT

GENERAL MARKET & INDUSTRY CONDITIONS

MACROECONOMIC FACTORS

In 2025, the economic environment in Europe and especially in Germany remained challenging for the consumer products and food market, even though the macroeconomic situation stabilised slightly compared with 2024. Inflation was moderate compared with previous years; however, private household consumption remained restrained.

In food retail in particular, consumers continued to exhibit a high degree of price sensitivity, as reflected in increased demand for low-cost products as well as private labels. At the same time, increased costs along the value chain – especially for logistics and labour – resulted in sustained margin pressure in the sector.

The German economy is undergoing profound structural change driven by decarbonisation, digitisation, demographic change and geopolitical tensions. Year-on-year, price-adjusted gross domestic product stalled at +0.1 % (Source: Ifo Economic Forecast Winter 2025).

In addition, geopolitical uncertainties and regulatory requirements – especially in relation to sustainability and decarbonisation – continued to have a major impact on market conditions for food producers.

Against this backdrop, the market conditions for FRoSTA AG in the 2025 financial year continued to pose a challenge, requiring a clear positioning in the brand business as well as rigorous cost and efficiency management.

THE FROZEN FOOD MARKET IN 2025

The frozen food retail market for the product groups fish, vegetables and ready meals in the core markets (Germany, Italy and Poland) grew in terms of volume by +1.5% and in value by 3.3%. By contrast, FRoSTA brand business saw a year-on-year increase in consumer sales volume of +13.7% across all product groups and as much as +19.8% for ready meals. The FRoSTA brand with its Purity Promise was thus once again a clear and positive growth driver across the whole category (Sources: YTD Dec. 2025 AC Nielsen Germany/Poland & Iri Italy Food Retail Sector).

BUSINESS DEVELOPMENT, FINANCIAL PERFORMANCE, FINANCIAL POSITION AND CASH FLOWS

DEVELOPMENT OF SALES

At EUR 682m, consolidated sales were very strong, increasing by +6.8% year on year and confirming the half-year projections and the forecast at the beginning of the year.

The FRoSTA brand with its Purity Promise also grew strongly by 15.7% in the 2025 year: the increase in revenue of EUR 52.5m made it the main driver of Group growth. Performance of the out-of-home business was also positive, generating additional revenue of EUR 4.6m year on year, corresponding to growth of 5.3%.

Due to the muted market trend overall and the non-extension of unprofitable supply contracts, the remaining business in the industrial and private label distribution channels saw revenue fall by EUR 13.7m, corresponding to a decline of 6.3%.

The FRoSTA Group generates 63% of its sales in the German market and 37% abroad.

FINANCIAL PERFORMANCE

At EUR 37.0m (previous year: EUR 42.0m) or 5.4% of sales, consolidated net income for the year was within the range projected at the half-year mark. However, this was slightly below the original projection at the beginning of the year (6% to 8%).

This was due to the ongoing high cost of materials, increased wage costs and higher other operating expenses.

The increased wage costs are due to high inflation-driven wage increases, which are also reflected in the cost of purchased merchandise and services. In addition, the strong growth in the FRoSTA brand in 2025 led to temporary capacity issues in some product categories. Against the backdrop of positive expectations for future business performance, therefore, measures to expand production and logistics capacities have been adopted, some of which were already implemented in the reporting year. These include, in particular, building up additional production shifts and weekend production, including the recruitment and training of additional production staff.

One reason for the increase in other operating expenses is that advertising expenditure in all markets was again high. This expenditure is required to ensure future growth in the brand business. Another reason was the measures taken to optimise storage capacities

and safety stocks. While they temporarily resulted in higher supply chain costs, these measures mean FRoSTA is well placed to provide a high service level for our customers in the coming years as well.

These effects detracted from net income for the year, which was EUR 5.0m or 11.8% lower than the previous year's figure but remains high from a long-term perspective. That said, projections were not met, as it was not possible to predict the actual extent of the measures in some respects.

The focus is on implementing the long-term strategy for FRoSTA and our guiding principle "No Secrets. No Tricks". This also means that we will not be making any decisions on short-term cost savings as a countermeasure. We will not compromise on our high standards for product quality and customer service.

FINANCIAL POSITION, CASH FLOWS & INVESTMENTS

The balance sheet total increased significantly year on year to EUR 500m, largely due to higher inventories as well as cash funds. The measures to expand production enabled the Group to systematically build up the stock of finished goods in order to meet customer demand surges reliably. In line with the sales trend, absolute working capital increased to EUR 133.2m.

Investments of EUR 22.5m were made in the financial year, focusing on production capacities, sustainable energy supply and quality.

Accordingly, cash funds at the end of the financial year rose to EUR 116.9m, thus establishing the desired independence for future investment decisions. The equity ratio, at 56.7% (previous year: 56.7%) is unchanged from the previous year. Measured in terms of the "current ratio/liquidity III", liquidity remained stable, at 193.9%. The Company was at all times in a position to fulfil its payment obligations on time, and did not avail itself of the approved credit lines of EUR 36.4m in 2025.

We are satisfied with the strong business performance and the associated development of the financial position, financial performance and cash flows.

SEGMENT REPORTING

FRoSTA SEGMENT

With total net sales of EUR 525m, the FRoSTA operating segment covers the brand business, out-of-home and industrial business (Home Delivery and industry customers). The operating segment grew by 7.2% year on year, and thus increased its share of overall business to 77%.

The consistent consumer centricity with a strong focus on taste, quality and sustainability paid off in 2025 as well, resulting in a double-digit growth rate. We again significantly increased spending on advertising in all countries in the hope of winning over even more households to the FRoSTA brand and its Purity Promise.

Thanks to our strong cooperation with the retail sector, we were able to achieve sustained growth in all countries, also outside of promotional campaigns, which had a positive impact on the entire category. With total sales growth of +16%, the brand continued its double-digit growth trajectory this year, too. The trend in all markets was positive – with growth rates of 16% in Germany, 18% in Italy, 7% in Poland and 23% in Austria.

In financial year 2025, the out-of-home business grew sales by 5% year on year.

COPACK SEGMENT

Performance in the COPACK operating segment, which comprises the private label and industrial business of the FRoSTA Group, was down in the 2025 financial year. At EUR 156m, sales in the reporting year were down by EUR 15.3 year on year. The share of consolidated sales thus fell to 23%. The reason for this was the stable volume trend in the retail segment combined with the expiry of below-cost supply contracts. However, the conscious decision not to extend uneconomical contracts had a positive effect on the consolidated net income for the year.

PEOPLE & CULTURE

FRoSTA'S GROWTH IS REFLECTED IN THE WORKFORCE

The average number of employees increased to 1,849 in the 2025 financial year. This growth is largely down to the positive development of brand business as well as the associated expansion of production shifts at all plants. In addition, we expanded our sales organisation moderately to support the continuous growth of our markets outside Germany. We thus further strengthened the basis for sustainable and profitable growth of the Company in the future in the reporting year.

Annual mean number of employees

	2024	2025	Diff.
Total employees	1,760	1,849	89
of which permanent	1,546	1,606	60
of which temporary	214	243	29
Distribution by function			
FRoSTA Head Office	440	453	13
of which Administration	273	282	9
of which Sales	167	171	4
FRoSTA Production facilities	1,320	1,396	76
of which Bremerhaven	486	541	55
of which Bydgoszcz	468	465	-3
of which Lommatzsch	220	238	18
of which Bobenheim-Roxheim	146	152	6

FRoSTA IS FOR EVERYONE

The age of the FRoSTA workforce fell slightly. At the end of the reporting year, the average age was 43.2, slightly below the previous year's number of 43.4. In total, 118 young employees under the age of 30 joined FRoSTA in 2025.

Employees from 47 nations and a whole host of cultural backgrounds work at FRoSTA. This internationality plays an important role in product development as well as in the sustainable growth of the Company,

especially when it comes to attracting new employees and accessing new markets.

In the reporting year, we were also able to increase the number of women employed at FRoSTA to a total of 643 (+14 compared to the previous year). Of these, 327 work in Administration and Sales, where the proportion of women is evenly balanced at 54% in line with our target. This was also 3 women more than in the previous year. There are still no women on the Supervisory Board or the Executive Board. At first-tier management level below the Executive Board, women accounted for a share of 27% (2024: 25%), at second-tier management level for 45% (2024: 41%). This means that despite the increase in absolute figures, the proportion of women employed fell to 35% (2024: 36%), and there is still a lot to be done. We are aiming for a balanced gender ratio at management level within the next five years.

HEALTH MANAGEMENT AT FRoSTA

Our employees' health is a keystone of our corporate strategy. We have an occupational health management system in place, targeting prevention, health promotion and structured integration management. We carry out regular health assessments in conjunction with the company medical centre in Bremerhaven. In addition, we promote health measures such as ergonomic workplace design, flexible working hours models and stress prevention programmes. Our aim is to ensure long-term ability to work and to boost workforce satisfaction. This is crucial to sustainable business development. The sickness rate improved from 6.1% in the previous year to 5.3% in the reporting year.

FRoSTA CREATES BASIS FOR AI, AUTOMATION & MAXIMUM SECURITY – DATA PLATFORM IS THE KEY TO THE FUTURE

FRoSTA made significant advances in the digital transformation in 2025. By introducing a company-wide data platform, we are centrally pooling information from all operating segments, creating the basis for data-driven decisions in real time. The platform will facilitate

the future use of artificial intelligence and automation, to create networked processes and further digitise production. At the same time, we raised the standard of IT security to maximise systems and data security.

The new data platform has replaced the existing SAP BW and established a modern reporting landscape, which significantly enhances transparency and speed in the communication of information. Furthermore, digital shift scheduling and the rollout of mobile end devices was extended to other plants. This means that even more employees will benefit from paperless processes and a flexible, mobile working environment.

These investments not only bring competitive advantages but create the basis for innovation and top quality.

INTERNAL COMMUNICATION AT FRoSTA

Good and clear communication is the key to our success. If thoughts are not put into words, the words will not be heard; equally, just because something is said and heard does not mean questions will be asked or things will be done properly. This principle applies to our daily interactions, to our employees' individual development and to the joint achievement of strategic goals.

On a twice yearly basis, we require and encourage the conduct of development reviews between managers and employees with the aim to gain a clear understanding of each employee's development and future potential.

Providing feedback means praising work well done and looking for ways to improve. A prime example of this is the daily shop floor meetings held in our factories. Each morning, all staff from the relevant departments meet for just 15 minutes per production line. During these meetings, they document downtimes and monitor corrective actions taken. This process fosters the necessary trust and provides an incentive to constantly strive for improvement. Additionally, members of the

Executive Board regularly visit the factories and production lines in order to build proximity, understanding and trust. Furthermore, virtual information exchanges and Q&As with the Board are held several times a year.

An internal satisfaction survey is carried out twice a year. It consists of twelve standardised questions, giving all employees the possibility to evaluate their situation at FRoSTA twice a year and anonymously provide individual feedback. The results are published and discussed internally. We use the time between surveys to jointly develop specific improvement measures.

FRoSTA continued its leadership training programme in 2025. As part of this, managers met to take part in workshops and coaching sessions. Bringing together employees from different locations and specialist areas not only strengthens the team spirit, but also promotes mutual understanding within FRoSTA – all the while developing the individuals' management and leadership skills.

MORE FRoSTA EMPLOYEES BECOME SHAREHOLDERS

"FRoSTA is for everyone". In 2025, we therefore again offered our employees the option to purchase FRoSTA shares acquired within the scope of a share buy-back, which we then sell on to them at preferential conditions. In 2025, 594 employees (2024: 578) participated in our employee share programme. A total of 32,176 shares were bought, which was significantly higher than in the prior year (2024: 29,884). The introductory offer, limited to a maximum of 50 shares with an issue price of EUR 29.90 per share, saw 22,576 shares purchased (2024: 24,366). Under Proposal II (limited to a maximum of 950 shares depending on seniority), 9,600 shares were acquired at an issue price of EUR 59.90 per share (2024: 5,518), a significant increase over the previous year. Due to the high participation rate, total costs for the programme amounted to EUR 1.7m (2024: EUR 1.3m), which were recognised in personnel expenses.

THE FRoSTA SHARE & APPROPRIATION OF NET PROFIT

Since March 2017, the FRoSTA share has been traded in the Open Market segment of the Frankfurt Stock Exchange (WKN 606900; ISIN DE0006069008; nominal value EUR 2.56) and in the reporting period developed as follows:

Key figures for the FRoSTA share mEUR	2024	2025	Diff. %
Share capital	17.4	17.4	0%
Number of shares (in thousands)	6,813	6,813	0%
Group equity	261.0	282.3	8%
Equity per share EUR	38.31	41.44	8%
Share price at year-end EUR	61.50	90.20	47%
Year high EUR	70.80	106.00	50%
Year low EUR	57.50	61.00	6%
Number of traded shares (in thousands)	147.9	377.9	156%
Net income for the year	42.0	37.0	-12%
P/E ratio (share price at year-end/earnings per share)	9.98	16.61	66%
Net profit for the year per share EUR	6.16	5.43	-12%
Dividend proposal (payout per share) EUR	2.40	2.40	0%

The Executive Board will propose to the Annual General Meeting to distribute a dividend of EUR 2.40 per share from net retained profits and allocate the remainder to reserves. Based on 6,812,598 no-par value bearer shares, less 4,979 no-par value bearer treasury shares not entitled to a dividend in accordance with Section 71b German Stock Corporation Act (AktG), this results in 6,807,619 no-par value bearer shares entitled to a dividend and a dividend payout of EUR 16.3m.

Relating to disclosures pursuant to Section 160 (1) no. 2 AktG (acquisition of treasury shares), please refer to the Notes to the consolidated financial statements: 4) Notes to the consolidated balance sheet, Equity subheading.

With the proposed gross dividend per share of EUR 2.40, the portion of the net dividend after deduction of capital yield taxes due amounts to 23.2% of the consolidated net income before taxes. The tax portion comes to 36.9%, with 39.9% being retained within the Entity. This will enable independent decisions to continue to be made quickly to ensure good results in the future.

	31.12.2025 in kEUR	Share
Current company taxes	14,820	28.6%
Capital yield tax incl. solidarity surcharge on dividend	4,309	8.3 %
Total taxes	19,129	36.9 %
Net dividend	12,029	23.2%
Retained by the Company	20,685	39.9 %
Pre-tax consolidated net income for the financial year	51,843	100 %

SUSTAINABILITY, ENVIRONMENT & CORPORATE SOCIAL RESPONSIBILITY

In 2025, we took a number of important steps in implementing our [SUSTAINABILITY STRATEGY](#).

With our “Environmental Promise” (“Close to Net Zero by 2030 for Scope 1 and 2 Emissions”), we aim to generate the majority of our energy ourselves in the future. A wind turbine was erected in Bremerhaven in December. In addition, all the preparations for the

construction of a solar park in Lommatzsch have been completed. The wind turbine will start operating at the beginning of next year and the solar park in the middle of next year, and they will cover a significant proportion of the energy consumption of the two plants. Further measures to implement our sustainability goals are planned for the coming years.

“Biodiversity” is another area of focus. We aim to calculate and publish the biodiversity footprints of all FRoSTA products in the coming year. Projects to support and improve biodiversity are already under way, especially for our vegetable processing facilities.

In 2025, our “People Promise” focused on further digitisation and on the harmonisation of central processes in the People & Culture function. The successful introduction of “MyTime” at a number of locations deserves special mention. It has greatly increased the efficiency of time tracking and absence management.

In parallel, further measures to standardise and optimise central payment processes were successfully completed. In addition, various initiatives were taken to further increase the Company’s visibility and attractiveness in the labour market.

An internal satisfaction survey is carried out twice a year, the results of which directly inform specific improvements with the aim of increasing employee retention and satisfaction in the long term. Furthermore, cooperation with universities was stepped up, to ensure access to the next generation of talent and to advance the internship programme.

Important progress was also made in Governance and Payroll. Preparations for the implementation of the EU Pay Transparency Directive were made and integrated into existing processes.

We measure the success of our “People Promise” by the rate of unfilled positions at FRoSTA, with the aim to fill job vacancies within the Company with suitable candidates even in a tight labour market. To achieve this, we want to keep the number of vacancies below 2% of the total number of employees. We successfully

reduced this rate from 1.5% in 2024 to 0.9% in 2025.

Another aspect of our People Promise is FRoSTA’s commitment to improving the situation of disadvantaged people through donations. Many of these donations flow into a wide range of initiatives with welfare institutions in the immediate vicinity of our production sites.

In preparation for the Corporate Sustainability Reporting Directive (CSRD), which will apply to us from the 2027 reporting year, we carried out a readiness assessment audit using external auditors in the spring, to ensure that we are adequately prepared. The suggestions for improvement identified and the modifications required were implemented promptly. Having carried out a complete dual materiality analysis in autumn 2024, we have already done the groundwork for our CSRD reporting.

REPORT ON OPPORTUNITIES & RISKS

INTERNAL CONTROL SYSTEM

FRoSTA AG’s internal control and monitoring system is enforced by the Group’s Financial Controlling department in coordination with all other relevant departments.

The most important financial KPIs are sales revenue and profitability. These performance figures and their respective drivers are examined, analysed and discussed in the relevant departments on the basis of management accounting reports drawn up in daily, weekly and monthly cycles. To allow for fast decision making, many reports are updated and made available in real time (in the BI tool ‘SAP Analytics Cloud’).

The objective remains to continuously work on improving the results and at the same time to introduce early measures to counter potential negative developments.

Within the scope of the monthly Sales & Operations Planning Cycle, rolling forecasts are used to react to

future market changes and capitalise on opportunities as they arise, while mitigating risks with appropriate countermeasures.

The correctness and reliability of our accounting and financial reporting are guaranteed by adherence to the rules of procedure in the QM manual and the uniform reporting system in SAP, which apply to all relevant Group entities.

The rules of procedure in the QM manual also stipulate the material and formal requirements concerning the preparation of the financial statements. Nevertheless, risks can still arise, for example when concluding extraordinary transactions.

We support the compliance or adaptation of our processes through internal audits conducted by our quality management officers, coupled with internal auditing projects.

The separation of executive, accounting and approval functions reduces the risk of fraudulent actions.

RISK MANAGEMENT

FROSTA's risk management system is intended to ensure that risks can be quickly identified and assessed at an early stage.

The risk management officers from the various departments assess the risks and opportunities on an ongoing basis – if necessary drawing on the advice of external consultants – and initiate appropriate measures for leveraging the opportunities and minimising the risks. All regular meetings, such as the monthly Board meetings, sales and marketing meetings, S&OP meetings, plant manager meetings or cash meetings flow into this. The risk management system is a digital action tracking system incorporating workflow, reporting and monitoring.

QUANTIFIED RISK ASSESSMENT

In principle, the probabilities of occurrence and the potential extent of damage of the risks have been assessed as follows.

Probability of occurrence/ Frequency of occurrence	Risk evaluation				
	very probable very frequent	E	high	high	not acceptable
	probable frequent	D	medium	high	not acceptable
	possible infrequent	C	low	medium	not acceptable
	low rare	B	low	medium	not acceptable
	very improbable very rare	A	low	low	not acceptable
			I	II	III
			low	moderate	high
					critical
					poses a threat to the Company's existence
			Extent of losses		

Individual risks are initially assessed through an annual evaluation of the underlying gross risk within a risk class and the respective individual risks. Based on the regular

evaluation of available countermeasures, the respective risk class officer estimates the net risks, as shown in the following table.

Risk class	Net probability of occurrence	Net extent of losses	Net risk
Strategic risks & risk culture	low	high	medium
Personnel risks	probable	minimal	medium
Product risks	low	moderate	medium
Supply chain risks	probable	minimal	medium
Business interruption risks	low	high	medium
Cyber risks	possible	moderate	medium
Environmental & energy risks	possible	moderate	medium
Compliance & legal risks	possible	moderate	medium
Financial & commercial risks	possible	moderate	medium

The respective countermeasures for managing the individual risk classes are described below.

one another, towards business partners, in connection with handling data, as well as towards the environment.

STRATEGIC RISKS & RISK CULTURE AT FRoSTA

Market-related business risks are borne by the Company itself. These include, for example, risks from the development and marketing of new products, sales performance in the various distribution channels and the quality level of our products.

As far as is meaningful, we transfer any risks not stemming from the Group's core areas of activity, such as liability and property damage risks, to third parties.

As a general principle, we aim to address risks openly in order to promote and implement an understanding of the respective issues and suitable countermeasures. For this purpose, a corporate risk manager, in collaboration with the risk class managers, regularly assesses current and future risks and defines and monitors risk management measures.

In addition, FRoSTA implements a Code of Conduct for all employees, which is aimed at raising awareness among the workforce for responsible conduct towards

PERSONNEL RISKS

As the labour market increasingly shifts from a supply to a demand market, positioning FRoSTA as the employer of choice becomes ever more important. Comparably fair remuneration schemes and excellent advancement opportunities are just as important in this regard as a motivating work environment. When filling vacant positions on the market, speed and commitment are key success factors in the hiring process. We place particular focus on in-house initial and advanced training, as well as on facilitating locational transfers, also across international sites, to enable us to take better advantage of different labour market situations in the future.

PRODUCT RISKS

Quality and production reliability have the highest priority for us. We are therefore continuously striving to improve food safety and our food safety culture. The quality of the raw materials is monitored by audits at our suppliers' facilities and by checking goods as they arrive at our plants. Despite all due care, quality checks cannot provide a fail-safe guarantee of the quality of

raw materials since the thresholds for foreign materials and contamination are becoming ever lower and the checks are only carried out on a random basis.

We also purchase raw materials from BSCI (Business Social Compliance Initiative) risk countries. We thus bear our share of responsibility for the working conditions at our suppliers, as well as for the respecting of human rights. Since 2020, we have therefore required all suppliers from BSCI risk countries to be certified in accordance with an internationally recognised social standard (SA 8000, SMETA or similar).

We therefore had our internal value chain processes successfully certified at all FRoSTA locations to IFS (International Food Standard) in 2025 and at the Bremerhaven and Bydgoszcz sites additionally to BRC (British Retail Consortium) standards. All plants achieved "Higher Level" certification in the IFS and BFS audits.

SUPPLY CHAIN RISKS

The production of frozen food necessitates the use of a large number of renewable raw materials from over 30 countries, the procurement of which can be subject to wide-ranging fluctuations. In the case of supplies of raw fish, for example, increased demand coupled with dwindling fish stocks repeatedly results in bottlenecks. The picture is similar for climate-related crop failures that can affect the procurement of fruit and vegetables. This can result in considerable price fluctuations for raw materials which, depending on the competitive and contract situation, we cannot always pass on directly to our customers.

We attempt to smooth out these fluctuations and avoid dependencies by collaborating with strategic suppliers. In the case of critical raw materials, it is additionally important to establish several suppliers in different regions. Our own vegetable production also helps us to be independent and at the same time acquire valuable agricultural expertise.

As long-term storage is often not possible, the setting of selling prices is subject to fundamental risks and opportunities. Price agreements with customers over a period of more than six months increase the uncertainty. For that reason, we try to avoid such supply agreements. Alternatively, price escalator clauses for certain raw materials can be included in the price agreements. However, depending on the competitive situation, both are not always possible.

In the 2025 financial year, FRoSTA furthered the implementation of the German Supply Chain Due Diligence Act (Lieferkettensorgfaltspflichtengesetz – LkSG) within its own business operations as well as at raw material and services suppliers, systematically focusing on effectiveness. The annual risk analysis, preventive and remedial measures as well as the complaints procedure were further developed using a risk-based approach. Internal controls and a review of the effectiveness of due diligence measures ensure continuous improvement. To manage risk, FRoSTA uses a digital tool in which around 2,600 suppliers were recorded and managed in 2025. No long-term significant deficits were identified. FRoSTA is working continually on the monitoring of effectiveness, on greater supplier management in high-risk areas as well as target-group-appropriate training. In this way, FRoSTA makes a considerable contribution to sustainable business development and to compliance with international human rights and environmental standards.

BUSINESS INTERRUPTION RISKS

The availability of production facilities and plants is crucial for assuring the supply of goods to retailers. We counter the risk of natural disasters and fires by collaborating closely with local authorities and fire services, including regular joint assessments to improve general hazard prevention measures. For instance, all factories have been equipped with modern sprinkler systems to quickly and effectively combat the source of a fire before any major damage occurs.

Technical risks and machinery downtimes are addressed through regular preventive maintenance and by training employees on the lines.

In principle, we are able to produce certain product groups in parallel at different locations, to separate individual production halls or to involve suppliers if necessary. This enables us to effectively mitigate the risk of long-term staff absences due to illness or pandemics, as well as strikes.

CYBER RISKS

We counter cyber risks with the help of modern IT architecture that uses cloud services. In conjunction with regular internal and external audits and penetration tests, we routinely review the status quo in order to continuously reappraise the risk situation. A major risk continues to lie with the respective user and how they react to email attacks. Regular online courses and simulated phishing tests with subsequent training help us create targeted awareness for dealing appropriately with such risks. Furthermore, in 2025, we widened our internal and external focus, invested in dedicated experts and established a new awareness and training programme to strengthen the security culture within the Company on a lasting basis.

ENVIRONMENTAL & ENERGY SUPPLY RISKS

The war in Ukraine has also led to growing uncertainties over energy security in Europe, accompanied by sharply rising prices. FRoSTA counters the risk of rising energy prices through structured energy procurement in the form of fixed price agreements with suppliers. An alternative use of oil and gas in production creates flexibility to bridge price and supply risks. Logistical risks in long-distance coverage and/or diesel price development are reduced through alternative use of the rail network.

In order to reduce dependencies over the medium term, we are accelerating development of a renewable energy supply both within FRoSTA and in collaboration

with local partners. At the end of 2025, FRoSTA erected a wind turbine in Bremerhaven. Also, a solar park is currently being built at the plant in Lommatzsch.

COMPLIANCE & LEGAL RISKS

Regulations, industry standards and internal policy guidelines for preventing unethical or illegal behaviour are becoming increasingly complex. These include, but are not limited to, the ever more important issue of data protection with increasing digitisation, financial integrity and compliance with occupational safety and environmental standards.

The same applies generally to the conclusion of contracts in our supply and retailer relationships, as well as in labour and corporate law. Non-compliance with regulations and contracts can have significant consequences, ranging from financial penalties and legal action to serious reputational damage that can undermine the trust of stakeholders. In severe cases, regulatory authorities may impose operational restrictions, revoke licenses, or, in extreme instances, shut down a business.

Ideally, compliance risk management should be integrated into all aspects of the Company's operations. Therefore, we have established corresponding representative functions within the organisation for the respective compliance areas. These functions are closely involved in the activities and work efficiently to develop clear, effective internal controls and audits, as well as training programmes. The aim is to establish a compliance culture in which we not only respond to regulatory changes but also work proactively to minimise potential liability risks.

The CODE OF CONDUCT introduced at FRoSTA serves as a guide for daily activities and helps to safeguard ethical and legal standards within the organisation.

FINANCIAL & COMMERCIAL RISKS

The frozen food market is fundamentally subject to constant change. Our competitors might respond to product trends more quickly or gain technological leads. We conduct intensive research to identify market trends. This enables us to produce innovative product concepts in response to changes or even to initiate changes ourselves within the market.

The FRoSTA brand offers the opportunity for further sustainable growth based on the Purity Promise, an innovative portfolio and its positive image. It is therefore important to be particularly proactive in counteracting all events that could have a negative impact on the brand's reputation and thus on business development.

The increasing concentration of the retail sector is leading to risks arising from the potential loss of bulk contracts. Our contracts with our customers normally include listing and price agreements but do not guarantee fixed volumes; this means that the risks or opportunities of fluctuating consumption by end customers also lie with FRoSTA. FRoSTA's presence in different domestic and foreign markets with the respective distribution channels: brand, private label as well as the supply of Home Delivery services, caterers and industry customers guarantees general independence from individual customers.

We limit the risk of defaults on outstanding receivables with the help of a strict reminder system and internal credit limits. We counter political and protectionist risks by assessing the opportunities and risks associated with a given market and, where appropriate, involving distribution and/or production partners.

Exchange rate-related fluctuations in the prices of raw materials have a significant influence on the production costs of our products. Exchange rate fluctuations can therefore negatively impact the gross profit margin and the consolidated net income for the year. FRoSTA purchases many of its raw materials from international markets. Most of these goods are invoiced in US dollars. We make use of standard currency forwards

to hedge exchange rate fluctuations. The aim of currency hedging transactions is to hedge specific contracts or negotiated annual talks for the respective period. In addition, a blanket rolling hedge mechanism smooths out short-term fluctuations. As a basic principle, the hedging of exchange rate risks can only compensate to a limited extent for the risk of persistently rising US dollar exchange rates. Correspondingly, declining US dollar exchange rates may give rise to opportunities.

Regular calculation of product costs relating to materials, production and logistics, along with a contribution margin analysis of the respective net selling prices, enables us together with our retail partners to respond to cost developments promptly and in an informed manner, thereby taking account of any resulting risks and opportunities.

Our financing capability depends on our creditworthiness. By continuously improving our earnings and balance sheet strength, we want to focus on equity financing. In doing so, we are opening up additional borrowing potential on the market, which thanks to long-standing partnerships with banks is usually available to us at very short notice. The availability of credit lines enables us to create additional flexibility in short-term financing. Using long-term loans for long-term financing allows us to smooth out the interest rate risk. Overall, we are generally subject to the interest rate risk on the capital market, which has currently increased again, which is why we prefer to consider long-term financing in conjunction with investment grants and favour equity financing.

OPPORTUNITIES MANAGEMENT

At FRoSTA, risk management processes are also used to identify opportunities at an early stage.

We consider the development of our employees and of a proactive, open culture at FRoSTA as a great opportunity. We encourage support for good ideas at all levels. During the four Supervisory Board meetings held each

year, the Executive Board reports to the Supervisory Board on new concepts and lessons learned from their implementation. The same applies to the monthly coordination committee with the Executive Board and Directors, as well as to the respective division meetings. We are particularly proud that employees can take advantage of the shop floor meetings held on the production lines during the day to easily and digitally make and track suggestions for improvement. A corresponding ideas management system allows idea providers to participate in the success in a non-bureaucratic way.

We also embrace new ideas at all levels through regular personal contact with employees, business partners, consultants and other companies, as well as by attending trade fairs and other events.

At FRoSTA, we love the challenge and frequently derive new ideas and opportunities for improvement from emerging risks or problems.

We see the targeted use of artificial intelligence (AI) as another significant opportunity. AI-powered applications hold the potential for improving the quality of decision-making, process efficiency and transparency the entire length of the value chain – from demand and sales planning to production management and on to quality assurance, risk management and administrative processes. At the same time, the responsible use of AI supports employees with the analysis of complex problems, leaving them free for value-added activities.

In order for FRoSTA to systematically tap into this potential, in 2025, a dedicated function was set up to deal specifically with the identification, evaluation and implementation of suitable AI use cases. FRoSTA takes a pragmatic and step-by-step approach, which centres on technological innovation, data security and humans.

We see another great opportunity in the qualitative, innovative and regional development of our FRoSTA brand with the Purity Promise, with the aim to attract even more consumers.

CRITICAL APPRAISAL OF RISKS & OPPORTUNITIES

As part of the risk management process, the opportunities and risks for FRoSTA are also monitored regularly during the year, as above all the risk of changing costs could significantly impact the consolidated year-end results and, in the event of a negative development, only be passed on to the retail sector over time via higher selling prices.

In assessing the overall risk situation of the FRoSTA Group, we can state that, based on the information known today, there are no risks identifiable at present or in the foreseeable future that could jeopardise the continued existence of the Group as a going concern.

REPORT ON EXPECTED DEVELOPMENTS

For 2026, sluggish but stable development overall is expected for European food retail. Market growth is likely to remain moderate and be more value-driven than volume-driven. Consumers remain price-sensitive, which increases the importance of promotions, private labels and clear value propositions. At the same time, differentiating factors such as quality, sustainability, convenience as well as digital and modern distribution concepts are becoming more and more important. Overall, the market environment remains highly

competitive, but there are opportunities for clearly positioned brands and strong business models.

Given the profound structural change in the production industry, political uncertainty and the trend towards increasing protectionism, there is a great deal of uncertainty concerning the outlook for the European economy as a whole and for private consumption.

FRoSTA will continue to pursue its strategy with a clear focus on the brand and the Purity Promise. Its consistent focus on consumers, high product quality as well as a reliable and high level of service for our cus-

tomers will remain key success factors in the coming year as well. Moreover, we will press ahead with enhancing the visibility of our products and the FRoSTA brand in 2026.

For the Group, we are expecting to achieve sales growth of 4% to 9% and consolidated net income of 4% to 8% of sales for 2026.

Bremerhaven, 9 February 2026

The Executive Board

OVERVIEW OF FINANCIAL PERFORMANCE, FINANCIAL POSITION AND CASH FLOWS

in kEUR

	31/12/2024	31/12/2025	Change
Sales	638,052	681,543	3.8 %
Consolidated net profit in % of sales	41,974 6.6%	37,023 5.4%	-11.8%
Balance sheet total	460,599	498,186	8.2 %
Current Ratio / Liquidity III (inventories + trade receivables + cash-in-hand) / (provisions + trade payables)	196.7 %	194.9%	-1.8%
Equity ratio	56.7 %	56.7 %	0.0%
Return on Investment (ROI)	22.9%	19.5%	-3.4%

ANNUAL FINANCIAL STATEMENTS OF THE FRoSTA GROUP

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CONSOLIDATED INCOME STATEMENT OF FRoSTA AG

FOR THE FINANCIAL YEAR FROM 1 JANUARY 2025 TO 31 DECEMBER 2025

Consolidated Income Statement of FRoSTA AG (in kEUR)

	2024	2025	Change
1. Sales	638,052	681,543	6.8%
2. Reduction/increase in stock of finished goods and work in progress	-159	15,882	< -100.0%
3. Other operating income – of which from currency translation: kEUR 5,547 (2024: kEUR 4,378)	7,897	9,327	18.1%
Gross operating revenue	645,790	706,752	9.4%
4. Cost of materials			
a) Cost of raw materials, consumables and supplies and of purchased merchandise	-314,555	-344,133	9.4%
b) Cost of purchased services	-15,649	-16,532	5.6%
	-330,204	-360,665	9.2%
Gross profit	315,586	346,087	9.7%
5. Personnel expenses			
a) Wages and salaries	-80,224	-88,162	9.9%
b) Social security, post-employment and other employee benefit costs – of which post-employment: kEUR 97 (2024: kEUR 98)	-14,986	-17,695	18.1%
	-95,210	-105,857	11.2%
6. Amortisation and write-downs of intangible fixed assets, depreciation and write-downs of tangible fixed assets	-20,407	-20,418	0.1%
7. Other operating expenses – of which from currency translation: kEUR 9,253 (2024: kEUR 4,568)	-141,056	-169,557	20.2%
8. Operating profit/loss	58,913	50,255	-14.7%
9. Other interest and similar income	2,736	2,467	-9.8%
10. Interest and similar expenses – of which from unwinding the discount: kEUR 70 (2024: kEUR 62)	-1,005	-880	-12.4%
11. Financial result	1,731	1,587	-8.3%
12. Result from ordinary activities	60,644	51,843	-14.5%
13. Taxes on income – of which deferred taxes: kEUR 24 (2024: kEUR -766)	-18,149	-14,268	-21.4%
14. Earnings after taxes	42,495	37,575	-11.6%
15. Other taxes	-521	-551	5.8%
16. Consolidated profit for the year / consolidated net retained profits	41,974	37,023	-11.8%

CONSOLIDATED BALANCE SHEET OF FRoSTA AG – ASSETS

AS AT 31 DECEMBER 2025

Consolidated Balance sheet of FRoSTA AG — Assets (in kEUR)

	2024	2025	Change
A. FIXED ASSETS			
I. Intangible fixed assets			
Purchased concessions, industrial and similar rights and assets, and licenses in such rights and assets	8,372	7,430	-11.3%
II. Tangible fixed assets			
1. Land, land rights and buildings	32,633	32,322	-1.0%
2. Technical equipment and machinery	57,904	58,989	1.9%
3. Other equipment, operating and office equipment	13,647	12,943	-5.2%
4. Prepayments and assets under construction	3,014	5,887	95.3%
	107,198	110,141	2.7%
III. Long-term financial assets			
1. Shares in affiliated companies	30	30	0.0%
2. Long-term securities and shares in cooperatives	6	6	0.0%
	36	36	0.0%
	115,606	117,607	1.7%
B. CURRENT ASSETS			
I. Inventories			
1. Raw materials, consumables and supplies	78,507	82,235	4.7%
2. Work in progress	19,866	24,791	24.8%
3. Finished goods and merchandise	43,895	58,851	34.1%
	142,268	165,877	16.6%
II. Receivables and other assets			
1. Trade receivables	84,719	91,636	8.2%
2. Other assets	6,752	7,471	10.6%
	91,471	99,107	8.3%
III. Cash-in-hand, bank balances and cheques	110,736	116,907	5.6%
	344,474	381,891	10.3%
C. PREPAID EXPENSES	519	603	16.2%
TOTAL ASSETS	460,599	500,101	8.2%

CONSOLIDATED BALANCE SHEET OF FRoSTA AG – – EQUITY AND LIABILITIES

AS AT 31 DECEMBER 2025

Balance sheet of FRoSTA AG – Equity and Liabilities (in kEUR)

	2024	2025	Change
A. EQUITY			
I. Issued capital			
1. Subscribed capital	17,440	17,440	0.0%
2. Treasury shares	-5	-13	160.0%
	17,435	17,428	0.0%
II. Capital reserves	11,447	11,447	0.0%
III. Revenue reserves			
1. Legal reserve	220	220	0.0%
2. Other revenue reserves	191,707	216,989	13.2%
3. Foreign currency translation reserve	-1,735	-827	-52.3%
	190,192	216,381	13.8%
IV. Consolidated net retained profits	41,974	37,023	-11.8%
	261,048	282,279	8.1%
B. PROVISIONS			
1. Provisions for pensions and similar obligations	1,496	1,723	15.2%
2. Provisions for taxes	15,007	12,847	-14.4%
3. Other provisions	53,599	55,892	4.3%
	70,102	70,461	0.5%
C. LIABILITIES			
1. Liabilities to banks	16,056	12,127	-24.5%
2. Trade payables	103,119	124,330	20.6%
3. Other liabilities – of which taxes: kEUR 1,023 (2024: kEUR 1,179)	10,274	10,903	6.1%
	129,449	147,360	13.8%
TOTAL EQUITY AND LIABILITIES	460,599	500,101	8.2%

CONSOLIDATED STATEMENT OF CASH FLOWS OF FRoSTA AG

FOR THE PERIOD FROM 1 JANUARY 2025 TO 31 DECEMBER 2025

Consolidated statement of cash flows FRoSTA AG (in kEUR)

	2024	2025	Change
Consolidated net income for the financial year	41,974	37,023	-4,951
Depreciation, amortisation and write-downs of fixed assets	20,407	20,418	+11
Increase in provisions	1,156	4,456	+3,300
Other non-cash income	0	-1,708	-1,708
Gains/losses on disposal of fixed assets	-13	39	+52
Result from non-cash interest income	-1,731	-1,588	+144
Income tax expense	18,915	14,268	-4,647
Income tax payments	-9,260	-16,462	-7,202
Cash flow before change in working capital	71,448	56,446	-15,002
Decrease/increase in inventories and trade receivables	2,485	-28,611	-31,096
Decrease/increase in trade payables	-3,064	19,296	+22,360
Change in working capital	-579	-9,316	-8,737
Decrease/increase in other assets not attributable to investing or financing activities	2,877	-1,243	-4,120
Decrease/increase in other liabilities not attributable to investing or financing activities	-670	1,537	+2,207
Change in other items from operating activities	2,206	294	-1,912
Cash flow from operating activities	73,075	47,424	-25,651
Payments to acquire intangible fixed assets	-1,879	-2,614	-734
Proceeds from disposal of fixed assets	7	413	+406
Payments to acquire tangible fixed assets	-11,353	-20,039	-8,685
Proceeds from grants/subsidies received	158	71	-88
Interest received	2,670	2,872	+202
Cash flow from investing activities	-10,397	-19,296	-8,899
Payments to acquire treasury shares	-1,981	-6,511	-4,530
Proceeds from disposal of treasury shares	2,236	6,139	+3,903
Dividends to shareholders	-13,600	-16,328	-2,728
Payments for redemption of borrowings	-4,787	-3,928	+858
Interest paid	-943	-1,437	-494
Cash flow from financing activities	-19,075	-22,065	-2,990
Net change in cash funds	43,603	6,062	-37,541
Effect on cash funds of exchange rate movements	50	109	+60
Cash funds at the beginning of period	67,083	110,736	+43,652
Cash funds at the end of period	110,736	116,907	+6,172

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY OF FRoSTA AG

Consolidated statement of changes in equity FRoSTA AG (in kEUR)

	Sub- scribed capital	Treasury shares	Capital reserves	Currency translation differences	Legal reserve	Other revenue reserves	Consoli- dated net retained profits	Equity
As at 1 January 2024	17,440	-15	11,447	-1,976	220	171,012	34,050	232,178
Dividends paid							-13,600	-13,600
Acquisition of treasury shares		-77				-1,904		-1,981
Employee share programme		87				2,149		2,236
Appropriation to / withdrawal from revenue reserves						20,450	-20,450	0
Currency translation				241				241
Consolidated net income for the financial year							41,974	41,974
As at 31 December 2024	17,440	-5	11,447	-1,735	220	191,707	41,974	261,048
As at 1 January 2025	17,440	5	11,447	-1,735	220	191,707	41,974	261,048
Dividends paid							-16,328	-16,328
Acquisition of treasury shares		-100				-6,411		-6,511
Employee share programme		92				6,047		6,139
Appropriation to / withdrawal from revenue reserves						25,650	-25,650	0
Currency translation				908		-4	4	908
Consolidated net income for the financial year							37,023	37,023
As at 31 December 2025	17,440	-13	11,447	-827	220	216,989	37,023	282,279

CONSOLIDATED STATEMENT OF CHANGES IN NON-CURRENT ASSETS 2024/2025

Consolidated statement of changes in non-current assets 2024 (in kEUR)

	Purchase and production costs					as at 31/12/2024
	as at 01/01/2024	Currency translation differences	Addi- tions	Disposals	Reclassi- fications	
I. Intangible fixed assets						
Purchased concessions, industrial and similar rights and assets, and licences in such rights and assets	36,810	7	1,842	8	46	38,697
	36,810	7	1,842	8	46	38,697
II. Tangible fixed assets						
1. Land, land rights and buildings	109,094	308	660	16	42	110,088
2. Technical equipment and machinery	240,937	672	5,485	247	1,220	248,067
3. Other equipment, operating and office equipment	69,380	85	2,777	353	94	71,983
4. Prepayments and assets under construction	2,137	12	2,267	0	-1,402	3,014
	421,548	1,077	11,189	616	-46	433,152
III. Long-term financial assets						
1. Shares in affiliated companies	375	0	0	132	0	243
2. Other long-term equity investments	176	0	0	0	0	176
3. Long-term securities and shares in cooperatives	6	0	0	0	0	6
	557	0	0	132	0	425
	458,915	1,084	13,031	756	0	472,274

Consolidated statement of changes in non-current assets 2025 (in kEUR)

	Purchase and production costs					as at 31/12/2025
	as at 01/01/2025	Currency translation differences	Addi- tions	Reclassi- fications	Reclassi- fications	
I. Intangible fixed assets						
Purchased concessions, industrial and similar rights and assets, and licences in such rights and assets	38,697	6	2,006	0	607	41,316
	38,697	6	2,006	0	607	41,316
II. Tangible fixed assets						
1. Land, land rights and buildings	110,088	232	1,907	-286	199	112,140
2. Technical equipment and machinery	248,067	507	10,548	-8,286	1,723	252,559
3. Other equipment, operating and office equipment	71,983	69	2,580	-1,602	114	73,144
4. Prepayments and assets under construction	3,014	13	5,503	0	-2,643	5,887
	433,152	821	20,538	-10,174	-607	443,730
III. Long-term financial assets						
1. Shares in affiliated companies	243	0	0	0	0	243
2. Other long-term equity investments	176	0	0	0	0	176
3. Long-term securities and shares in cooperatives	6	0	0	0	0	6
	425	0	0	132	0	425
	472,274	827	22,544	-10,174	0	485,471

Cumulative depreciation, amortisation and write-downs					Net carrying amount	
as at 01/01/2024	Currency translation differences	Additions	Disposals	as at 31/12/2024	as at 31/12/2024	as at 31/12/2023
26,949	6	3,374	4	30,325	8,372	9,861
26,949	6	3,374	4	30,325	8,372	9,861
74,961	145	2,360	11	77,455	32,633	34,133
178,468	512	11,426	243	190,163	57,904	62,469
55,381	55	3,247	347	58,336	13,647	13,999
0	0	0	0	0	3,014	2,137
308,810	712	17,033	601	325,954	107,198	112,738
345	0	0	132	213	30	30
176	0	0	0	176	0	0
0	0	0	0	0	6	6
521	0	0	132	389	36	36
336,280	718	20,407	737	356,668	115,606	122,635
Cumulative depreciation, amortisation and write-downs					Net carrying amount	
as at 01/01/2025	Currency translation differences	Additions	Disposals	as at 31/12/2025	as at 31/12/2025	as at 31/12/2024
30,325	5	3,556	0	33,886	7,430	8,372
30,325	5	3,556	0	33,886	7,430	8,372
77,455	120	2,328	-85	79,818	32,322	32,633
190,163	417	11,188	-8,198	193,570	58,989	57,904
58,336	38	3,346	-1,519	60,201	12,943	13,647
0	0	0	0	0	5,887	3,014
325,954	575	16,862	-9,802	333,589	110,141	107,198
213	0	0	0	213	30	30
176	0	0	0	176	0	0
0	0	0	0	0	6	6
389	0	0	0	389	36	36
356,668	580	20,418	-9,802	367,864	117,607	115,606

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2025 FINANCIAL YEAR

FRoSTA AKTIENGESELLSCHAFT, BREMERHAVEN

REGISTERED IN THE COMMERCIAL REGISTER OF THE DISTRICT COURT OF BREMEN

REGISTER NO.: HRB 1100 BHV

FRoSTA Aktiengesellschaft (in the following FRoSTA AG) is a public limited company under German law listed in the Open Market segment of the Frankfurt Stock Exchange. FRoSTA AG as parent company and its subsidiaries develop, produce and market frozen food products in Germany and Europe. The products are sold under their FRoSTA, Elbtal and TIKO own brand labels and as private labels. The Group's registered seat is in 27572 Bremerhaven, Germany, Am Lunedeich 116.

The consolidated financial statements were prepared in euros. Unless stated otherwise, all amounts are shown in thousands of euros (kEUR).

(1) ACCOUNTING POLICIES AND PRINCIPLES

The consolidated financial statements of FRoSTA Aktiengesellschaft (in the following FRoSTA AG) as at 31 December 2025 have been prepared in accordance with the regulations for corporations included in the German Commercial Code (HGB), taking into account the additional provisions of the German Stock Corporation Act (AktG).

The consolidated financial statements have been prepared on the basis of the going concern assumption. Comparative figures from 2024 are stated for all line items of the consolidated financial statements.

The single-entity financial statements of FRoSTA AG and its subsidiaries are included in the consolidated financial statements using uniform recognition and measurement principles applicable to the Group as a whole.

The consolidated income statement is presented using the total cost (nature of expense) format.

CONSOLIDATION

(2)

CONSOLIDATION DATE

The reporting date (31 December) for the consolidated financial statements corresponds to the balance sheet date of the annual financial statements of the parent company and all entities to be consolidated.

CONSOLIDATION PRINCIPLES

The financial statements of all entities included in the consolidated financial statements are drawn up according to uniform accounting principles. Insofar as the financial statements of entities included in the consolidation deviate from the uniform accounting policies and measurement methods, the adjustments are stated in single-entity financial statements adjusted to comply with uniform group accounting policies (Handelsbilanz II).

On first-time inclusion of subsidiaries in the consolidated financial statements, the acquisition cost of the investment is eliminated against the Group's share in the carrying amount of the equity of the respective entity.

The difference between the acquisition cost of the investment and the proportionate equity is initially allocated to the assets and liabilities of the subsidiary corresponding to the Group's share in the equity insofar as their fair values differ from the carrying amounts.

Any excess of costs over net assets acquired shall be recognised as goodwill on the assets side of the consolidated balance sheet.

The consolidation methods remained unchanged compared with the previous year.

Expenses and income as well as receivables and liabilities between consolidated entities are eliminated. Intercompany profits and losses from transactions between consolidated entities are eliminated through profit or loss.

GROUP REPORTING ENTITY

All subsidiaries under the legal and/or factual control of FRoSTA AG are included in the consolidated financial statements.

Fully consolidated subsidiaries

Name of entity	Registered seat of entity	Share of capital held in 2024 (%)	Share of capital held in 2025 (%)
Copack Tiefkühlkost-Produktions GmbH	Bremerhaven	100.00	100.00
FRoSTA Tiefkühlkost GmbH	Bremerhaven	100.00	100.00
FRoSTA Foodservice GmbH	Bremerhaven	100.00	100.00
FRoSTA CR s.r.o.	Prague/Czech Republic	100.00	100.00
FRoSTA Sp. z o.o.	Bydgoszcz/Poland	100.00	100.00
Tiko Vertriebsgesellschaft mbH	Bremerhaven	100.00	100.00
FRoSTA S.r.l.	Rome/Italy	100.00	100.00
Copack S.r.l.	Rome/Italy	100.00	100.00

The consolidated financial statements for the financial year do not include the following entities whose effect

on the Group's financial position, financial performance and cash flows is not material:

Companies not included in the consolidated financial statements

Name of entity	Registered seat of entity	Share of capital held in 2024 (%)	Share of capital held in 2025 (%)	Equity (in kEUR)	Net profit/loss for 2025 (in kEUR)
FRoSTA Romania S.R.L.	Bucharest/Romania	100.00	100.00	0	0
FRoSTA Hungary Kft.	Esztergom/Hungary	100.00	100.00	112	10

(3) NOTES TO THE ACCOUNTING POLICIES AND MEASUREMENT METHODS

INCOME STATEMENT

Only product sales resulting from ordinary Group operating activities are disclosed as sales revenue. FRoSTA recognises sales revenue for product sales when the goods are handed over to the freight forwarder or, alternatively, upon proof that the delivery has been carried out and the risk has been transferred to the customer.

FRoSTA exclusively recognises sales revenue from fixed-price contracts with customers at a point in time when control of the goods or services passes to the customer. Since they are deducted from the agreed service charge by the customer and there is no separate performance obligation, advertising cost allowances are recognised under sales allowances.

Operating expenses are recognised in profit or loss at the point in time when the service in question is rendered or the expenses are incurred. Expenses and income for the financial year are included in the consolidated financial statements regardless of the dates of the corresponding payments. All foreseeable risks and losses that have arisen up to the reporting date are taken into account. Gains are only taken into account to the extent that they have been realised at the reporting date.

Expense-related grants and subsidies are recognised as income in the financial year in which the related costs were incurred that they are intended to compensate.

BALANCE SHEET

INTANGIBLE FIXED ASSETS

Intangible fixed assets are recognised at cost at the time of transfer of economic or legal ownership, and amortised on a straight line basis over their expected useful life and, if necessary, written down.

From the 2021 financial year, the trademark rights for La Valle degli Orti have been amortised over their expected residual useful life of 10 years.

TANGIBLE FIXED ASSETS

Tangible fixed assets are recognised at cost at the time of transfer of economic or legal ownership, reduced, where finite-lived, by use-related straight-line depreciation and, if necessary, write-downs.

Purchase or production cost includes the purchase price plus any costs directly attributable to bringing the asset to the required location and working condition.

The production cost of self-generated tangible fixed assets includes all direct costs and an appropriate share of indirect materials costs, indirect labour costs and depreciation of the assets. The Group does not exercise the option pursuant to Section 255 (3) sentence 2 HGB to recognise interest on borrowings.

Depreciation is carried out uniformly throughout the Group over the following useful lives:

Depreciation period of property, plant and equipment

	Useful life in years
Buildings	25 – 40
Other constructions	10 – 19
Technical equipment and machinery	7 – 15
IT equipment	3 – 7
Other operating and office equipment	5 – 13

Write-downs are recognised where impairments are expected to be permanent. If the reasons for the write-down no longer apply, the write-down is reversed, whereby the maximum amount of any reversal may not exceed the amount that would have been recognised as amortised cost.

Low-value assets with a purchase or production cost of up to EUR 800 are written down in full in the year of acquisition and their disposal is assumed.

A fixed value is recognised for transport pallets.

Investment grants and investment subsidies are recognised if there is reasonable assurance that these grants will actually be received and the requirements attached to them will be fulfilled. They result in a reduction of the purchase or production cost of the subsidised assets.

Costs incurred for repairs of items of tangible fixed assets are always expensed. They are only capitalised if the costs result in an enhancement or significant improvement of the asset.

Gains or losses from the disposal of fixed assets are shown in other operating income or expenses.

LONG-TERM FINANCIAL ASSETS

Long-term financial assets are recognised at cost at the time of transfer of economic or legal ownership and, where the impairment is expected to be permanent, carried at cost less write-downs to fair value at the reporting date.

WRITE-DOWNS OF INTANGIBLE FIXED ASSETS, TANGIBLE FIXED ASSETS AND LONG-TERM FINANCIAL ASSETS

FRoSTA AG examines the carrying amounts of fixed assets to assess the need to recognise write-downs as soon as events occur or circumstances change implying that permanent impairment has occurred.

A write-down is recognised when the fair value is lower than the asset's respective carrying amount. The fair value is determined on the basis of the expected future cash flow from the use of the asset based on the discounted cash flow method. Write-downs are charged directly to profit or loss.

If the reasons for the write-down no longer apply, the write-down is reversed, whereby the maximum amount of any reversal may not exceed the amount that would have been recognised as amortised cost.

INVENTORIES

Inventories are measured at cost. Write-downs to fair value are charged if the market price is lower than the original purchase or production cost.

The purchase cost of raw materials, supplies and goods is based on the purchase prices plus transaction costs less purchase price reductions.

The production cost of finished goods and work in progress includes direct production costs as well as an appropriate share of indirect labour and materials costs.

Furthermore, depreciation and amortisation of fixed assets may be included in production costs to the extent that they are attributable to the production process.

General and administrative costs, expenses for social amenities of the Company, the costs of voluntary social benefits and of occupational pensions are not included in production cost.

Write-downs are recognised to anticipate identifiable expected losses and for inventory risks arising from excessive storage times or reduced usability. Allowances for finished goods as at the end of the reporting period amounted to kEUR 1,285 (2024: kEUR 1,539) as well as kEUR 1,194 (2024: kEUR 1,228) for raw materials, consumables and supplies, and for unfinished goods.

RECEIVABLES AND OTHER ASSETS

Receivables and other assets are carried at nominal value. Identifiable individual risks relating to doubtful debts are taken into account through corresponding specific valuation allowances.

CASH AND CASH EQUIVALENTS

The cash holdings and credit balances at banks are recognised at their nominal value.

PREPAID EXPENSES

Prepaid expenses relate to expenses incurred prior to the reporting date of the financial statements which represent an expenditure allocable to future periods.

DEFERRED TAXES

The calculation of deferred taxes is based on the temporary differences between the carrying amounts of balance sheet items from an accounting and a tax perspective in accordance with Section 274 HGB. The option to recognise only the surplus of deferred tax liabilities is generally exercised. The calculation is made on the basis of the future tax rates applicable at the balance sheet date, including changes in the rate of corporation tax, which have already been enacted and are scheduled to start in 2028.

EXCESS OF PLAN ASSETS OVER POST-EMPLOYMENT BENEFIT LIABILITY

Partial retirement benefit obligations are hedged by pension liability claims from life insurance policies. These assets are exempt from attachment by all other creditors and serve exclusively to settle liabilities from partial retirement benefit obligations. Accordingly, they are offset against the settlement amount of the hedged obligation. If the fair value of the assets (plan assets) is higher than the amount of the obligations from partial retirement, the assets are recognised with the carrying amount of the corresponding pension liability claims from life insurance policies so that there is no excess of plan assets over post-employment benefit liability as at the reporting date.

PENSION OBLIGATIONS

Pension obligations are measured in accordance with the principles of the projected unit credit method. The amount of the provision is defined as the actuarial present value of the pension obligation earned by employees up to that date in accordance with the pension formula and vesting rules based on their length of past service. The biometric actuarial assumptions are based on the "Richttafeln 2018 G" mortality tables issued by Klaus Heubeck in the version of October 2018 (Heubeck Richttafeln 2018 G). The discount rate used is the average market interest rate of the past 10 years of 2.06% p.a. calculated by the

Deutsche Bundesbank as at the balance sheet date, which results from a basic assumption of a residual term of 15 years. A salary trend of 2.0% and a pension trend of 2.3% p.a. were assumed. Fluctuation is taken into account by applying age- and gender-dependent sector-specific probabilities of fluctuation.

The carrying amount pursuant to Section 253 (2) HGB applying the ten-year average interest rate of 2.06% (2024: 1.90%) was kEUR 1,723 in the financial year (2024: kEUR 1,496).

Applying the 7-year average interest rate pursuant to Section 253 (6) HGB of 2.22% (2024: 1.97%) would similarly have produced a carrying amount of kEUR 1,723 (2024: kEUR 1,496).

OTHER PROVISIONS

Other provisions take into account all identifiable legal and de facto obligations a corporation has towards third parties, where settlement is likely and the level of settlement can be reliably estimated. Provisions are recognised as a liability in the amount deemed necessary by applying prudent business judgement to meet the future obligations. For provisions with a residual term of more than one year, future price and cost increases are taken into account in the amount of the general inflation rate and discounted to the balance sheet date. The average market interest rates of the past 7 financial years corresponding to the residual terms of the provisions are used as the discount rate, as determined and announced monthly by the Deutsche Bundesbank in accordance with the Regulation on the Discounting of Provisions.

Long-term employee benefits include jubilee benefits and partial retirement benefit obligations. Jubilee benefits are measured in accordance with the principles of the projected unit credit method (PUC method). The amount of the provision in accordance with the PUC method is defined as the actuarial present value of the jubilee benefits earned pro rata temporis up to the reporting date. The amount of the provision shall be determined taking into account trend assumptions regarding the future development of entitlements as well as any probabilities of fluctuation. The biometric actuarial assumptions are based on the "Richttafeln 2018 G" mortality tables issued by Klaus Heubeck.

The settlement amount of the jubilee provisions as at 31 December 2025, taking into account an interest rate of 2.22% p.a. and a salary trend of 2.00% p.a., was kEUR 4,595 (2024: kEUR 4,255).

Provisions for partial retirement benefits include expenses for wage and salary payments to employees in the release phase as well as top-up payments. Potential beneficiaries are included in the provisions in the current financial year. The measurement is carried out in accordance with statement IDW-RS HFA 3 of 19 June 2013 issued by the Institute of Public Auditors in Germany (IDW).

Insofar as biometric influencing factors are to be taken into account, the "Richttafeln 2018 G" mortality tables issued by Klaus Heubeck are used. The following additional assumptions were used:

Assumed interest rate p.a.: 2.22%
Salary trend p.a.: 2.00%

Partial retirement benefit obligations are hedged by pension liability claims from life insurance policies. These assets are exempt from attachment by all other creditors and serve exclusively to settle liabilities from partial retirement benefit obligations. Accordingly, they are offset against the settlement amount of the hedged obligation.

The provisions for partial retirement were recognised with a settlement amount of kEUR 325. This was determined based on an interest rate of 2.22% (Section 253 (2) sentence 1 HGB). The fair value of invested assets amounts to kEUR 443. The partial retirement benefit obligations were therefore measured at the carrying amount of the corresponding pension liability claim.

In the previous year, the settlement amount of partial retirement benefit provisions was kEUR 274. The fair value of assets invested amounted to kEUR 320. The partial retirement benefit obligations were therefore measured at the carrying amount of the corresponding pension liability claim.

In 2025, income from plan assets amounting to kEUR 7 was offset against expense for the unwinding

of the discount on the provision for partial retirement benefit obligations amounting to kEUR 6.

Provisions for restructuring are only taken into account if at the end of the reporting period the intended measures have become sufficiently concrete and have been communicated.

LIABILITIES

Liabilities are recognised with their respective settlement amounts at the balance sheet date.

CURRENCY TRANSLATION

Trade receivables and payables as well as receivables and liabilities from/to affiliated companies in foreign currencies with a residual term of up to one year are generally measured at the middle spot rate at the balance sheet date. Long-term foreign currency receivables are recognised at the foreign exchange sell rate at the time the receivable arose or the fair value, whichever is lower, based on the middle spot rate at the reporting date. Long-term foreign currency payables are measured at the foreign exchange buy rate at the time the payable arose or the closing rate, whichever is higher, based on the middle spot rate at the reporting date. Unrealised gains as well as losses are recognised.

COMBINED ITEMS FOR VALUATION PURPOSES (VALUATION UNITS)

One exception to this is foreign currency payables for which valuation units are created for the hedging of currency risks in accordance with Section 254 HGB. Currency forwards are used to hedge these currency risks.

The consolidated financial statements are prepared in euros, the reporting currency of the Group. Each entity within the Group determines its own functional currency. Items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions are initially translated to the functional currency at the applicable spot rate on the date the transaction occurred.

The assets and liabilities of foreign subsidiaries are subsequently translated to euros at the applicable exchange rate at the balance sheet date. Income and expenses are translated at average monthly exchange rates, because due to minor exchange rate fluctuations in the given period, this is an accurate reflection of the exchange rates on the day the transactions occurred. The exchange rate differences that occur from translation are presented as currency translation difference recognised in equity.

Currency translation differences from consolidation of intercompany balances and consolidation of intercompany profits (losses) are presented directly in Group equity under "Foreign currency translation reserve" without affecting profit or loss.

The following exchange rates were taken into account when preparing the consolidated financial statements and the consolidated income statement (equivalent value for EUR 1):

Development of the exchange rates of the most important currencies

	Average rate		Closing rate on 31/12	
	2024	2025	2024	2025
Polish zloty	4,30574	4,23919	4,27100	4,22000
Czech koruna	25,11892	24,79617	25,18500	24,237

(4) NOTES TO THE CONSOLIDATED BALANCE SHEET

FIXED ASSETS

The development of the individual items of fixed assets as well as the development of depreciation, amortisation and write-downs in the financial year is presented in the consolidated statement of changes in fixed assets attached as an appendix to these Notes.

The share of foreign subsidiaries in the net carrying amount of intangible fixed assets as at 31 December 2025 amounted to kEUR 714 (2024: kEUR 693).

The share of tangible fixed assets located abroad, primarily in Poland, in the net carrying amount as at 31 December 2025 amounted to kEUR 22,513 (2024: kEUR 22,604).

Investment grants and subsidies received in the financial year reduced the net carrying amounts by kEUR 1,474 (2024: kEUR 1,538).

The reversal of investment grants and subsidies of kEUR 107 (2024: kEUR 117) directly reduced gross depreciation/amortisation.

Transport pallets were recognised at a fixed rate of kEUR 871 (2024: kEUR 871).

In the reporting year no borrowing costs were capitalised.

INVENTORIES

Inventories shown in the consolidated balance sheet can be broken down as follows:

Inventories (in kEUR)

	31/12/2024	31/12/2025
Raw materials, consumables and supplies	78,507	82,235
Unfinished goods	19,866	24,791
Finished goods and merchandise	43,895	58,851
Inventories	142,268	165,877

RECEIVABLES AND OTHER ASSETS

Receivables and other assets (in kEUR)

	31/12/2025	residual term more than 1 year
Trade receivables (previous year)	91,636 (84,719)	0 (0)
Miscellaneous receivables and other assets (previous year)	7,471 (6,752)	0 (0)
Receivables and other assets (previous year)	99,107 (91,471)	0 (0)

DEFERRED TAX ASSETS / DEFERRED TAX LIABILITIES

Pursuant to Section 274 (1) HGB, deferred taxes shall be recognised on temporary differences between the accounting and tax carrying amounts of assets, liabilities, prepaid expenses and deferred income. Deferred taxes were calculated using a combined tax rate consisting of corporation tax plus solidarity surcharge and trade tax. Rather than being applied as a single rate of

tax, the combined tax rate for the portion attributable to Germany is based on the tax rates expected when the respective differences reverse in coming years. Here, the enacted changes in the rate of corporation tax starting in 2028 has been taken into account.

The items under Section 306 HGB were combined with the items under Section 274 HGB.

Deferred tax assets and liabilities (in kEUR)

	31/12/2024		31/12/2025	
	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
Intangible fixed assets	4	4	6	504
Tangible fixed assets	514	514	294	954
Inventories	41	41	67	0
Trade receivables	36	36	22	0
Provisions for pensions	5	5	101	4
Other provisions	1,840	1,840	2,050	0
Trade payables	485	485	195	0
Miscellaneous liabilities	0	0	0	0
Total	2,925	2,925	2,735	1,462
Netting	-2,925	-2,925	-2,735	-1,462
Balance	0	0	0	0

A resulting theoretical tax benefit was not recognised in accordance with the option as set forth in Section 274 HGB.

EQUITY

Changes in Group equity are shown in the statement of changes in equity.

An equity ratio is aimed at that safeguards the Group's economic independence. This should be achieved through self-financing.

At 31 December 2025, the subscribed capital of the parent entity amounted to EUR 17,440,250.88 and was divided into 6,812,598 no-par value bearer shares with an accounting par value each of EUR 2.56.

In accordance with a resolution passed at the Annual General Meeting on 24 April 2025, an amount of EUR 11,052,396.25 was appropriated to other revenue reserves from the recognised net retained profits of EUR 27,380,241.85. Revenue reserves include profits generated in prior periods to the extent that they were not distributed.

A total of 4,979 FRoSTA AG no-par value bearer shares held as treasury shares with a nominal value of EUR 12,746.24, or 0.07% of the share capital, were offset against equity. The purchase cost amount of EUR 481,715.76 exceeding the nominal value was recognised as a reduction in the revenue reserves.

These 4,979 no-par value bearer treasury shares resulted from the following purchase and sales transactions:

In the context of a share buyback in the period between 17 February 2025 and 17 October 2025, FRoSTA AG reacquired 38,949 treasury shares, corresponding to a nominal amount of EUR 99,709.44, or 0.57% of the share capital. This cost EUR 3,619,827.90, which equates to a weighted average price of EUR 92.94 per share.

FRoSTA AG subsequently sold 32,176 no-par value bearer treasury shares under an employee share programme. This corresponds to a nominal amount of EUR 82,370.56, or 0.47% of the share capital as at 31 December 2025. For these shares, FRoSTA AG received a total of EUR 1,250,062.40 to be used as it deems fit. As part of a bonus scheme, the parent entity issued 3,720 shares to employees at first-tier management level below the Executive Board.

The share buybacks were determined on the basis of the shares sold in the previous year within the scope of the share-based remuneration scheme and employee share programme. Under Section 71b of the German Stock Corporation Act (AktG), the no-par value bearer shares held as treasury shares are not entitled to any rights. Apart from this, there is authorised capital, as yet unused, for a fixed period until 26 April 2028, amounting to EUR 1,000,000.00 for the issuing of shares to employees of the parent entity and its affiliated companies.

OTHER PROVISIONS

Other provisions (in kEUR)	31/12/2025
Provision for jubilee benefits	4,595
Provision for partial retirement benefit obligations	0
Provision for restructuring	395
Provision for bonuses	4,223
Provision for unused vacation time	2,873
Provision for flexitime, annual working hours and shift leave	3,078
Provision for profit-sharing	636
Provision for outstanding invoices	10,853
Provision for payment differences	480
Provision for obligations from sales-related agreements on terms and conditions	26,850
Provision for debt collection commissions	614
Provision for tax consultancy	230
Provision for period-end closing costs	164
Provision for remuneration of the Supervisory Board	183
Provision for expected losses from purchase and sale contracts	108
Miscellaneous provisions	611
Total	55,892

LIABILITIES

Liabilities (in kEUR)

	Total amount	of which due within		
		up to 1 year	more than 1 year	of which more than 5 years
Liabilities to banks	12,127	3,160	8,967	1,053
(previous year)	(16,056)	(3,928)	(12,127)	(2,105)
Trade payables	124,330	124,330	0	0
(previous year)	(103,119)	(103,119)	(0)	(0)
Other liabilities	10,903	10,903	0	0
(previous year)	(10,274)	(10,274)	(0)	(0)

The liabilities to banks were guaranteed by mortgages amounting to kEUR 417 (2024: kEUR 972).

Customary retentions of title apply to trade payables.

(5) NOTES TO THE CONSOLIDATED INCOME STATEMENT

SALES

Sales concerns the sale of goods and can be broken down as follows:

Sales by region (in kEUR)

	2024	2025	Change %
Germany	395,550	430,575	8.9
Outside Germany	242,502	250,969	3.5
Sales	638,052	681,543	6.8

Sales by product groups (in kEUR)

	2024	2025	Change %
Fish	288,367	296,511	2.8
Fruit and vegetables	132,306	128,251	-3.1
Ready meals and other products	217,379	256,782	18.1
Sales	638,052	681,543	6.8

INCOME AND EXPENSES OF EXCEPTIONAL SCALE OR SIGNIFICANCE

In the financial year, no income of exceptional scale or exceptional significance was recognised (2024: kEUR 0).

OTHER OPERATING INCOME

Other operating income included prior-period income amounting to kEUR 1,802 (2024: kEUR 1,622) as well as income from currency translation amounting to kEUR 5,547 (2024: kEUR 4,378). Prior-period

income mainly related to the reversal of personnel provisions and other provisions.

Personnel expenses (in kEUR)

	2024	2025
Wages and salaries	78,934	86,447
Social security contributions	14,888	17,598
Post-employment benefit costs	98	97
Costs of share-based payments	1,290	1,715
Personnel expenses	95,210	105,857

The interest component included in the pension expenses is shown in the financial result.

OTHER OPERATING EXPENSES

Other operating expenses included prior-period expenses amounting to kEUR 553 (2024: kEUR 630) as well as expenses from currency translation amounting to kEUR 9,253 (2024: kEUR 4,568). Prior-period expenses mainly related to subsequently calculated bonuses and retrospective invoicing.

INTEREST AND SIMILAR EXPENSES

The interest cost of provisions for pensions and jubilee benefits amounted to kEUR 71 in the financial year (2024: kEUR 50). Income from plan assets amounting to kEUR 7 was offset against interest expense from the partial retirement benefit obligation amounting to kEUR 6.

TAXES ON INCOME AND DEFERRED TAXES

Taxes on income are made up of trade tax, corporation tax, solidarity surcharge and the applicable foreign taxes.

Tax expense by origin (in kEUR)

	2024	2025
Current taxes Germany	13,990	10,780
Current foreign taxes	4,247	4,311
Current taxes for the financial year	18,237	15,091
Taxes for prior periods	679	-847
Taxes on income	18,916	14,244
Deferred taxes Germany	-1,257	16
Deferred foreign taxes	491	8
Deferred taxes	-766	24
Tax expense	18,150	14,268

CASH FUNDS

Cash funds is made up of cash and cash equivalents of the Group.

(6) OTHER DISCLOSURES**DISCLOSURES ON THE GOVERNING BODIES**

During the financial year, the parent entity's business was conducted by the following persons:

- Felix Ahlers, businessman, Hamburg, Chairman
- Hinnerk Ehlers, businessman, Hamburg, Executive Board Member Marketing & Sales
- Maik Busse, businessman, Bremerhaven, Executive Board Member Finance, Controlling & IT (until 31 July 2025), Executive Board Member Operations and People & Culture (until 31 December 2025)
- Martin Bülow, businessman, Bremen, Executive Board Member Finance, Controlling & IT (from 1 August 2025)

During the financial year, the following persons were members of the Supervisory Board:

- Volker Kuhn, businessman, Geneva, Chairman of the Supervisory Board, Executive Vice President Europe, Mondelez
- Dirk Ahlers, businessman, Hamburg, Vice Chairman
- Frank Brede, Bremerhaven, employee of FRoSTA AG, Bremerhaven

TOTAL REMUNERATION FOR MEMBERS OF THE GOVERNING BODIES (SECTION 314 (1) NO. 6 HGB)

The members of the Executive Board receive remuneration made up of the following components:

- a fixed basic annual salary
- a variable remuneration component for the purchase of FRoSTA shares
- a variable remuneration component dependent on consolidated pre-tax profit
- a long-term bonus component oriented towards the 3-year average return on investment (ROI) of FRoSTA AG.

The total remuneration of the Executive Board of FRoSTA AG in the financial year amounted to kEUR 3,121 (2024: kEUR 4,362). Of this, the fixed remuneration came to kEUR 1,137 (2024: kEUR 987) and variable remuneration to kEUR 1,984 (2024: kEUR 3,375).

The members of the Supervisory Board receive remuneration made up of the following components:

- a fixed basic annual salary paid once a year
- a performance bonus related to earnings per share, which is also paid once a year

The remuneration of the Supervisory Board amounted to kEUR 183 (2024: kEUR 204), of which kEUR 81 (2024: kEUR 102) was variable remuneration and kEUR 102 (2024: kEUR 102) was fixed remuneration.

NUMBER OF EMPLOYEES

Number of employees (Annual average)	2024	2025
Wage earners	1,146	1,221
Salaried staff of whom trainees	589 4	600 4
Number of employees pursuant to Section 314 (1) no. 4 HGB	1,735	1,821
Apprentices	25	28
Number of employees	1,760	1,849

OTHER FINANCIAL OBLIGATIONS

Other financial obligations not recognised in the balance sheet exist as follows:

Other financial obligations (in kEUR)	31/12/2024	31/12/2025
Obligations arising from current lease agreements	2,988	3,301
Obligations under current rental and maintenance contracts	6,127	6,859
Purchase commitments from expansion investments	6,596	9,811
Consignment agreements	1,654	1,960
Other financial obligations	17,365	21,931

Obligations arising from current lease agreements resulted mostly from the leasing of cars and industrial trucks and exclusively take the form of operating lease agreements. Obligations under current rental contracts concerned rent for office space, software and communications systems.

On the balance sheet date, other financial obligations had the following residual terms:

Due dates for other financial obligations (in kEUR)

	< 1 year	1 – 5 year	> 5 year
Future payments from current lease agreements	1,456	1,841	4
Future payments from current rental and maintenance contracts	5,187	1,595	77
Total	6,643	3,436	81

Total expenditure from rental and lease agreements amounted to kEUR 6,838 (2024: kEUR 6,047).

DERIVATIVE FINANCIAL INSTRUMENTS AND COMBINED ITEMS FOR VALUATION PURPOSES (VALUATION UNITS)

In the course of its operating activities, the Group is exposed to risks associated with changes in exchange rates in particular, which are mitigated by entering into derivative financial instruments.

FRoSTA has a risk management system in place to manage these financial market risks. The design of the risk management system is the responsibility of FRoSTA AG and is set down in writing. Currency forwards are used to hedge foreign currency risks arising from foreign currency debt, pending transactions and transactions expected to materialise. Transactions expected to materialise mainly consist of purchases in foreign currencies. The volume of purchases in foreign currencies expected to materialise was determined on the basis of the purchasing plan. There are many purchases of a similar nature in the plan, which are almost certain to materialise.

As at the balance sheet date of 31 December 2025, the Group combined the following balance sheet items, pending transactions and transactions expected to materialise with a high degree of likelihood with derivative financial instruments to create valuation units:

Valuation units

Underlying transaction	Amount kEUR	Type of valuation unit	Hedged risk	Scope %	Effectiveness	
					Period retrospective	Period prospective
Assets	0	-	-	-	-	-
Liabilities	26,399	anticipatory	26,399	100	x	x
Pending transactions and expected transactions	32,208	anticipatory	32,208	100	x	x
Total	58,607		58,607			

Hedged risk amounts to kEUR 58,607 in total as at the reporting date.

Note the following in relation to the expected valuation units created:

All expected valuation units were created exclusively for currency forwards, the purpose of which is to hedge expected foreign currency payments. They were created in accordance with Section 254 HGB, in order to reduce the risk associated with changes in exchange rates for future transactions.

The hedging period for the currency hedges is up to 12 months. In the case of hedged expected transactions, these essentially comprise planned purchases in foreign currency, which are expected to materialise with a high degree of likelihood.

The hedging instruments in valuation units are matched to the risk to be hedged, ensuring the highly effective offsetting of the contrary payment flows from hedging instrument and hedged risk. The hedged risk covered by the valuation units amounts to kEUR 58,607 (2024: kEUR 0) in total as at the reporting date. Hedge effectiveness within the valuation units is assessed prospectively and retrospectively based on whether the key terms of the hedging instrument perfectly match those of the hedged item ("critical terms match" method).

With the currency forwards used for hedging purposes, according to the locked-in method, there is no separate accounting for the positive and negative market values. Valuation units for currency forwards are created in the context of micro-hedges.

The following table shows the derivative financial instruments held as at the balance sheet date:

Derivative financial instruments

Type of transaction	Nominal kEUR	Market values	
		positive	negative
Currency forwards	58,607	100	100
(of which as valuation unit)	(58,607)	100	100

CONTINGENT LIABILITIES

The FRoSTA Group believes there are no contingent liabilities.

TRANSACTIONS WITH RELATED PARTIES

There were no transactions with related parties on a non-arm's length basis in the financial year.

AUDITORS' FEES

Auditors' fees (in kEUR)

Auditing services	138
Other assurance services	65
Total	203

REPORT ON POST-BALANCE SHEET DATE EVENTS

No significant events having a material impact on the financial position, financial performance and cash flows as at 31 December 2025 occurred after the balance sheet date.

APPROPRIATION OF NET PROFIT OF THE PARENT ENTITY

Based on 6,812,598 no-par value bearer shares, less 4,979 no-par value bearer treasury shares not entitled to a dividend in accordance with Section 71b of the German Stock Corporation Act (AktG), the number of no-par value bearer shares entitled to a dividend came to 6,807,619.

At the Annual General Meeting, we will be proposing a dividend payment of EUR 2.40 per share corresponding to a total dividend payment of EUR 16,338,285.60. This payment will be taken from the net income for the year as at 31 December 2025 of EUR 24,648,783.94. The remaining EUR 8,310,498.34 will be allocated to other revenue reserves.

Bremerhaven, 9 February 2026



(F. Ahlers) (M. Bülow) (H. Ehlers) (T. Schulze)

INDEPENDENT AUDITORS' REPORT

TO FRoSTA AKTIENGESELLSCHAFT, BREMERHAVEN

AUDIT OPINIONS

We have audited the consolidated financial statements of FRoSTA Aktiengesellschaft, Bremerhaven, and its subsidiaries (the Group), which comprise the consolidated balance sheet as of 31 December 2025, the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the financial year from 1 January 2025 to 31 December 2025, and the notes to the consolidated financial statements, including the recognition and measurement policies presented therein.

In addition, we have audited the Group management report of FRoSTA Aktiengesellschaft for the financial year from 1 January 2025 to 31 December 2025. In accordance with the German legal requirements, we have not audited the content of the elements of the Group management report included in the OTHER INFORMATION section of the Group management report.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying consolidated financial statements comply, in all material respects, with the requirements of German commercial law and give a true and fair view of the assets, liabilities and financial position of the Group as at 31 December 2025 and of its financial performance for the financial year from 1 January 2025 to 31 December 2025 in compliance with German Legally Required Accounting Principles, and
- the accompanying Group management report as a whole provides an appropriate view of the Group's position. In all material respects, the Group management report is consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our opinion

on the Group management report does not cover the content of the elements in the OTHER INFORMATION section of the Group management report referred to above.

Pursuant to Section 322 (3) Sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the Group management report.

BASIS FOR OUR OPINIONS

We conducted our audit of the consolidated financial statements and the Group management report in accordance with Section 317 HGB in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW).

Our responsibilities under those requirements and principles are further described in the AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS AND OF THE GROUP MANAGEMENT REPORT section of our auditors' report. We are independent of the Group in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional 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 opinions on the consolidated financial statements and on the Group management report.

OTHER INFORMATION

The executive directors and/or the Supervisory Board are responsible for the other information.

The other information comprises

- voluntary disclosures for which no audit requirement exists included in the Group management report. These comprise disclosures included in the sections „FRoSTA UND GESUNDHEIT“, „FRoSTA CREATES BASIS FOR AI, AUTOMATION & MAXIMUM SECURITY – DATA PLATFORM IS THE KEY TO THE FUTURE“, „INTERNAL COMMUNICATION AT FRoSTA“ und „SUSTAINABILITY, ENVIRONMENT & CORPORATE SOCIAL RESPONSIBILITY“.
- the remaining parts of the annual report with the exception of the audited consolidated financial statements and Group management report and our auditors' report.

Our opinions on the consolidated financial statements and on the Group management report do not cover the other information and consequently we do not express an opinion or any other form of assurance conclusion thereon.

In connection with our Group audit, our responsibility is to read the other information and, in so doing, to consider whether the other information

- is materially inconsistent with the consolidated financial statements, the Group management report 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 of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE EXECUTIVE DIRECTORS AND THE SUPERVISORY BOARD FOR THE CONSOLIDATED FINANCIAL STATEMENTS AND THE GROUP MANAGEMENT REPORT

The executive directors are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with the requirements

of German commercial law, and that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with German Legally Required Accounting Principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud (i.e. accounting manipulation or asset misappropriation) or error.

In preparing the consolidated financial statements, the executive directors are responsible for assessing the Group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting provided no actual or legal circumstances conflict therewith.

Furthermore, the executive directors are responsible for the preparation of the Group management report that, as a whole, provides an appropriate view of the Group's position and is, in all material respects, consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a Group management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the Group management report.

The Supervisory Board is responsible for overseeing the Group's financial reporting process for the preparation of the consolidated financial statements and of the Group management report.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS AND OF THE GROUP MANAGEMENT REPORT

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the Group management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditors' report that includes our opinions on the consolidated financial statements and on the Group management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. 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 consolidated financial statements and this Group management report.

We exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements and of the management report, 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 opinions. 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 controls.
 - Obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures (systems) relevant to the audit of the Group management report 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 these internal controls or these arrangements and measures of the Group.
 - Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of accounting estimates and related disclosures made by the executive directors and related disclosures.
 - Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditors' report to the related disclosures in the consolidated financial statements and in the Group management report or, if such disclosures are inadequate, to modify our respective opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to be able to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with German Legally Required Accounting Principles.
 - Plan and perform the Group audit in order to obtain sufficient appropriate audit evidence regarding the accounting information of the entities or business operations within the Group to express opinions on the consolidated financial statements and on the Group management report. We are responsible for the direction, supervision and oversight of the auditing activities relevant to the Group audit. We remain solely responsible for our opinions.
 - Evaluate the consistency of the Group management report with the annual financial statements, its conformity with German law and the view of the Group's position it provides.
 - Perform audit procedures on the prospective information presented by the executive directors in the Group management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.
- 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.
- Bremen, 9 February 2026
- BDO AG
Wirtschaftsprüfungsgesellschaft
- signed Zypress
Auditor
- signed Kunze
Auditor

Bunter Mix. Ohne Tricks.

100 % frei von Zusätzen.



ist für alle da



MANAGEMENT REPORT

2025

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MANAGEMENT REPORT OF FRoSTA AKTIENGESELLSCHAFT, BREMERHAVEN

FOR THE PERIOD FROM 1 JANUARY TO 31 DECEMBER 2025

FUNDAMENTAL INFORMATION ABOUT FRoSTA AG

BUSINESS MODEL

At FRoSTA AG, we produce deep-frozen products from fresh with 1,162 employees at our three plants in Germany. The FRoSTA brand is a successful provider of frozen fish, vegetables and ready meals in Germany and Austria.

We have a long-standing commitment to sustainability. With our Purity Promise, we have gone without adding any colourings, flavourings, flavour enhancers, stabilisers, emulsifiers or other additives to any of our branded products since 2003. This enables FRoSTA to guarantee the quality, taste, and naturalness of its extensive product range to an exceptionally high standard.

FRoSTA products are available from supermarkets and, in addition to traditional dishes such as chicken fricassee and paella, include a range of vegetarian and vegan choices as well as vegetables, fish, fruit and herbs.

In 2013, FRoSTA was the first frozen food brand to start publishing the countries of origin of all ingredients on the Internet and, since 2015, it has also done so on product packaging. In 2019, FRoSTA made the switch to paper packaging in the freezer aisle. A plant-based alternative to fish was also introduced in 2020.

In addition, we develop and produce high-quality private labels for the food retail and wholesale sectors,

for the most part using our retail partners' own brands. We also offer a wide range of frozen products as a production partner to industry and its out-of-home customers (supplying restaurant chains and wholesalers).

BRANCH OFFICES

Production is organised across the following branch offices:

- FRoSTA AG Werk Bremerhaven
- FRoSTA AG Werk Bobenheim-Roxheim
- FRoSTA AG Werk Lommatzsch

MANAGEMENT SYSTEM

FRoSTA AG manages its business operations based on the financial key performance indicators sales and net income for the year.

BUSINESS ENVIRONMENT

GENERAL MARKET & INDUSTRY CONDITIONS

MACROECONOMIC FACTORS

In 2025, the economic environment in Europe and especially in Germany remained challenging for the consumer products and food market, even though the macroeconomic situation stabilised slightly compared with 2024. Inflation was moderate compared with

previous years; however, private household consumption remained restrained.

In food retail in particular, consumers continued to exhibit a high degree of price sensitivity, as reflected in increased demand for low-cost products as well as private labels. At the same time, increased costs along the value chain – especially for logistics and labour – resulted in sustained margin pressure in the sector.

The German economy is undergoing profound structural change driven by decarbonisation, digitisation, demographic change and geopolitical tensions. Year-on-year, price-adjusted gross domestic product stalled at +0.1% (Source: Ifo Economic Forecast Winter 2025).

In addition, geopolitical uncertainties and regulatory requirements – especially in relation to sustainability and decarbonisation – continued to have a major impact on market conditions for food producers.

Against this backdrop, the market conditions for FRoSTA AG in the 2025 financial year remained challenging, requiring a clear positioning in the brand business as well as rigorous cost and efficiency management.

THE FROZEN FOOD MARKET IN 2025

Retail sales in the frozen food market for the product groups fish, vegetables and ready meals in Germany rose in terms of volume by +1.5% and in value by 3.4%. By contrast, FRoSTA brand business saw a year-on-year increase in consumer sales volume of +14.2% across all product groups and as much as +20.0% for ready meals. The FRoSTA brand with its Purity Promise was thus once again a clear and positive growth driver across the whole category (Sources: YTD Dec. 2025 AC Nielsen Germany/Poland & Iri Italy Food Retail Sector).

BUSINESS DEVELOPMENT, FINANCIAL PERFORMANCE, FINANCIAL POSITION & CASH FLOWS

DEVELOPMENT OF SALES

At EUR 624m, growth in revenue was very strong – up +9.2% year on year – putting it at the higher end of projections made at the beginning of the year of 3 to 9%.

The FRoSTA brand with its Purity Promise also grew strongly by 17.3% in the 2025 year: the increase in revenue of EUR 46.8m made it the main growth driver. Performance of the out-of-home business was also positive, generating additional revenue of EUR 4.0m year on year, corresponding to growth of 8.0%.

Remaining business in the industrial and private label distribution channels remained stable overall, recording a slight increase in revenue of EUR 1.5m (+0.6%). On the whole, the market trend was restrained, but higher intercompany revenue made up for this.

Foreign sales, with a share of 30%, mainly result from intercompany business with Group's foreign entities, and saw an above-average increase of +19.0%. This is largely due to much higher supplies of fish raw material from Bremerhaven compared with the prior-year balance sheet date.

FINANCIAL PERFORMANCE

The net income for the year amounts to EUR 24.6m (previous year: EUR 27.4m). With a return on sales of 4.0%, this is slightly below the previous year's figure and the projection at the beginning of the year of 6 to 8%. The main reason for this is the higher-than-expected intercompany revenue.

This was due to the ongoing high cost of materials, increased wage costs and higher other operating expenses.

The increased wage costs are due to high inflation-driven wage increases, which are also reflected in the cost of purchased merchandise and services. In addition, the strong growth in the FRoSTA brand in 2025 led to temporary capacity issues in some product categories. Against the backdrop of positive expectations for future business performance, therefore, measures to expand production and logistics capacities have been adopted, some of which were already implemented in the reporting year. These include, in particular, building up additional production shifts and weekend production, including the recruitment and training of additional production staff.

One reason for the increase in other operating expenses is that advertising expenditure in all markets

was again high. This expenditure is required to ensure future growth in the brand business. Another reason was the measures taken to optimise storage capacities and safety stocks. While they temporarily resulted in higher supply chain costs, these measures mean FRoSTA is well placed to provide a high service level for our customers in the coming years as well.

These effects detracted from net income for the year, which was EUR 2.7m or 10.0% lower than the previous year's figure but remains high from a long-term perspective. That said, projections were not met, as it was not possible to predict the actual extent of the measures in some respects.

The focus is on implementing the long-term strategy for FRoSTA and our guiding principle "No Secrets. No Tricks". This also means that we will not be making any decisions on short-term cost savings as a countermeasure. We will not compromise on our high standards for product quality and customer service.

FINANCIAL POSITION, CASH FLOWS & INVESTMENTS

The balance sheet total of FRoSTA AG increased significantly year on year to EUR 428m, largely due to higher inventories as well as cash funds. The measures to expand production enabled FRoSTA to systematically build up the stock of finished goods in order to meet customer demand surges reliably. Absolute working capital reduced to EUR 50.4m.

Investments of EUR 19.0m were made in the financial year, focusing on production capacities, sustainable energy supply and quality.

Cash pooling at FRoSTA AG resulted in higher liabilities to affiliated companies, while cash and cash equivalents increased at the same time. Cash funds amounted to EUR 109.7m at the end of the financial year, thus establishing a solid basis for independence in taking future investment decisions.

The equity ratio fell slightly year on year and stands at 47.3% (previous year: 48.6%). Measured in terms of the "current ratio/liquidity III", liquidity remained stable, at 213.5%. The Company was at all times in a position to fulfil its payment obligations on time, and did not avail itself of the approved credit lines of EUR 34.0m in 2025.

We are satisfied with the strong business performance and the associated development of the financial position, financial performance and cash flows.

PEOPLE & CULTURE

FRoSTA'S GROWTH IS REFLECTED IN THE WORKFORCE

The average number of employees increased to 1,162 in the 2025 financial year. On the back of the positive development of brand business and the corresponding expansion of production shifts at all plants, as well as the significant increase in qualified junior staff, a total of 85 new employees were hired. Thus in the reporting year we continued to pave the way for the Company's profitable growth in the future.

Annual mean number of employees

	2024	2025	Diff.
Total employees	1,077	1,162	85
of which permanent	982	1,028	46
of which temporary	95	134	39
FRoSTA head office	225	231	6
of which Administration	145	151	6
of which Sales	80	80	0
Production facilities	852	931	79
of which production Bremerhaven	486	541	55
of which production Lommatzsch	220	238	18
of which production Bobenheim-Roxheim	146	152	6

FRoSTA IS FOR EVERYONE – ALSO IN THE FUTURE

The age of the FRoSTA workforce fell slightly. At the end of the reporting year, the average age was 43.2, slightly below the previous year's number of 43.8. In total, 92 young employees under the age of 30 joined FRoSTA in 2025.

People from 45 nations and a whole host of cultural backgrounds work at FRoSTA. This internationality plays an important role in product development as well as in the sustainable growth of the Company, especially when it comes to attracting new employees and accessing new markets.

In the reporting year, we were also able to increase the number of women employed at FRoSTA to a total of 317 (+13 compared to the previous year). Of these, 174 work in Administration and Sales, where the proportion of women is evenly balanced at 51 % in line with our target. This was also 4 women more than in the previous year. There are still no women on the Supervisory Board or the Executive Board. At first-tier management level below the Executive Board, women accounted for a share of 27 % (2024: 25 %), at second-tier management level for 45 % (2024: 41 %). This means that despite the increase in absolute figures, the proportion of women employed fell to 27 % (2024: 28 %), and there is still a lot to be done. We are aiming for a balanced gender ratio at management level within the next five years.

HEALTH MANAGEMENT AT FRoSTA

Our employees' health is a keystone of our corporate strategy. We have an occupational health management system in place, targeting prevention, health promotion and structured integration management. We carry out regular health assessments in conjunction with the company medical centre in Bremerhaven. In addition, we promote health measures such as ergonomic workplace design, flexible working hours models and stress prevention programmes. Our aim is to ensure long-term ability to work and to boost workforce satisfaction. This is crucial to sustainable business development. The sickness rate improved from 8.7 % in the previous year to 7.4 % in the reporting year.

FRoSTA CREATES BASIS FOR AI, AUTOMATION & MAXIMUM SECURITY – DATA PLATFORM IS THE KEY TO THE FUTURE

FRoSTA made significant advances in the digital transformation in 2025. By introducing a company-wide data platform, we are centrally pooling information from all operating segments, creating the basis for data-driven decisions in real time. The platform will facilitate the future use of artificial intelligence and automation, to create networked processes and further digitise production. At the same time, we raised the standard of IT security to maximise systems and data security.

The new data platform has replaced the existing SAP BW and established a modern reporting landscape, which significantly enhances transparency and speed in the communication of information. Furthermore, digital shift scheduling and the rollout of mobile end devices was extended to other plants. This means that even more employees will benefit from paperless processes and a flexible, mobile working environment.

These investments not only bring competitive advantages but create the basis for innovation and top quality.

INTERNAL COMMUNICATION AT FRoSTA

Good and clear communication is the key to our success. If thoughts are not put into words, the words will not be heard; equally, just because something is said and heard does not mean questions will be asked or things will be done properly. This principle applies to our daily interactions, to our employees' individual development and to the joint achievement of strategic goals.

On a twice yearly basis, we require and encourage the conduct of development reviews between managers and employees with the aim to gain a clear understanding of each employee's development and future potential.

Providing feedback means praising work well done and looking for ways to improve. A prime example of this is the daily shop floor meetings held in our factories. Each

morning, all staff from the relevant departments meet for just 15 minutes per production line. During these meetings, they document downtimes and monitor corrective actions taken. This process fosters the necessary trust and provides an incentive to constantly strive for improvement. Additionally, members of the Executive Board regularly visit the factories and production lines in order to build proximity, understanding and trust. Furthermore, virtual information exchanges and Q&As with the Board are held several times a year.

FRoSTA continued its leadership training programme in 2025. As part of this, managers meet to take part in workshops and coaching sessions. Bringing together employees from different locations and specialist areas not only strengthens the team spirit, but also promotes mutual understanding within FRoSTA – all the while developing the individuals' management and leadership skills.

MORE FRoSTA EMPLOYEES BECOME SHAREHOLDERS

"FRoSTA is for everyone". In 2025, we therefore again offered our employees the option to purchase FRoSTA shares acquired within the scope of a share buy-back, which we then sell on to them at preferential conditions. In 2025, 594 employees (2024: 578) participated in our employee share programme. A total of 32,176 shares were bought, which was significantly higher than in the prior year (2024: 29,884). The introductory offer, limited to a maximum of 50 shares with an issue price of EUR 29.90 per share, saw 22,576 shares purchased (2024: 24,366). Under Proposal II (limited to a maximum of 950 shares depending on seniority), 9,600 shares were acquired at an issue price of EUR 59.90 per share (2024: 5,518), a significant increase over the previous year. Due to the high participation rate, total costs for the programme amounted to EUR 1.7m (2024: EUR 1.3m), which were recognised in personnel expenses.

THE FRoSTA SHARE & APPROPRIATION OF NET PROFIT

Since March 2017, the FRoSTA share has been traded in the Open Market segment of the Frankfurt Stock Exchange (WKN 606900; ISIN DE0006069008; nominal value EUR 2.56). For more information about the FRoSTA share as at 31/12 respectively, please see the Group management report 2025.

The Executive Board will propose to the Annual General Meeting to distribute a dividend of EUR 2.40 per share from net retained profits and allocate the remainder to reserves. Based on 6,812,598 no-par value bearer shares, less 4,979 no-par value bearer treasury shares not entitled to a dividend in accordance with Section 71b German Stock Corporation Act (AktG), this results in 6,807,619 no-par value bearer shares entitled to a dividend and a dividend payout of EUR 16.3m.

	31/12/2025 in kEUR	Percentage
Current company taxes	9,366	27.5%
Capital yield tax incl, solidarity surcharge on dividend	4,309	12.7%
Total taxes	13,675	40.2%
Net dividend	12,029	35.4%
Retained by the company	8,310	24.4%
Pre-tax net income for the financial year	34,015	100%

Relating to disclosures pursuant to Section 160 (1) no. 2 AktG (acquisition of treasury shares), please refer to the Notes to the consolidated financial statements: 4) Notes to the consolidated balance sheet, Equity subheading.

From the pre-tax net income for the year of FRoSTA AG, 40.2% will be paid as taxes and 35.4% will be distributed as a net dividend, with 24.4% being retained by the Company.

SUSTAINABILITY, ENVIRONMENT & CORPORATE SOCIAL RESPONSIBILITY

In 2025, we took a number of important steps in implementing our [SUSTAINABILITY STRATEGY](#).

With our “Environmental Promise” (“Close to Net Zero by 2030 for Scope 1 and 2 Emissions”), we aim to generate the majority of our energy ourselves in the future. A wind turbine was erected in Bremerhaven in December. In addition, all the preparations for the construction of a solar park in Lommatzsch have been completed. The wind turbine will start operating at the beginning of next year and the solar park in the middle of next year, and they will cover a significant proportion of the energy consumption of the two plants. Further measures to implement our sustainability goals are planned for the coming years.

“Biodiversity” is another area of focus. We aim to calculate and publish the biodiversity footprints of all FRoSTA products in the coming year. Projects to support and improve biodiversity are already under way, especially for our vegetable processing facilities.

In 2025, our “People Promise” focused on further digitisation and on the harmonisation of central processes in the People & Culture function. The successful introduction of “MyTime” at a number of locations deserves special mention. It has greatly increased the efficiency of time tracking and absence management.

In parallel, further measures to standardise and optimise central payment processes were successfully completed. In addition, various initiatives were taken to further increase the Company’s visibility and attractiveness in the labour market.

An internal satisfaction survey is carried out twice a year, the results of which directly inform specific improvements with the aim of increasing employee retention and satisfaction in the long term. Furthermore, cooperation with universities was stepped up, to ensure access to the next generation of talent and to advance the internship programme.

Important progress was also made in Governance and Payroll. Preparations for the implementation of the

EU Pay Transparency Directive were made and integrated into existing processes.

We measure the success of our “People Promise” by the rate of unfilled positions at FRoSTA, with the aim to fill job vacancies within the Company with suitable candidates even in a tight labour market. To achieve this, we want to keep the number of vacancies below 2% of the total number of employees. We successfully reduced this rate from 1.5% in 2024 to 0.9% in 2025.

Another aspect of our People Promise is FRoSTA’s commitment to improving the situation of disadvantaged people through donations. Many of these donations flow into a wide range of initiatives with welfare institutions in the immediate vicinity of our production sites.

In preparation for the Corporate Sustainability Reporting Directive (CSRD), which will apply to us from the 2027 reporting year, we carried out a readiness assessment audit using external auditors in the spring, to ensure that we are adequately prepared. The suggestions for improvement identified and the modifications required were implemented promptly. Having carried out a complete dual materiality analysis in autumn 2024, we have already done the groundwork for our CSRD reporting.

REPORT ON OPPORTUNITIES & RISKS

INTERNAL CONTROL SYSTEM

FRoSTA AG’s internal control and monitoring system is enforced by the Group’s Financial Controlling department in coordination with all other relevant departments.

The most important financial KPIs are sales revenue and profitability. These performance figures and their respective drivers are examined, analysed and discussed in the relevant departments on the basis of management accounting reports drawn up in daily, weekly and monthly cycles. To allow for fast decision making, many reports are updated and made available in real time (in the BI tool ‘SAP Analytics Cloud’).

The objective remains to continuously work on improving the results and at the same time to introduce early measures to counter potential negative developments.

Within the scope of the monthly Sales & Operations Planning Cycle, rolling forecasts are used to react to future market changes and capitalise on opportunities as they arise, while mitigating risks with appropriate countermeasures.

The correctness and reliability of our accounting and financial reporting are guaranteed by adherence to the rules of procedure in the QM manual and the uniform reporting system in SAP, which apply to all relevant Group entities.

The rules of procedure in the QM manual also stipulate the material and formal requirements concerning the preparation of the financial statements. Nevertheless, risks can still arise, for example when concluding extraordinary transactions.

We support the compliance or adaptation of our processes through internal audits conducted by our quality management officers, coupled with internal auditing projects.

The separation of executive, accounting and approval functions reduces the risk of fraudulent actions.

RISK MANAGEMENT

FRoSTA's risk management system is intended to ensure that risks can be quickly identified and assessed at an early stage.

The risk management officers from the various departments assess the risks and opportunities on an ongoing basis – if necessary drawing on the advice of external consultants – and initiate appropriate measures for leveraging the opportunities and minimising the risks. All regular meetings, such as the monthly Board meetings, sales and marketing meetings, S&OP meetings, plant manager meetings or cash meetings flow into this. The risk management system is a digital action tracking system incorporating workflow, reporting and monitoring.

QUANTIFIED RISK ASSESSMENT

In principle, the probabilities of occurrence and the potential extent of damage of the risks have been assessed as follows.

Probability of occurrence/ Frequency of occurrence	Risk evaluation					
	very probable very frequent	E	high	high	not acceptable	not acceptable
	probable frequent	D	medium	high	high	not acceptable
	possible infrequent	C	low	medium	high	high
	low rare	B	low	medium	medium	high
	very improbable very rare	A	low	low	low	medium
			I	II	III	IV
			low	moderate	high	critical
						poses a threat to the Company's existence
			Extent of losses			

Individual risks are initially assessed through an annual evaluation of the underlying gross risk within a risk class and the respective individual risks. Based on the regular

evaluation of available countermeasures, the respective risk class officer estimates the net risks, as shown in the following table.

Risk class	Net probability of occurrence	Net extent of losses	Net risk
Strategic risks & risk culture	low	high	medium
Personnel risks	probable	minimal	medium
Product risks	low	moderate	medium
Supply chain risks	probable	minimal	medium
Business interruption risks	low	high	medium
Cyber risks	possible	moderate	medium
Environmental & energy risks	possible	moderate	medium
Compliance & legal risks	possible	moderate	medium
Financial & commercial risks	possible	moderate	medium

The respective countermeasures for managing the individual risk classes are described below.

STRATEGIC RISKS & RISK CULTURE AT FRoSTA

Market-related business risks are borne by the Company itself. These include, for example, risks from the development and marketing of new products, sales performance in the various distribution channels and the quality level of our products.

As far as is meaningful, we transfer any risks not stemming from FRoSTA AG's core areas of activity, such as liability and property damage risks, to third parties.

As a general principle, we aim to address risks openly in order to promote and implement an understanding of the respective issues and suitable countermeasures. For this purpose, a corporate risk manager, in collaboration with the risk class managers, regularly assesses current and future risks and defines and monitors risk management measures.

In addition, FRoSTA implements a Code of Conduct for all employees, which is aimed at raising awareness among the workforce for responsible conduct towards one another, towards business partners, in connection with handling data, as well as towards the environment.

PERSONNEL RISKS

As the labour market increasingly shifts from a supply to a demand market, positioning FRoSTA as the employer

of choice becomes ever more important. Comparably fair remuneration schemes and excellent advancement opportunities are just as important in this regard as a motivating work environment. When filling vacant positions on the market, speed and commitment are key success factors in the hiring process. We place particular focus on in-house initial and advanced training, as well as on facilitating locational transfers, also across international sites, to enable us to take better advantage of different labour market situations in the future.

PRODUCT RISKS

Quality and production reliability have the highest priority for us. We are therefore continuously striving to improve food safety and our food safety culture. The quality of the raw materials is monitored by audits at our suppliers' facilities and by checking goods as they arrive at our plants. Despite all due care, quality checks cannot provide a fail-safe guarantee of the quality of raw materials since the thresholds for foreign materials and contamination are becoming ever lower and the checks are only carried out on a random basis.

We also purchase raw materials from BSCI (Business Social Compliance Initiative) risk countries. We thus bear our share of responsibility for the working conditions at our suppliers, as well as for the respecting of human rights. Since 2020, we have therefore required all suppliers from BSCI risk countries to be certified in accordance with an internationally recognised social standard (SA 8000, SMETA or similar).

We therefore had our internal value chain processes successfully certified at all FRoSTA locations to IFS (International Food Standard) in 2025 and at the Bremerhaven and Bydgoszcz sites additionally to BRC (British Retail Consortium) standards. All plants achieved “Higher Level” certification in the IFS and BFS audits.

SUPPLY CHAIN RISKS

The production of frozen food necessitates the use of a large number of renewable raw materials from over 30 countries, the procurement of which can be subject to wide-ranging fluctuations. In the case of supplies of raw fish, for example, increased demand coupled with dwindling fish stocks repeatedly results in bottlenecks. The picture is similar for climate-related crop failures that can affect the procurement of fruit and vegetables. This can result in considerable price fluctuations for raw materials which, depending on the competitive and contract situation, we cannot always pass on directly to our customers.

We attempt to smooth out these fluctuations and avoid dependencies by collaborating with strategic suppliers. In the case of critical raw materials, it is additionally important to establish several suppliers in different regions. Our own vegetable production also helps us to be independent and at the same time acquire valuable agricultural expertise.

As long-term storage is often not possible, the setting of selling prices is subject to fundamental risks and opportunities. Price agreements with customers over a period of more than six months increase the uncertainty. For that reason, we try to avoid such supply agreements. Alternatively, price escalator clauses for certain raw materials can be included in the price agreements. However, depending on the competitive situation, both are not always possible.

In the 2025 financial year, FRoSTA furthered the implementation of the German Supply Chain Due Diligence Act (Lieferkettensorgfaltspflichtengesetz – LkSG) within its own business operations as well as at raw material and services suppliers, systematically focusing on effectiveness. The annual risk analysis,

preventive and remedial measures as well as the complaints procedure were further developed using a risk-based approach. Internal controls and a review of the effectiveness of due diligence measures ensure continuous improvement. To manage risk, FRoSTA uses a digital tool in which around 2,600 suppliers were recorded and managed in 2025. No long-term significant deficits were identified. FRoSTA is working continually on the monitoring of effectiveness, on greater supplier management in high-risk areas as well as target-group-appropriate training. In this way, FRoSTA makes a considerable contribution to sustainable business development and to compliance with international human rights and environmental standards.

BUSINESS INTERRUPTION RISKS

The availability of production facilities and plants is crucial for assuring the supply of goods to retailers. We counter the risk of natural disasters and fires by collaborating closely with local authorities and fire services, including regular joint assessments to improve general hazard prevention measures. For instance, all factories have been equipped with modern sprinkler systems to quickly and effectively combat the source of a fire before any major damage occurs.

Technical risks and machinery downtimes are addressed through regular preventive maintenance and by training employees on the lines.

In principle, we are able to produce certain product groups in parallel at different locations, to separate individual production halls or to involve suppliers if necessary. This enables us to effectively mitigate the risk of long-term staff absences due to illness or pandemics, as well as strikes.

CYBER RISKS

We counter cyber risks with the help of modern IT architecture that uses cloud services. In conjunction with regular internal and external audits and penetration tests, we routinely review the status quo in order to continuously reappraise the risk situation. A major risk continues to lie with the respective user and how they react to email attacks. Regular online courses and

simulated phishing tests with subsequent training help us create targeted awareness for dealing appropriately with such risks. Furthermore, in 2025, we widened our internal and external focus, invested in dedicated experts and established a new awareness and training programme to strengthen the security culture within the Company on a lasting basis.

ENVIRONMENTAL & ENERGY SUPPLY RISKS

The war in Ukraine has also led to growing uncertainties over energy security in Europe, accompanied by sharply rising prices. FRoSTA counters the risk of rising energy prices through structured energy procurement in the form of fixed price agreements with suppliers. An alternative use of oil and gas in production creates flexibility to bridge price and supply risks. Logistical risks in long-distance coverage and/or diesel price development are reduced through alternative use of the rail network.

In order to reduce dependencies over the medium term, we are accelerating development of a renewable energy supply both within FRoSTA and in collaboration with local partners. At the end of 2025, FRoSTA erected a wind turbine in Bremerhaven. Also, a solar park is currently being built in Lommatzsch.

COMPLIANCE & LEGAL RISKS

Regulations, industry standards and internal policy guidelines for preventing unethical or illegal behaviour are becoming increasingly complex. These include, but are not limited to, the ever more important issue of data protection with increasing digitisation, financial integrity and compliance with occupational safety and environmental standards.

The same applies generally to the conclusion of contracts in our supply and retailer relationships, as well as in labour and corporate law. Non-compliance with regulations and contracts can have significant consequences, ranging from financial penalties and legal action to serious reputational damage that can undermine the trust of stakeholders. In severe cases, regulatory authorities may impose operational restrictions,

revoke licenses, or, in extreme instances, shut down a business.

Ideally, compliance risk management should be integrated into all aspects of the Company's operations. Therefore, we have established corresponding representative functions within the organisation for the respective compliance areas. These functions are closely involved in the activities and work efficiently to develop clear, effective internal controls and audits, as well as training programmes. The aim is to establish a compliance culture in which we not only respond to regulatory changes but also work proactively to minimise potential liability risks.

The CODE OF CONDUCT introduced at FRoSTA serves as a guide for daily activities and helps to safeguard ethical and legal standards within the organisation.

FINANCIAL & COMMERCIAL RISKS

The frozen food market is fundamentally subject to constant change. Our competitors might respond to product trends more quickly or gain technological leads. We conduct intensive research to identify market trends. This enables us to produce innovative product concepts in response to changes or even to initiate changes ourselves within the market.

The FRoSTA brand offers the opportunity for further sustainable growth based on the Purity Promise, an innovative portfolio and its positive image. It is therefore important to be particularly proactive in counteracting all events that could have a negative impact on the brand's reputation and thus on business development.

The increasing concentration of the retail sector is leading to risks arising from the potential loss of bulk contracts. Our contracts with our customers normally include listing and price agreements but do not guarantee fixed volumes; this means that the risks or opportunities of fluctuating consumption by end customers also lie with FRoSTA. FRoSTA's presence in different domestic and foreign markets with the respective distribution channels: brand, private label as well as the supply of Home Delivery services, caterers and

industry customers guarantees general independence from individual customers.

We limit the risk of defaults on outstanding receivables with the help of a strict reminder system and internal credit limits. We counter political and protectionist risks by assessing the opportunities and risks associated with a given market and, where appropriate, involving distribution and/or production partners.

Exchange rate-related fluctuations in the prices of raw materials have a significant influence on the production costs of our products. Exchange rate fluctuations can therefore negatively impact the gross profit margin and the annual operating profit. FRoSTA purchases many of its raw materials from international markets. Most of these goods are invoiced in US dollars. We make use of standard currency forwards to hedge exchange rate fluctuations. The aim of currency hedging transactions is to hedge specific contracts or negotiated annual talks for the respective period. In addition, a blanket rolling hedge mechanism smooths out short-term fluctuations. As a basic principle, the hedging of exchange rate risks can only compensate to a limited extent for the risk of persistently rising US dollar exchange rates. Correspondingly, declining US dollar exchange rates may give rise to opportunities.

Regular calculation of product costs relating to materials, production and logistics, along with a contribution margin analysis of the respective net selling prices, enables us together with our retail partners to respond to cost developments promptly and in an informed manner, thereby taking account of any resulting risks and opportunities.

Our financing capability depends on our creditworthiness. By continuously improving our earnings and balance sheet strength, we want to focus on equity financing. In doing so, we are opening up additional borrowing potential on the market, which thanks to long-standing partnerships with banks is usually available to us at very short notice. The availability of credit lines enables us to create additional flexibility in short-term financing. Using long-term loans for long-term financing allows us to smooth out the interest rate risk. Overall, we are generally subject to the interest rate risk on the capital market, which has currently

increased again, which is why we prefer to consider long-term financing in conjunction with investment grants and favour equity financing.

OPPORTUNITIES MANAGEMENT

At FRoSTA, risk management processes are also used to identify opportunities at an early stage.

We consider the development of our employees and of a proactive, open culture at FRoSTA as a great opportunity. We encourage support for good ideas at all levels. During the four Supervisory Board meetings held each year, the Executive Board reports to the Supervisory Board on new concepts and lessons learned from their implementation. The same applies to the monthly coordination committee with the Executive Board and Directors, as well as to the respective division meetings. We are particularly proud that employees can take advantage of the shop floor meetings held on the production lines during the day to easily and digitally make and track suggestions for improvement. A corresponding ideas management system allows idea providers to participate in the success in a non-bureaucratic way.

We also embrace new ideas at all levels through regular personal contact with employees, business partners, consultants and other companies, as well as by attending trade fairs and other events.

At FRoSTA, we love the challenge and frequently derive new ideas and opportunities for improvement from emerging risks or problems.

We see the targeted use of artificial intelligence (AI) as another significant opportunity. AI-powered applications hold the potential for improving the quality of decision-making, process efficiency and transparency the entire length of the value chain – from demand and sales planning to production management and on to quality assurance, risk management and administrative processes. At the same time, the responsible use of AI supports employees with the analysis of complex problems, leaving them free for value-added activities.

In order for FRoSTA to systematically tap into this potential, in 2025, a dedicated function was set up to deal specifically with the identification, evaluation and

implementation of suitable AI use cases. FRoSTA takes a pragmatic and step-by-step approach, which centres on technological innovation, data security and humans.

We see another great opportunity in the qualitative, innovative and regional development of our FRoSTA brand with the Purity Promise, with the aim to attract even more consumers.

CRITICAL APPRAISAL OF RISKS & OPPORTUNITIES

As part of the risk management process, the opportunities and risks for FRoSTA are also monitored regularly during the year, as above all the risk of changing costs could significantly impact the year-end results and, in the event of a negative development, only be passed on to the retail sector over time via higher selling prices.

In assessing the overall risk situation of FRoSTA AG, we can state that, based on the information known today, there are no risks identifiable at present or in the foreseeable future that could jeopardise the continued existence of the Company.

REPORT ON EXPECTED DEVELOPMENTS

For 2026, sluggish but stable development overall is expected for European food retail. Market growth is likely to remain moderate and be more value-driven

than volume-driven. Consumers remain price-sensitive, which increases the importance of promotions, private labels and clear value propositions. At the same time, differentiating factors such as quality, sustainability, convenience as well as digital and modern distribution concepts are becoming more and more important. Overall, the market environment remains highly competitive, but there are opportunities for clearly positioned brands and strong business models.

Given the profound structural change in the production industry, political uncertainty and the trend towards increasing protectionism, there is a great deal of uncertainty concerning the outlook for the European economy as a whole and for private consumption.

FRoSTA will continue to pursue its strategy with a clear focus on the brand and the Purity Promise. Its consistent focus on consumers, high product quality as well as a reliable and high level of service for our customers will remain key success factors in the coming year as well. Moreover, we will press ahead with enhancing the visibility of our products and the FRoSTA brand in 2026.

For the 2026 financial year, we expect sales growth of 3% to 6% and a net income for the year of between 2% and 7% of sales for FRoSTA AG.

Bremerhaven, 9 February 2026

The Executive Board

OVERVIEW OF FINANCIAL PERFORMANCE, FINANCIAL POSITION AND CASH FLOWS

in kEUR

	31/12/2024	31/12/2025	Change
Sales	571,222	623,556	9.2%
Net retained profits in % of sales	27,380 4.8 %	24,649 4.0 %	-10.0%
Balance sheet total	400,116	428,008	7.0%
Current Ratio / Liquidity III (inventories + trade receivables + cash-in-hand) / (provisions + trade payables)	214.8 %	213,5 %	-1.3%
Equity ratio	48.6 %	47.3 %	-1.31%

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INCOME STATEMENT OF FRoSTA AG

FOR THE FINANCIAL YEAR FROM 1 JANUARY TO 31 DECEMBER 2025

Income statement of FRoSTA AG (in kEUR)

	2024	2025	Change
1. Sales	571,222	623,556	9.2%
2. Reduction/increase in stock of finished goods and work in progress	-1,619	14,483	> 100.0%
3. Other operating income – of which from currency translation: kEUR 2,799 (2024: kEUR 1,939)	8,650	9,630	11.3%
GROSS OPERATING REVENUE	578,253	647,669	12.0%
4. Cost of materials			
a) Cost of raw materials, consumables and supplies and of purchased merchandise	-332,594	-377,472	13.5%
b) Cost of purchased services	-12,594	-13,079	3.9%
	-345,188	-390,550	13.1%
GROSS PROFIT	233,065	257,118	10.3%
5. Personnel expenses			
a) Wages and salaries	-62,354	-68,774	10.3%
b) Social security, post-employment and other employee benefit costs – of which post-employment: kEUR 3 (2024: kEUR 5)	-11,158	-13,400	20.1%
	-73,512	-82,174	11.8%
6. Amortisation and write-downs of intangible fixed assets, depreciation and write-downs of tangible fixed assets	-16,257	-16,607	2.2%
7. Other operating expenses – of which from currency translation: kEUR 6,521 (2024: kEUR 2,008)	-103,421	-124,876	20.7%
8. OPERATING PROFIT/LOSS	39,875	33,461	-16.1%
9. Other interest and similar income – of which from affiliated companies: kEUR 8 (2024: kEUR 14)	2,644	2,243	-15.2%
10. Interest and similar expenses – of which from affiliated companies: kEUR 830 (2024: kEUR 874) – of which from unwinding the discount: kEUR 70 (2024: kEUR 62)	-1,861	-1,689	-9.2%
11. Financial result	783	554	-29.3%
12. RESULT FROM ORDINARY ACTIVITIES	40,658	34,015	-16.3%
13. Taxes on income – of which deferred taxes: kEUR 662 (2024: kEUR 1,257)	-13,097	-9,211	-29.7%
14. EARNINGS AFTER TAXES	27,561	24,803	-10.0%
15. Other taxes	-181	-155	-14.6%
16. NET INCOME FOR THE YEAR / NET RETAINED PROFITS	27,380	24,649	-10.0%

BALANCE SHEET OF FRoSTA AG – ASSETS

AS AT 31 DECEMBER 2025

Balance sheet of FRoSTA AG — Assets (in kEUR)

	2024	2025	Change
A. FIXED ASSETS			
I. Intangible fixed assets			
Purchased concessions, industrial and similar rights and assets, and licenses in such rights and assets	7,679	6,716	-12.5%
II. Tangible fixed assets			
1. Land, land rights and buildings	22,726	22,776	0.2%
2. Technical equipment and machinery	48,284	49,111	1.7%
3. Other equipment, operating and office equipment	11,734	11,333	-3.4%
4. Prepayments and assets under construction	1,849	4,409	138.5%
	84,593	87,629	3.6%
III. Long-term financial assets			
1. Shares in affiliated companies	11,017	11,017	0.0%
2. Long-term securities and shares in cooperatives	6	6	0.0%
	11,023	11,023	0.0%
TOTAL FIXED ASSETS	103,295	105,368	2.0%
B. CURRENT ASSETS			
I. Inventories			
1. Raw materials, consumables and supplies	68,044	72,241	6.2%
2. Work in progress	18,866	23,748	25.9%
3. Finished goods and merchandise	26,540	36,485	37.5%
	113,450	132,474	16.8%
II. Receivables and other assets			
1. Trade receivables	50,036	52,946	5.8%
2. Receivables from affiliated companies	28,344	23,439	-17.3%
3. Other assets	3,094	3,457	11.7%
	81,474	79,841	-2.0%
III. Cash-in-hand, bank balances and cheques	101,426	109,786	8.2%
TOTAL CURRENT ASSETS	296,350	322,101	8.7%
C. PREPAID EXPENSES	471	539	14.4%
TOTAL ASSETS	400,116	428,008	7.0%

BALANCE SHEET OF FRoSTA AG – EQUITY AND LIABILITIES

AS AT 31 DECEMBER 2025

Balance sheet of FRoSTA AG — Equity and liabilities (in kEUR)

	2024	2025	Change
A. EQUITY			
I. Issued capital			
1. Subscribed capital	17,440	17,440	0.0%
2. Treasury shares	-5	-13	154.9%
	17,435	17,428	0.0%
II. Capital reserves	11,447	11,447	0.0%
III. Revenue reserves			
1. Legal reserve	200	200	0.0%
2. Other revenue reserves	137,844	148,533	7.8%
	138,044	148,733	7.7%
IV. Net retained profits	27,380	24,649	-10.0%
	194,307	202,256	4.1%
B. PROVISIONS			
1. Provisions for pensions and similar obligations	50	47	-5.1%
2. Provisions for taxes	13,110	10,192	-22.3%
3. Other provisions	40,491	40,620	0.3%
	53,651	50,860	-5.2%
C. LIABILITIES			
1. Liabilities to banks	16,056	12,127	-24.5%
2. Trade payables	82,908	98,447	18.7%
3. Liabilities to affiliated companies	48,109	59,970	24.7%
4. Other liabilities	3,697	3,622	-2.0%
- of which from tax: kEUR 709 (2024: kEUR 908)			
	150,770	174,166	15.5%
D. DEFERRED TAXES	1,388	726	-47.7%
TOTAL EQUITY AND LIABILITIES	400,116	428,008	7.0%

STATEMENT OF CHANGES IN FIXED ASSETS OF FRoSTA AG 2025

Statement of changes in fixed assets in kEUR

	Purchase and production costs				
	as at 01/01/2025	Addi- tions	Disposals	Reclassifi- cations	as at 31/12/2025
I. Intangible fixed assets					
Purchased concessions, industrial and similar rights and assets, and licences in such rights and assets	37,022	1,900	0	535	39,457
	37,022	1,900	0	535	39,457
II. Tangible fixed assets					
1. Land, land rights and buildings	90,880	1,623	-286	199	92,416
2. Technical equipment and machinery	204,342	8,983	-5,798	685	208,212
3. Other equipment, operating and office equipment	66,281	2,417	-1,562	114	67,250
4. Prepayments and assets under construction	1,849	4,093	0	-1,533	4,409
	363,352	17,116	-7,646	-535	372,287
III. Long-term financial assets					
1. Shares in affiliated companies	11,601	0	0	0	11,601
2. Loans to affiliated companies	301	0	0	0	301
3. Other long-term equity investments	176	0	0	0	176
4. Long-term securities and shares in cooperatives	6	0	0	0	6
	12,084	0	0	0	12,084
	412,458	19,016	-7,646	0	423,828

Cumulative depreciation, amortisation and write-downs				Net carrying amount	
as at 01/01/2025	Additions	Disposals	as at 31/12/2025	as at 31/12/2025	as at 31/12/2024
29,343	3,398	0	32,741	6,716	7,679
29,343	3,398	0	32,741	6,716	7,679
68,154	1,571	-85	69,640	22,776	22,726
156,058	8,788	-5,745	159,101	49,111	48,284
54,547	2,850	-1,480	55,917	11,333	11,734
0	0	0	0	4,409	1,849
278,759	13,209	-7,310	284,658	87,629	84,593
584	0	0	584	11,017	11,017
301	0	0	301	0	0
176	0	0	176	0	0
0	0	0	0	6	6
1,061	0	0	1,061	11,023	11,023
309,163	16,607	-7,310	318,460	105,368	103,295

NOTES TO THE ANNUAL FINANCIAL STATEMENTS FOR THE 2025 FINANCIAL YEAR

FRoSTA AKTIENGESELLSCHAFT, BREMERHAVEN

REGISTERED IN THE COMMERCIAL REGISTER OF THE DISTRICT COURT OF BREMEN, REGISTER NO.: HRB 1100 BHV

(1) BASIS FOR PREPARATION

The single-entity financial statements of FRoSTA Aktiengesellschaft (in the following FRoSTA AG) have been prepared in accordance with the regulations for large corporations included in the German Commercial Code (HGB), taking into account the additional provisions of the German Stock Corporation Act (AktG); all figures are specified in thousands of euros (kEUR).

GENERAL

FRoSTA AG prepares its income statement using the total cost (nature of expense) method.

The classification of the income statement has been modified to include the line items gross operating revenue, gross profit/loss, operating profit/loss, financial result and result from ordinary activities. This provides a better insight into the financial performance of the Company.

The single-entity annual financial statements have been prepared on the basis of the going concern assumption.

FRoSTA AG also prepares consolidated financial statements, which are published in the Company Register. The consolidated financial statements include the largest and the smallest consolidated entity.

ACCOUNTING POLICIES AND MEASUREMENT METHODS

(2)

FIXED ASSETS

Intangible fixed assets are shown at cost less amortisation. Amortisation is calculated on a straight-line basis over the assets' average useful life, starting from the date on which they are made available. The useful life for software and licences is four years. The option to capitalise internally generated intangible assets was not exercised. Costs for research and development were therefore expensed in full. Purchased trademark rights are capitalised at cost and amortised over a useful life of 10 years. They are tested annually against their recoverable amount, and written down as required.

Tangible fixed assets are recognised at cost, less depreciation in the case of assets with a finite useful life. The production cost of self-generated tangible fixed assets includes all direct costs and an appropriate share of indirect materials costs, indirect labour costs and depreciation of the assets.

Depreciation of tangible fixed assets is calculated using the straight line method on the basis of the average useful life of the assets concerned.

Depreciation period of tangible assets

	Useful life in years
Buildings	25 – 40
Other constructions	10 – 19
Technical equipment and machinery	7 – 15
IT equipment	3 – 7
Other operating and office equipment	5 – 13

Write-downs are recognised where impairments are expected to be permanent.

Low-value assets with a purchase cost of up to EUR 250.00 are recorded as expenditure in the year in which they are acquired. In the case of a purchase cost between EUR 250.01 and EUR 800.00, low-value assets are fully depreciated and shown as disposals in the statement of changes in fixed assets.

A fixed value is recognised for transport pallets.

Investment grants and subsidies received or requested lower the purchase or production cost of the subsidised assets.

Where impairment is deemed to be permanent, long-term financial assets are recognised at cost less any write-downs to fair value.

CURRENT ASSETS

Inventories are measured at cost unless a lower measurement is required in accordance with the lower of cost or market principle. The present market value is used to measure the lower of cost or market value. The purchase cost of raw materials, supplies and goods is based on the purchase prices plus transaction costs less purchase price reductions.

In addition to direct costs, production cost also includes an appropriate share of the indirect labour and materials costs and depreciation and amortisation of the assets. General and administrative costs, expenses for social amenities of the Company, the

costs of voluntary social benefits and of occupational pensions are not capitalised. Write-downs are recognised to anticipate identifiable expected losses and for inventory risks arising from excessive storage times or reduced usability.

Allowances for finished goods as at the balance sheet date amounted to kEUR 1,047 (2024: kEUR 1,255) as well as kEUR 978 (2024: kEUR 1,209) for raw materials, consumables and supplies, and for unfinished goods.

Receivables and other assets are carried at nominal value.

Default and credit risks are accounted for by specific valuation allowances.

Cash and cash equivalents are reported at nominal value at the balance sheet date.

PREPAID EXPENSES

Prepaid expenses relate to expenses incurred prior to the reporting date of the financial statements which represent expenditure allocable to future periods.

DEFERRED TAXES

Deferred taxes on temporary differences between the accounting and tax carrying amounts of assets, liabilities, prepaid expenses and deferred income are shown on a net basis. In the event of an excess of deferred tax assets over deferred tax liabilities, the option not to recognise them was used. The calculation is made on the basis of the future tax rates applicable at the balance sheet date, including changes in the rate of corporation tax, which have already been enacted and are scheduled to start in 2028.

OFFSETTING OF ASSETS AND LIABILITIES, INCOME AND EXPENSES

Assets that are exempt from attachment by all other creditors and that serve exclusively to settle liabilities from partial retirement benefit obligations are measured at their fair value.

The related income and expenses are offset against the income from discounting and recognised in the financial result. Furthermore, these assets are offset against the underlying obligation. Any excess of obligations over expected benefits is recognised in the provisions.

PENSIONS AND SIMILAR OBLIGATIONS

Pension obligations are measured in accordance with recognised actuarial principles using the projected unit credit method. The amount of the provisions is determined by including expected trends with respect to future pension developments as well as any probabilities of fluctuation. The biometric actuarial assumptions are based on the “Richttafeln 2018 G” mortality tables issued by Klaus Heubeck.

The following additional assumptions were used:

Assumed interest rate p.a.: 2.06%
(previous year: 1.90%)
(10-year average)

Pension trend p.a.: 2.30%
(previous year: 2.30%)

Since 1 January 2010, the average interest rate used for discounting has been the rate published by the Deutsche Bundesbank for a residual term of 15 years. Interest expense is recognised in the financial result.

Provisions for widow's benefit entitlements are determined using the collective method, according to which the probability of marriage is used as the underlying basis for the actuarial assumptions applied.

OTHER PROVISIONS

In this account, the Company has set aside appropriate and adequate provisions for all identifiable risks and contingent liabilities and for expected losses from executory contracts. Provisions are recognised in the amount deemed necessary by applying prudent business judgement to meet the future obligations.

Partial retirement benefit obligations are measured in accordance with actuarial principles using the

“Richttafeln 2018 G” mortality tables issued by Klaus Heubeck based on the block model or part-time model. The calculations were based on an assumed interest rate of 2.22% (2024: 1.97%) and an expected rise in income of 2.0% (2024: 2.0%). Interest expense is recognised in the financial result.

Time account pension liability insurance has been taken out to cover partial retirement benefit commitments. The only value that the pension liability claim from these insurance policies has for FRoSTA AG is that in pure asset terms it is discharged from the obligation in the amount of the insurance benefits paid. In the event of an asset surplus, the partial retirement benefit commitments are therefore measured at the (higher) carrying amount of the corresponding pension liability claim, so that no excess of plan assets over post-employment benefit liability is recognised. Any excess of obligations over expected benefits is recognised in the provisions.

Jubilee obligations are measured in accordance with recognised actuarial principles using the projected unit credit method. Any increases of salaries and pensions to be expected for the future are taken into account in determining the present value. Since 1 January 2010, the interest rate published by the Deutsche Bundesbank has been used for discounting. Interest expense is recognised in the financial result.

LIABILITIES

Liabilities are recognised at the balance sheet date with their settlement amount.

CURRENCY TRANSLATION

Trade receivables and payables in foreign currencies with a residual term of up to one year are generally measured at the middle spot rate at the balance sheet date. Long-term foreign currency receivables are recognised at the foreign exchange sell rate at the time the receivable arose or the fair value, whichever is lower, based on the middle spot rate at the reporting date. Long-term foreign currency payables are measured at the foreign exchange buy rate at the time the payable arose or the closing rate, whichever is higher, based on the middle spot rate at the reporting date.

COMBINED ITEMS FOR VALUATION PURPOSES (VALUATION UNITS)

One exception to this is foreign currency payables for which valuation units are created for the hedging of currency risks in accordance with Section 254 (1) no. 15 HGB. Currency forwards are used to hedge these currency risks.

Transport pallets were recognised at a fixed rate of kEUR 871 (2024: kEUR 871).

The reduction in the cost of subsidised assets to which investment grants and subsidies relate as at 31 December 2025 amounted to kEUR 530 (2024: kEUR 517). The reversal of investment grants and subsidies of kEUR 58 (2024: kEUR 69) directly reduced gross depreciation/amortisation. Investment grants amounting to kEUR 71 (2024: kEUR 214) were received in the reporting year, which directly reduced acquisition costs.

(3) NOTES TO THE BALANCE SHEET

FIXED ASSETS

An overview of the fixed assets based on total cost is attached to these Notes.

Long-term equity investments (in kEUR)

Name of entity	Share of capital in %	Subscribed capital	Equity	Net profit/loss for 2024	Net profit/loss for 2025
1. COPACK Tiefkühlkost-Produktions GmbH, Bremerhaven	100.00	256	250	8	7
2. FRoSTA Tiefkühlkost GmbH, Bremerhaven	100.00	255	289	8	6
3. FRoSTA Foodservice GmbH, Bremerhaven	100.00	256	293	8	6
4. TIKO Vertriebsgesellschaft mbH, Bremerhaven	100.00	256	297	7	4
5. FRoSTA Sp. z o.o., Bydgoszcz/Poland	100.00	8,294	77,631	12,020	10,180
6. FRoSTA CR s.r.o., Prague/Czech Republic	100.00	40	308	53	15
7. FRoSTA Hungary Kft., Esztergom/Hungary	100.00	16	112	9	10
8. FRoSTA S.r.l. Rome/Italy	100.00	500	10,120	1,997	2,093

In addition, there are three other equity investments, the disclosure of which is omitted in the overview with reference to Section 286 (3) no. 1 HGB.

Other assets were recognised in the amount of kEUR 417 (2024: kEUR 972).

The euro amounts from financial statements that have been prepared in foreign currencies are determined using the exchange rate on the balance sheet date.

Of the receivables from affiliated companies, kEUR 0 (2024: kEUR 417) had a residual term of more than one year.

RECEIVABLES AND OTHER ASSETS

Receivables from affiliated companies included receivables from intercompany deliveries and services amounting to kEUR 23,022 (2024: kEUR 27,372).

EQUITY

At 31 December 2025, share capital amounted to EUR 17,440,250.88 and was divided into 6,812,598 no-par value shares (accounting par value EUR 2.56) classified as ordinary shares. The shares are made out to the bearer.

In accordance with a resolution passed at the Annual General Meeting on 24 April 2025, an amount of EUR 11,052,396.25 was appropriated to other revenue reserves from the recognised net retained profits of EUR 27,380,241.85. Revenue reserves include profits generated in prior periods to the extent that they were not distributed.

A total of 4,979 FRoSTA AG no-par value bearer shares held as treasury shares with a nominal value of EUR 12,746.24, or 0.07% of the share capital, were offset against equity. The purchase cost amount of EUR 481,715.76 exceeding the nominal value was reported as a reduction of revenue reserves.

These 4,979 no-par value bearer shares resulted from the following purchase and sales transactions:

In the context of a share buyback in the period between 17 February 2025 and 17 October 2025, FRoSTA AG reacquired 38,949 treasury shares. This corresponds to a nominal amount of EUR 99,709.44, or 0.57% of the share capital. This cost EUR 3,619,827.90, which equates to a weighted average price of EUR 92.94 per share.

Under an employee share programme, FRoSTA AG sold 32,176 no-par value bearer treasury shares. This corresponds to a nominal amount of EUR 82,370.56, or 0.47% of the share capital as at 31 December 2025. For these shares, FRoSTA AG received a total of EUR 1,250,062.40 to be used as it deems fit. As part of a bonus scheme, the Company issued 3,720 shares to employees at first-tier management level below the Executive Board.

The share buybacks were determined on the basis of the shares sold in the previous year within the scope of the share-based remuneration scheme and employee share programme. Under Section 71b of the German Stock Corporation Act (AktG), the no-par value bearer shares held as treasury shares are not entitled to any rights.

Apart from this, there is authorised capital, as yet unused, for a fixed period until 26 April 2028,

amounting to EUR 1,000,000.00 for the issuing of shares to employees of the Company and its affiliated companies.

PROVISIONS FOR PENSIONS AND SIMILAR OBLIGATIONS

The settlement value of pension provisions relates exclusively to retirees already receiving a pension. The carrying amount pursuant to Section 253 (2) HGB applying the ten-year average interest rate of 2.06% was kEUR 47 in the financial year. The ten-year average interest rate was 1.90% in the previous year, which resulted in a carrying amount pursuant to Section 253 (2) HGB of kEUR 50. Applying the 7-year average interest rate pursuant to Section 253 (6) HGB of 2.22% would have produced a carrying amount of kEUR 47 for the financial year. The 7-year average interest rate pursuant to Section 253 (6) HGB in the previous year was 1.97%, which would have corresponded to a carrying amount of kEUR 49.

OTHER PROVISIONS

Other provisions include provisions for personnel expenses amounting to kEUR 13,040. This includes provisions for jubilee benefits with a settlement amount of kEUR 3,163. The discount rate on which this was based was 2.22%, assuming a residual term of 15 years.

Provisions for partial retirement were recognised with a settlement amount of kEUR 325. This was determined based on an interest rate of 2.22% (Section 253 (2) sentence 1 HGB). The fair value of invested assets amounts to kEUR 443. The partial retirement benefit commitments were recognised with the carrying amount of the corresponding post-employment benefit liability claim.

Additional provisions are also recognised for outstanding invoices amounting to kEUR 6,266. Other provisions also related to obligations arising from sales-related agreements on terms and conditions totalling kEUR 19,302.

LIABILITIES

Liabilities (in kEUR)

	Total amount	of which due within		of which more than 5 years
		up to 1 year	more than 1 year	
Liabilities to banks (previous year)	12,127 (16,056)	3,160 (3,929)	8,967 (12,127)	1,053 (2,105)
Trade payables (previous year)	98,447 (82,908)	98,447 (82,908)	0 (0)	0 (0)
Liabilities to affiliated companies (previous year)	59,970 (48,109)	59,970 (48,109)	0 (0)	0 (0)
Other liabilities (previous year)	3,622 (3,697)	3,622 (3,697)	0 (0)	0 (0)
Total (previous year)	174,166 (150,770)	165,199 (138,643)	8,967 (12,127)	1,053 (2,105)

The liabilities to banks were guaranteed by mortgages amounting to kEUR 417 (2024: kEUR 972).

Trade payables were subject to customary retention of title.

Liabilities to affiliated companies resulted from intercompany deliveries and services amounting to kEUR 12,693 (2024: kEUR 13,118) and in an amount of kEUR 47,277 (2024: kEUR 34,992) from other liabilities.

Sales by product groups (in mEUR)

	2024	2025	Change %
Fish	236	251	6,5
Fruit and vegetables	120	118	-2,1
Ready meals and other products	214	254	18,6
Services	1	1	-20,7
	571	624	9,2

(4) NOTES TO THE INCOME STATEMENT

SALES

Sales by region in mEUR (in mEUR)

	2024	2025	Change %
Germany	480	519	8.3
Sales allowances	83	87	5.2
	397	432	8.9
Outside Germany	176	193	9.4
Sales allowances	2	1	-19.3
	174	191	9.7
	571	624	9.2

PRIOR-PERIOD INCOME AND EXPENSES AND EXPENSES AND INCOME OF AN EXTRAORDINARY NATURE

The income statement of FRoSTA AG included income relating to prior accounting periods of kEUR 1,547 (2024: kEUR 2,162) and expenses relating to prior accounting periods in the amount of kEUR 428 (2024: kEUR 454). Prior-period income mainly related to the reversal of personnel provisions and other provisions. In the 2025 financial year, no expenses of exceptional scale or exceptional significance were incurred (2024: kEUR 0).

OFFSETTING OF INCOME AND EXPENSES

In 2025, income from plan assets amounting to kEUR 7 was offset against expense for the unwinding of the discount on the provision for partial retirement benefit obligations amounting to kEUR 6.

TAXES ON INCOME

Deferred taxes on temporary differences between the accounting and tax carrying amounts of assets, liabilities, prepaid expenses and deferred income were determined as follows.

Deferred tax assets and liabilities (in kEUR)

	31/12/2024		31/12/2025	
	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
Intangible fixed assets	0	1,122	0	504
Tangible fixed assets	0	1,212	0	954
Provisions for pensions	5	0	0	4
Other provisions	566	0	608	0
Trade payables	375	0	128	0
Total	946	2,334	736	1,462
Netting	-946	-946	-736	-736
Balance	0	1,388	0	726

Deferred taxes were calculated using a combined tax rate consisting of corporation tax plus solidarity surcharge and trade tax. Rather than being applied as a single rate of tax, the combined tax rate is based on the tax rates expected when the respective differences reverse in coming years. Here, the enacted changes in

the rate of corporation tax starting in 2028 have been taken into account.

A resulting theoretical tax benefit was not recognised in accordance with the option as set forth in Section 274 HGB.

(5) OTHER DISCLOSURES

OTHER FINANCIAL OBLIGATIONS

Other financial obligations (in kEUR)

	31/12/2024	31/12/2025
Obligations arising from current lease agreements	2,525	2,694
Obligations under current rental and maintenance contracts	4,878	5,674
Purchase commitments from expansion investments	5,692	7,508
Consignment agreements	1,654	1,960
Total	14,749	17,836

Remaining maturities of rental, maintenance and lease agreements as at 31 December 2025 (in kEUR)

	< 1 year	1 – 5 years	> 5 years
Future payments from current lease agreements	1,128	1,562	4
Future payments from current rental and maintenance contracts	4,510	1,161	3
Purchase commitments from expansion investments	7,508	0	0
Consignment agreements	1,960	0	0
Total	15,106	2,723	7

DERIVATIVE FINANCIAL INSTRUMENTS AND COMBINED ITEMS FOR VALUATION PURPOSES (VALUATION UNITS)

In the course of its operating activities, the Group is exposed to risks associated with changes in exchange rates in particular, which are mitigated by entering into derivative financial instruments.

FRoSTA has a risk management system in place to manage these financial market risks. The design of the risk management system is the responsibility of FRoSTA AG and is set down in writing. Currency forwards are used to hedge foreign currency risks arising from foreign currency debt, pending transactions and

transactions expected to materialise. Transactions expected to materialise mainly consist of purchases in foreign currencies. The volume of purchases in foreign currencies expected to materialise was determined on the basis of the purchasing plan. There are many purchases of a similar nature in the plan, which are almost certain to materialise.

As at the balance sheet date of 31 December 2025, the Group combined the following balance sheet items, pending transactions and transactions expected to materialise with a high degree of likelihood with derivative financial instruments to create valuation units:

Valuation units

Underlying transaction	Amount kEUR	Type of valuation unit	Hedged risk	Scope %	Effectiveness	
					Period retrospective	Period prospective
Assets	0	-	-	-	-	-
Liabilities	26,399	anticipatory	26,399	100	x	x
Pending transactions and expected transactions	32,208	anticipatory	32,208	100	x	x
Total	58,607		58,607			

Hedged risk amounts to kEUR 58,607 in total as at the reporting date.

Note the following in relation to the expected valuation units created:

All expected valuation units were created exclusively for currency forwards, the purpose of which is to hedge expected foreign currency payments. They were created in accordance with Section 254 HGB, in order

to reduce the risk associated with changes in exchange rates for future transactions.

The hedging period for the currency hedges is up to 12 months. In the case of hedged expected transactions, these essentially comprise planned purchases in foreign currency, which are expected to materialise with a high degree of likelihood.

The hedging instruments in valuation units are matched to the risk to be hedged, ensuring the highly effective offsetting of the contrary payment flows from hedging instrument and hedged risk. The hedged risk covered by the valuation units amounts to kEUR 58,607 (2024: kEUR 0) in total as at the reporting date. Hedge effectiveness within the valuation units is assessed prospectively and retrospectively based on whether the key terms of the hedging instrument perfectly match those of the hedged item ("critical terms match" method).

With the currency forwards used for hedging purposes, according to the locked-in method, there is no separate accounting for the positive and negative market values. Valuation units for currency forwards are created in the context of micro-hedges.

The following table shows the derivative financial instruments held as at the balance sheet date:

Derivative financial instruments

Type of transaction	Nominal kEUR	Market values	
		positive	negative
Currency forwards (of which in the form of a valuation unit)	58,607 (58,607)	100 100	100 100

AUDITORS' FEES AND SERVICES

The total fees invoiced by the auditors, BDO AG Wirtschaftsprüfungsgesellschaft, for the financial year are included in the relevant section of the Notes to the consolidated financial statements.

NUMBER OF EMPLOYEES

Employees (annual average)

	2024	2025
Wage earners	717	791
Salaried staff	335	343
of whom trainees	4	4
Number of employees pursuant to Section 285 no. 7 HGB	1,052	1,134
Apprentices	25	28
Total	1,077	1,162

EXECUTIVE BOARD

The following persons were members of the Executive Board of FRoSTA AG in the financial year 2025:

- Felix Ahlers, businessman, Hamburg, Chairman, as at 31 December 2025: 1,756,850 FRoSTA shares = 25.8%
- Hinnerk Ehlers, businessman, Hamburg, Executive Board Member Marketing & Sales
- Maik Busse, businessman, Bremerhaven, Executive Board Member Finance Controlling & IT (until 31 July 2025), Executive Board Member Operations and People & Culture (until 31 December 2025)
- Martin Bülow, businessman, Bremen, Executive Board Member Finance Controlling & IT (from 1 August 2025)

The total number of FRoSTA shares owned by the Executive Board as at 31 December 2025 was 1,777,368 shares = 26.1%.

SUPERVISORY BOARD

The following persons were members of the Supervisory Board of FRoSTA AG in the financial year 2025:

- Volker Kuhn, businessman, Geneva, Chairman of the Supervisory Board, Executive Vice President Europe, Mondelez
- Dirk Ahlers, businessman, Hamburg, Vice Chairman; as at 31 December 2025: 681,159 FRoSTA shares = 10.0%.
- Frank Brede, Bremerhaven, employee of FRoSTA AG, Bremerhaven

The total number of FRoSTA AG shares owned by the Supervisory Board as at 31 December 2025 was 682,539 shares = 10.0%.

REMUNERATION PURSUANT TO SECTION 285 NO. 9 HGB

The members of the Executive Board receive remuneration made up of the following components:

- a fixed basic annual salary
- a variable remuneration component for the purchase of FRoSTA shares
- a variable remuneration component dependent on consolidated pre-tax profit
- a long-term bonus component oriented towards the 3-year average return on investment (ROI) of FRoSTA AG.

The paid out total remuneration of the Executive Board of FRoSTA AG in the financial year amounted to kEUR 3,121 (2024: kEUR 4,362). Of this, the fixed remuneration came to kEUR 1,137 (2024: kEUR 987) and variable remuneration to kEUR 1,984 (2024: kEUR 3,375).

The members of the Supervisory Board receive remuneration made up of the following components:

- a fixed basic annual salary paid once a year
- a performance bonus related to earnings per share, which is also paid once a year

The remuneration of the Supervisory Board amounted to kEUR 183 (2024: kEUR 204), of which kEUR 81 (2024: kEUR 102) was variable remuneration and kEUR 102 (2024: kEUR 102) was fixed remuneration.

REPORT ON POST-BALANCE SHEET DATE EVENTS

No significant events having a material impact on the financial position, financial performance and cash flows as at 31 December 2025 occurred after the balance sheet date.

OTHER

On 22 December 2015, Mr Dirk Ahlers notified the Company that his shareholding had fallen below 25%.

On 22 December 2015, Ms Friederike Ahlers notified the Company that her shareholding had exceeded 25%.

On 22 December 2015, Mr Felix Ahlers notified the Company that his shareholding had exceeded 25%.

APPROPRIATION OF NET PROFIT

Based on 6,812,598 no-par value bearer shares, less 4,979 no-par value bearer treasury shares not entitled to a dividend in accordance with Section 71b of the German Stock Corporation Act (AktG), the number of no-par value bearer shares entitled to a dividend came to 6,807,619. At the Annual General Meeting, we will be proposing a dividend payment of EUR 2.40 per share corresponding to a total dividend payment of EUR 16,338,285.60. This payment will be taken from the net income for the year as at 31 December 2025 of EUR 24,648,783.94. The remaining EUR 8,310,498.34 will be allocated to other capital reserves.

Bremerhaven, 9 February 2026

The Executive Board

(F. Ahlers) (M. Bülow) (H. Ehlers) (T. Schulze)

INDEPENDENT AUDITORS' REPORT

TO FRoSTA AKTIENGESELLSCHAFT, BREMERHAVEN

AUDIT OPINIONS

We have audited the annual financial statements of FRoSTA Aktiengesellschaft, Bremerhaven — comprising the balance sheet as of 31 December 2025 and the income statement for the financial year from 1 January 2025 to 31 December 2025 and the notes to the annual financial statements, including the recognition and measurement policies presented therein.

In addition, we have audited the management report of FRoSTA Aktiengesellschaft for the financial year from 1 January 2025 to 31 December 2025. In accordance with the German legal requirements, we have not audited the elements of the management report included in the OTHER INFORMATION section of the management report.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as at 31 December 2025 and of its financial performance for the financial year from 1 January 2025 to 31 December 2025 in compliance with German Legally Required Accounting Principles, and
- the accompanying management report as a whole provides an appropriate view of the Company's position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements and

appropriately presents the opportunities and risks of future development. Our opinion on the management report does not cover the content of the elements in the OTHER INFORMATION section of the management report referred to above.

Pursuant to Section 322 (3) Sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the management report.

BASIS FOR OUR OPINIONS

We conducted our audit of the annual financial statements and of the management report in accordance with Section 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND OF THE MANAGEMENT REPORT SECTION of our auditors' report. We are independent of the Company in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional 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 opinions on the annual financial statements and on the management report.

OTHER INFORMATION

The executive directors and/or the Supervisory Board are responsible for the other information.

The other information comprises

- the statement on corporate governance pursuant to Section 289f (4) HGB (disclosures on the quota for women on executive boards) the management report included in the section “FRoSTA IS FOR EVERYONE – ALSO IN THE FUTURE”,
- voluntary disclosures for which no audit requirement exists included in the sections „FRoSTA UND GESUNDHEIT“, „FRoSTA CREATES BASIS FOR AI, AUTOMATION & MAXIMUM SECURITY – DATA PLATFORM IS THE KEY TO THE FUTURE“, „INTERNAL COMMUNICATION AT FRoSTA“ and „SUSTAINABILITY, ENVIRONMENT & CORPORATE SOCIAL RESPONSIBILITY“,
- the remaining parts of the annual report with the exception of the audited annual financial statements and management report and our auditors' report.

Our opinions on the annual financial statements and on the management report do not cover the other information, and we therefore do not express an opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information and, in so doing, to consider whether the other information

- is materially inconsistent with the annual financial statements, with the management report 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 of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE EXECUTIVE DIRECTORS AND THE SUPERVISORY BOARD FOR THE ANNUAL FINANCIAL STATEMENTS AND THE MANAGEMENT REPORT

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the provisions of German commercial law for stock, and that the annual financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position and financial performance of the Company. In addition, the executive directors are responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud (i.e. accounting manipulation or asset misappropriation) or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting provided no actual or legal circumstances conflict therewith.

Furthermore, the executive directors are responsible for the preparation of the management report that, as a whole, provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for

such arrangements and measures (systems) as they have considered necessary to enable the preparation of a management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the management report.

The Supervisory Board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements and of the management report.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS AND OF THE MANAGEMENT REPORT

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditors' report that includes our opinions on the annual financial statements and on the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and in compliance with

German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. 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 annual financial statements and this management report.

We exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial statements and of the management report, 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 opinions. 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 controls.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the management report 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 these internal controls or these arrangements and measures of the Company.

- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of accounting estimates and related disclosures made by the executive directors and related disclosures.
- Conclude on the appropriateness of the executive directors' 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 ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.
- Evaluate the consistency of the management report with the annual financial statements, its conformity with German law and the view of the Company's position it provides.

- Perform audit procedures on the prospective information presented by the executive directors in the management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

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.

Bremen, 9 February 2026

BDO AG
Wirtschaftsprüfungsgesellschaft

signed Zypress
Auditor

signed Kunze
Auditor

TEN-YEAR OVERVIEW FOR THE FRoSTA GROUP

Ten-year overview for the FRoSTA Group

		2025	2024	2023
Employees (average)	number	1,849	1,760	1,665
Revenue	mEUR	682	638	639
EBITDA	mEUR	70.7	79.3	68.6
Consolidated profit/loss	mEUR	37.0	42.0	34.1
Capital expenditure	mEUR	22.5	13.2	19.4
Shares	number	6,812,598	6,812,598	6,812,598
Total dividend	kEUR	16,338 ²	16,346	13,600
Dividend per share	EUR	2.40 ²	2.40	2.00
Earnings per share	EUR	5.43	6.16	5.00
Non-current assets	mEUR	117.6	115.6	122.6
Current assets	mEUR	381.9	344.5	309.7
Equity	mEUR	282.3	261.0	232.2
Equity ratio		56.7%	56.7%	53.6%
Liabilities to banks	mEUR	12.1	16.1	20.8
Return on Investment (ROI)		19.5%	22.9%	17.0%

¹ In 2018, the employees of the small sales offices in Eastern Europe were included in the calculation for the first time and the allocation of administration – previously partly included in the plant in Bydgoszcz – was adjusted, so that the comparative figure for 2017 was also adjusted accordingly.

² subject to approval by the General Meeting

		HGB ←	→ IFRS			
2022	2021	2020	2019	2018	2017	2016
1,712	1,757	1,778	1,852	1,778 ¹	1,709	1,665
579	527	552	523	509	501	466
54.8	57.0	55.8	28.8	46.6	49.3	43.8
24.3	28.6	25.1	12.4	20.0	23.4	21.6
21.0	15.0	15.2	19.7	37.3	31.6	26.0
6,812,598	6,812,598	6,812,598	6,812,598	6,812,598	6,812,598	6,812,598
10,900	10,900	10,900	10,900	10,900	10,900	10,203
1.60	1.60	1.60	1.60	1.60	1.60	1.50
3.57	4.20	3.68	1.82	2.93	3.43	3.17
121.9	121.3	125.5	130.9	135.1	115.3	89.7
258.8	202.6	181.6	189.7	193.5	194.8	181.8
205.3	193.0	175.9	165.1	169.5	161.9	145.7
53.6%	59.3%	57.7%	51.4%	51.6%	52.2%	53.7%
42.5	14.0	28.8	55.7	42.2	44.6	27.6
12.8%	15.8%	14.7%	6.9%	11.2%	15.2%	14.1%

Mit Kurkuma. Ohne Kram.

100 % frei von Zusätzen.



ist für alle da

REPORT OF THE SUPERVISORY BOARD FOR THE 2025 FINANCIAL YEAR

Dear Shareholders,

In the 2025 financial year, the Supervisory Board carried out the duties incumbent upon it under the law and the Company's Articles of Association and its own Rules of Procedure. The Supervisory Board advised the Executive Board on the running of the Company and continually supported and monitored all executive business activities. In doing so, the Supervisory Board also satisfied itself of the legality and appropriateness of the measures taken. Within the scope of this close collaboration, the members of the Supervisory Board were briefed by the Executive Board, in accordance with the legal requirements, in a regular, timely and comprehensive manner in writing, by telephone and in personal conversations on the situation of the Company and the Group, the principles of the business policy, the Company's profitability, as well as on important business transactions. Furthermore, between official meetings the Supervisory Board Chairman held regular personal meetings with the Executive Board and informed himself about the development of business. The Supervisory Board was informed and consulted in a direct and timely manner on all decisions of consequence for the Company or for which its approval is required in accordance with the law and the Company's Articles of Association or its own Rules of Procedure. Thanks to the regular, timely and detailed information received from the Executive Board, the Supervisory Board was able to completely fulfil its monitoring and consulting duties.

MEETINGS AND FOCUS OF CONSULTATIONS

As in the previous year, the 2025 financial year was again dominated by raw material price rises. In particular, it became much more expensive to purchase fish. This necessitated price increases for FRoSTA products, which in turn influenced consumer behaviour.

The Supervisory Board advised the Executive Board in-depth in relation to the challenges that ensued, including for the brand business. It was encouraging to see the FRoSTA brand business grow by 13.7% in spite of this.

The Supervisory Board convened five ordinary meetings in 2025: on 12 February 2025, 24 April 2025, 18 September 2025 and 18 December 2025, which were attended by all members. At these ordinary meetings, the Supervisory Board received reports from the Executive Board, and discussed these in detail.

The Supervisory Board also dealt in particular with the following topics at its individual meetings:

On 12 February 2025 the Supervisory Board examined and approved both the single-entity and consolidated financial statements 2024. Another main topic of the meeting was the discussion of potential cyber risks and possible security measures to address these risks.

On 24 April 2025 the Supervisory Board prepared for the virtual Annual General Meeting held on the same day and, after the AGM, discussed consequences of US tariff policy and sustainability issues for the business development of FRoSTA.

On 23 June 2025 the Supervisory Board discussed the future organisation of the Executive Board and held a resolution on changes to its organisation.

On 18 September 2025, the main topics of discussion were higher raw material prices, sufficient production capacities and service levels at the production plants as well as sustainability reporting.

On 18 December 2025 annual planning for the 2026 financial year was presented by the Executive Board, which the Supervisory Board discussed in-depth with the Executive Board, and subsequently approved. Frank Brede, employee representative on the Supervisory Board, also reported on developments at the production plants.

SINGLE-ENTITY AND CONSOLIDATED FINANCIAL STATEMENTS

The 2025 single-entity and consolidated financial statements and the management report for FRoSTA AG and management report for the Group prepared by the Executive Board were audited by BDO AG Wirtschaftsprüfungsgesellschaft, Bremen, as mandated by the Annual General Meeting. BDO AG Wirtschaftsprüfungsgesellschaft, Bremen, examined both the single-entity and the consolidated financial statements and issued both with unqualified auditors' reports.

The management reports of FRoSTA AG and of the Group were also issued unqualified auditors' reports.

The audit reports were submitted to the members of the Supervisory Board in good time. They were duly reviewed and discussed in detail by the Supervisory Board at its meeting on 11 February 2026. For its part, the Supervisory Board thoroughly reviewed the single-entity financial statements, the consolidated financial statements, the management reports of FRoSTA AG and the Group as well as the proposal on the appropriation of net retained profits.

The Supervisory Board determined that, having completed its review, it had no objections either to the single-entity financial statements as at 31 December 2025 or to the consolidated financial statements as at 31 December 2025, nor to the management reports of FRoSTA AG and the Group as at 31 December 2025. The Supervisory Board therefore unanimously approved the single-entity and consolidated financial statements prepared by the Executive Board. The annual financial statements were thereby adopted.

The Supervisory Board also approved the proposal of the Executive Board on the appropriation of net retained profits.

COMPOSITION OF THE EXECUTIVE BOARD AND THE SUPERVISORY BOARD

The Supervisory Board appointed Martin Bülow as a further Executive Board Member on 1 August 2025. He took over Finance Controlling and IT from Maik Busse, who departed the Company on 31 December 2025. In the reporting year, the Executive Board comprised Felix Ahlers (Chairman), Maik Busse, Hinnerk Ehlers and Martin Bülow.

The members of the Supervisory Board in 2025 were, unchanged, Volker Kuhn (Chairman) and Dirk Ahlers (Vice Chairman) as well as Frank Brede as employee representative.

COMMITTEES

The Finance and Personnel Committee, composed of Volker Kuhn and Dirk Ahlers, met prior to each Supervisory Board meeting and discussed in advance by phone the submitted detailed monthly earnings figures. In addition, in its meeting on 12 February 2025, the Committee discussed performance-related remuneration of the Executive Board for the 2025 financial year.

The Supervisory Board has not formed any other committees.

WORD OF THANKS

In the opinion of the Supervisory Board, FRoSTA AG overcame the challenges of the year well and made very good progress on the path to becoming a strong branded goods company. The further strong growth of the FRoSTA brand and the fact that it has for years been the strongest growth driver in the frozen food market are impressive and also encouraging. The Supervisory Board would like to express its thanks to all employees and to the Executive Board for their good work and for their unswerving commitment.

Bremerhaven, 11 February 2026

For the Supervisory Board
Volker Kuhn

MANAGEMENT BODIES

SUPERVISORY BOARD

Volker Kuhn

Geneva/Switzerland, businessman, Chairman

Dirk Ahlers

Hamburg, businessman, Vice Chairman

Frank Brede

Bremerhaven, car mechanic

EXECUTIVE BOARD

Felix Ahlers

Hamburg, Chairman

Martin Bülow

Bremen

(as of August 1, 2025)

Maik Busse

Bremerhaven

(until December 31, 2025)

Hinnerk Ehlers

Hamburg

GROUP STRUCTURE AND ADDRESSES

V

Sales

PProduction

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