fives
Industry can do it



2026 FINANCIAL REPORT
2025 Financial year






YOUR PARTNER FOR A MORE EFFICIENT AND SUSTAINABLE INDUSTRY

Fives supports leading global industrial players in sectors such as intralogistics, metals (steel, aluminum), cement and minerals, energy (nuclear and combustion), aerospace, defense, and automotive.

Fives' commitment to its clients is a long-term approach, built on combining:

- **The design and supply of installations**, machines, process equipment and production lines, along with support through commissioning and start-up.
- **A comprehensive service offering** covering the entire lifecycle of installations, optimizing and continuously supporting the operational priorities of the industrial sites.

This long-term relationship is built on the deep knowledge of local environments and the expertise of **more than 8,500 employees operating in 25 countries worldwide.**

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KEY FIGURES

MORE THAN
200 YEARS
OF HISTORY

88 nationalities represented

€2,040 M
ORDER INTAKE

MORE THAN
8,500
EMPLOYEES

€2,143 M
SALES

2,869
PATENTS IN 838 FAMILIES

€2,010 M
BACKLOG

66
NEW PATENTS FILED IN 2025

More than 100 locations
in 25 countries

38 centers
of research and tests

€41M
R&D expenditure

M€860
EQUITY

M€270
CASH FLOW

ORDER INTAKE
BY ACTIVITY

30 %
SMART AUTOMATION SOLUTIONS

38 %
PROCESS INDUSTRIES

21 %
HIGH PRECISION MACHINES

11 %
OTHER

ORDER INTAKE
BY GEOGRAPHICAL AREA

AMERICAS
27 subsidiaries
9 R&D centers
39 %

EUROPA
45 subsidiaries
26 R&D centers
35 %

AFRICA & MIDDLE EAST
5 subsidiaries
9 %

ASIA & OCEANIA
14 subsidiaries
3 R&D centers
17 %

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MANA-GEMENT REPORT

MANAGEMENT REPORT

To the sole shareholder deliberating on April 8, 2026

1. Fives Group activity in 2025

1.1. Acquisitions/Disposals

On July 7, 2025, the Group sold its Cryogenics Business Unit to Alfa Laval for €829 million. This unit comprises the companies Fives Cryo SAS (France), Fives RE Golbey (France), Fives Cryomec AG (Switzerland), Fives Cryo Inc (United States) and Fives Cryo Suzhou Co Ltd (China). This Business Unit – which was part of the energy segment within Process Industries – saw sales of around €200 million in 2024, and employed approximately 750 people.

On September 16, 2025, the Group acquired the company Pietro Carnaghi SpA in Italy (which wholly owns three subsidiaries in Germany, China and the United States) for €65 million. A leader in the design and supply of vertical lathes to machine large rotating parts, the company – which joins High Precision Machines – employs around 240 people and achieved sales of approximately €95 million in 2025. It has major clients in the aerospace, defense, marine and energy (wind and nuclear) industries.

1.2. Economic and business environment

Following a string of prolonged and unprecedented shocks, the global economy seemed to regain a degree of stability in early 2025. The first few months of the year confirmed a positive outlook for the Group's business segments: new investments announced in the United States in aerospace, general industry, steel and intralogistics; faster project examination in the aluminum sector in India and the Middle East; clear ambitions outlined in defense budgets in Europe and nuclear in France.

The policies pursued by US President Donald Trump – which had already raised questions from late 2024 – dramatically thrust the world into a new era of uncertainty, with the introduction of new tariffs in early April. Decision-making amongst major companies slowed amid escalating business tensions and fluctuations in the financial markets, unpredictable announcements and the resulting loss of confidence. This further weakened business sectors that were already struggling (e.g. the automotive industry), and the least dynamic regions (led by Europe).

After a few months of hesitation, the remarkably resilient global economy managed to adapt to the transforming landscape and even further volatility, admittedly helped by generally accommodative financial conditions. Global growth eventually stabilized, according to the IMF, at 3.3%, in line with forecasts at the start of the year.

In this context, Group order intake in 2025 totaled €2,040 million. Excluding the Cryogenics Business Unit (whose contribution pre-sale was €69 million) and the Pietro Carnaghi sub-group (which has contributed €39 million since its acquisition), order intake was €1,932 million, up €35 million compared to 2024 (€1,897 million), despite a negative exchange rate effect of €46 million.

	2024	2025
Group Total	**2,101**	**2,040**
BU Cryo	204	69
Pietro Carnaghi (PC)		39
Total - Excl Cryo & PC	**1,897**	**1,932**

More than ever, the United States remains the Group's leading country on most segments, the labor shortage being the main limiting factor to further investment acceleration, as seen in the intralogistics sector in 2025.

In Asia, India – where industrial activity is buoyed by strong domestic demand and the need to develop its infrastructure – saw excellent growth, whilst China was steady, against the backdrop of the government's targets to reduce carbon emissions, which support investments in the automotive industry (electric vehicles) and energy transformation processes (e.g. grain-oriented silicon steel). Meanwhile the Japanese economy is struggling, affected by an unprecedented loss of confidence reflected by the historic slump in the value of the yen, and serious Chinese competition in market segments that until now were protected (intralogistics, automotive).

Europe, which is impacted by US tariffs and a surge in Chinese production, was faced with its vulnerable public finances, undermining projects linked to reducing carbon emissions in process industries, and holding back announced ambitions in aerospace and defense. Yet improvements were made in 2025 thanks to some business success in intralogistics (domestic postal services and automated warehouses) and the first major order as part of the EPR2 nuclear program in France.

Finally, the Middle East – driven by the ambition to move up the value chain – remains a key location for the Group, despite a slowdown in 2025.

ORDER INTAKE BY GEOGRAPHICAL AREA (excluding Cryogenics Business Unit)

Millions of euros	2024	2025
Americas	816.9	759.3
Of which United States	*626.8*	*633.9*
Asia and Oceania	287.2	340.1
Europe	579.9	692.5
The Middle East & Africa	212.6	179.5
Total	**1,896.6**	**1,971.4**
Contribution from mature economies	72%	74%
Contribution from emerging countries	28%	26%
Of which China	*8%*	*9%*
Of which Others	*20%*	*17%*

ORDER INTAKE BY ACTIVITY

Millions of euros	2024	2025
Smart Automation Solutions	584.3	583.0
High Precision Machines	336.3	406.0
Of which Pietro Carnaghi		*39*
Process Industries	1,008.5	824.6
Of which Cryogenics	*203.9*	*68.9*
Transversal activities and other activities	171.5	226.7
Total	**2,100.6**	**2,040.3**

Smart Automation Solutions

The order intake in 2025 amounted to €583 million (including a negative exchange rate effect of €12 million), stable compared to 2024 (€584 million).

In the intralogistics segment, which accounts for around 75% of the Division's business, the expected growth in the US market did not materialize. Several major clients in the e-commerce and express mail sectors had to postpone some planned investments. This was due to an inability to mobilize enough resources internally to keep up with the initially planned capacity roll-out. In Europe, where these companies have a mature sorting center network, business was supported by modernization programs led by national postal services, an increase in automated warehouses projects (on the distribution and food and beverage markets) and service activities. Finally, order intake remained historically low in Japan, due to a decline in volumes and as facilities ordered during the wave of post-covid investment steadily came into service.

The market is also stabilizing in the industrial automation segment. Since projects linked to EVs came to a halt in 2024 (excluding Chinese manufacturers, who continue to invest), business has turned towards more traditional investments in automotive lines in the United States, as well as growing opportunities in aerospace and general industry in Europe.

High Precision Machines

The order intake in 2025 amounted to €406 million (including a negative exchange rate effect of €14 million), of which €39 million at Pietro Carnaghi. Excluding Pietro Carnaghi, it was €367 million, up around 10% compared to 2024 (€336 million).

This growth was driven by the rise in investments in the United States in defense, aerospace (particularly services to modernize the installed base , in which investment has been limited since 2019) and general industry (particularly data centers). In Europe, order intake in these sectors was just similar to 2024: various announcements (particularly in relation to sovereignty questions) have not yet translated into specific major business opportunities.

Finally, in the automotive industry (accounting for around 20% of the Division's business), the market was sluggish in all locations like in 2024, except in the United States, where manufacturers and their subcontractors continued their investment programs.

Process Industries

The order intake in 2025 amounted to €825 million (including a negative exchange rate effect of €19 million), of which €69 million in the Cryogenics Business Unit. Excluding Cryogenics, it was €756 million, down €49 million compared to 2024 (€805 million).

This decline is primarily attributable to the cement segment, where efforts to reduce carbon footprint have taken a back seat in Europe (for budget reasons) and the United States (for political reasons), and the energy segment, where investments in the oil and gas sectors have been affected by lowering prices throughout the year.

Business activity is still strong in the steel segment. In the United States, tariff announcements have encouraged companies to backshore capacity from Mexico and South Korea, and sparked interest amongst steelmakers operating mini-mills via the electric arc furnace (EAF) process, which are already highly profitable. In China, despite general overcapacity, the market for high-end galvanized sheet for the automotive industry remains strong, with several active projects.

Finally, in aluminum, the growth in global demand and the LME at historically high levels have continued to support investments, whether in capacity (particularly in India and the Middle East) or modernization (encouraging service activities in all locations).

Other activities

The order intake in 2025 amounted to €227 million. This is up €55 million compared to 2024 (€172 million), mainly due to a first major order for the EPR2 nuclear program in France. Industrial maintenance performed well, particularly in logistics, aerospace and defense.

2. Financial performance

2.1. Accounting principles and comparability elements

The Group's consolidated financial statements were prepared in accordance with the IFRS standards.

The Cryogenics Business Unit, which was sold in July 2025, was consolidated over a six-month period in 2025. It contributed €99 million and €24 million to Group sales and EBITDA, respectively.
The sale also resulted in net income of €663 million, recorded in operating profit under "Gain or loss on disposals and acquisition costs".

The Pietro Carnaghi sub-group, which was acquired in September 2025, was consolidated over one quarter in 2025. It contributed €27 million and €3 million to Group sales and EBITDA, respectively.
The accounting allocation of the purchase price led to the recognition of a €8 million badwill, recorded in profit from recurring operations under "Other operating income and expenses".

Previously accounted for using the equity method until the end of Q3 2024, AddUp is now fully consolidated. It contributed €7 million and -€3 million in 2025 and €1 million and -€3 million in 2024 to Group sales and EBITDA, respectively.
As a reminder, a €6 million badwill was recognized in 2024 when the Fives Group acquired 100% control of AddUp.

Considering the sharp depreciation of all other Group functional currencies against the euro, a negative exchange rate effect was recorded totaling €49 million for sales and €3 million for EBITDA.

The analysis presented below on a like-for-like basis (scope and exchange rate) do not include the Cryogenics business unit, the Pietro Carnaghi sub-group or AddUp, and are based on 2024 exchange rates.

2.2. Group Results in 2025

Sales

Sales for 2025 amounted to €2,143 million, a decline of €138 million on 2024 (€2,281 million).
On a like-for-like basis, sales totaled €2,059 million, stable compared to 2024 (€2,063 million).

Gross profit

The gross profit for 2025 was €407 million, representing 19.0% of sales. On a like-for-like basis, it was €374 million, i.e. 18.2% of sales, down 1.1 points compared to 2024. This decline is due to:

- a rise in fixed production costs, which could not be offset by volumes remaining stable. Actions have been launched to reduce these costs in 2026;
- margin erosions on some large orders, now close to completion, for which customer acceptance is expected in 2026.

General expenses (including R&D)

General expenses totaled €350 million in 2025, stable compared to 2024 (€352 million).
On a like-for-like basis, they were €334 million, up €7 million (2%) compared to 2024, due to annual salary rises (3% on average worldwide). Operating expenses were controlled and are stable compared to the previous year.

Summary of consolidated figures

Millions of euros	2024	2025
Sales	**2,280.9**	**2,142.6**
Gross profit	469.5	406.8
General expenses (including R&D)	-352.3	-349.6
Other operating income and expenses	7.4	3.3
Employee profit sharing and bonus schemes	-6.6	-5.8
Amortization of intangibles related to acquisitions	-3.6	-3.0
Profit from recurring operations (EBIT)	**114.4**	**51.7**
EBITDA	**168.4**	**105.3**
Restructuring costs	0.2	-8.6
Gain or loss on disposals and acquisition costs	-1.7	660.4
Impairment losses	-0.6	-139.4
Operating profit	**112.3**	**564.1**
Financial result	-22.4	-38.4
Income tax expense	-44.7	-49.6
Share of profit (loss) of associates	-6.7	0.4
Net consolidated profit (loss)	**38.5**	**476.5**
Net profit (loss), Group share	38.2	476.5

SALES BY ACTIVITY

Millions of euros	2024	2025
Smart Automation Solutions	659.0	717.9
High Precision Machines	321.9	341.6
Of which Pietro Carnaghi		*27.4*
Process Industries	1,132.7	910.5
Of which Cryo	*216.2*	*98.7*
Transversal activities and other activities	167.3	172.6
Total	**2,280.9**	**2,142.6**

SALES BY GEOGRAPHICAL AREA (excluding Cryogenics Business Unit)

Millions of euros	2024	2025
Americas	875.6	793.5
Asia and Oceania	320.1	421.4
Europe	647.8	629.5
The Middle East & Africa	221.2	199.5
Total	**2,064.7**	**2,043.9**
Contribution from mature economies	70%	72%
Contribution from emerging countries	30%	28%
Of which China	*6%*	*11%*
Of which Others	*24%*	*19%*

Other operating income and expenses

In 2025, they represented net income of €3 million, compared to net income of €7 million in 2024. Notably, this included the badwill recorded for Pietro Carnaghi and AddUp respectively.

On a like-for-like basis, they were down €4 million, due to extra non-recurring legal and regulatory costs.

Employee profit sharing and bonus schemes

In 2025, they represented an expense of €6 million, stable compared to 2024 (€5 million) on a like-for-like basis.

EBITDA

EBITDA for 2025 was €105 million, around 5% of sales.
On a like-for-like basis, it totaled €77 million, down €34 million compared to 2024 (€111 million), subject to margin (€23 million), higher general expenses (€7 million), and other operating income and expenses (€4 million).

Profit from recurring operations

Profit from recurring operations in 2025 totaled €52 million. On a like-for-like basis, it was €28 million, down €35 million compared to 2024 (€63 million).

Restructuring costs

Restructuring costs totaled €9 million in 2025. They mainly pertain to redundancy schemes at companies in the Smart Automation Solutions and High Precision Machines Divisions that are exposed to the automotive industry in France, the United Kingdom and to a lesser extent, Mexico. They also include costs linked to the reorganization of management bodies following the sale of the Cryogenics Business Unit.

As a reminder, there was no restructuring process in 2024.

Gain or loss on disposals and acquisition costs

There was a gain of €663 million from disposals in 2025, corresponding to net income from the sale of the Cryogenics Business Unit. Acquisition costs totaled €2 million and relate to acquisition of the sub-group Pietro Carnaghi.

Impairment losses

Impairment tests on intangible assets led to impairment losses of €139 million being recorded, mainly in the High Precision Machines and Smart Automation Solutions Divisions. Specifically, impairment of €112 million was recorded under goodwill of the High Precision Machines Division, reflecting worsening market prospects in the automotive industry.

Operating profit

Operating profit was €564 million in 2025, up €452 million compared to 2024 (€112 million) due to the capital gain from the sale of the Cryogenics Business Unit, despite the decline in profit from recurring operations and impairment losses.

Financial result

The financial result was in the red by €38 million in 2025, compared to a €22 million loss in 2024.

- The cost of net financial debt amounted to €17 million in 2025, which is an improvement of €9 million on 2024 (€26 million). This was due to the reduction in gross debt and reduced use of short-term bank facilities during the year.
- Other financial items were in the red by €21 million in 2025, compared to a €4 million profit in 2024. This decline is due to the exchange rate effect (-€20 million compared to 2024), notably recorded on the unhedged portion of intra-group loans in foreign currencies with long maturities. An exchange rate loss (partially unrealized) was recorded in 2025, notably due to the dollar's depreciation against the euro, whilst an exchange rate gain was recorded in 2024 due to the dollar's appreciation.

Income tax expense

The income tax expense for 2025 totaled €50 million, up €5 million on 2024 (€45 million) – despite the drop in profit from recurring operations – due to tax on the capital gain from the Cryogenics Business Unit. This tax impact was recorded in France (on the taxable portion of costs and charges of 12%) and in China.

Share of profit (loss) of associates

This item is not material in 2025. In the past, it primarily comprised the portion of AddUp's net profit or loss when this company was jointly owned with Michelin (loss of €6 million in 2024), which is no longer the case since October 2024, when it became wholly owned by Fives.

Net profit (loss)

Net consolidated profit was €477 million in 2025, very significantly up (+€438 million) compared to 2024 (€39 million).

3. Fives Group prospects in 2026

The closing order book in 2025 totaled €2,010 million, down €74 million compared to the closing book in 2024 excluding the Cryogenics Business Unit (€2,084 million).

At the exchange rates seen at the end of 2024, it would have been €114 million higher, and therefore up (+€40 million) in 2025. Although down due to the exchange rate, the order book brings more workload for 2026 than in 2025 in most Group subsidiaries.

ORDER BOOK BY ACTIVITY
(excluding Cryogenics Business Unit)

Millions of euros	31.12.24	31.12.25
Smart Automation Solutions	748.1	566.7
High Precision Machines	299.1	447.0
Process Industries	835.9	740.7
Transversal activities and other activities	200.2	255.6
Total	**2,083.3**	**2,010.0**

ORDER BOOK BY GEOGRAPHICAL AREA

Millions of euros	31.12.24	31.12.25
Americas	775.4	698.1
Asia and Oceania	495.3	390.0
Europe	601.7	735.8
The Middle East & Africa	210.9	186.2
Total	**2,083.3**	**2,010.0**
Contribution from mature economies	72%	74%
Contribution from emerging countries	28%	26%
Of which China	*11%*	*6%*
Of which Others	*17%*	*20%*

The business prospects for 2026 also seem to be well-oriented.

Despite the persistent uncertainty caused globally by the policies pursued by US President Donald Trump, this creates very positive prospects for the Group in the US: in process industries (where major projects are emerging due the problems with tariffs and "Made in America"), intralogistics (where the decline in immigration accelerates the need for automation) and machine tools (notably through investments in the aerospace and defense sectors, which remain strategic).

The global geopolitical context causes Europe to put sovereignty issues back on the table, which should result in growing opportunities in aerospace and defense.

Finally, the Group is getting stronger in India, where growth prospects in the process industries are promising.

Following the outbreak of the conflict in the Middle East at the end of February 2026, the first measures taken by the Group were to ensure the safety of the more than 200 employees working in the region. . After a break period, the work of Fives teams and local subcontractors at client sites for current projects or services have resumed, on a case-by-case basis, to support our customers' operations. The situation on the ground is monitored on a daily basis.

The Middle East represented 5% of the Group's order book ending December 2025 (mainly in the aluminum segment in the Process Industries Division), with one-third local activity and two-thirds export contracts, mainly from Europe. Orders execution is currently continuing. So far, this situation is not jeopardizing Group prospects generally for 2026. However, it is still too early to measure all potential financial consequences, whether direct (business in the region) or indirect (supply chain disruptions, increases in the cost of raw materials, energy and transport, etc.).

II

NON-FINANCIAL INDICATORS

NON-FINANCIAL INDICATORS

As a designer of machines, process equipment and production lines for the world's largest industrial groups, Fives is at the core of many of the sustainable development issues faced by industry. To meet these sustainability and industrial performance challenges, Fives designs innovative products that combine energy efficiency, emissions reduction, and machine safety.

To better address the demands of our clients and, more widely, of all our stakeholders in these areas, indicators have been developed to steer and monitor the Group's performance levels against social, environmental and innovation criteria. Our reporting system is designed so that we can measure the progress of the Group's initiatives and regularly report changes.

The Social, Innovation and Ethics reports are scoped in line with the financial consolidation process. Health & Safety and Environmental data, on the other hand, is based on workforce and activity criteria, which may lead to differences in scope.

SOCIAL INDICATORS

	2019	2024	2025	Americas	France	Europe excl. France	Asia and Africa*
Employees	8,427	9,261	**8,551**	1,994	4,057	1,430	1,070
Workforce at year-end from acquisitions completed/inputs in the year	0	0	**237**	9	0	228	0
Workforce at year-end of companies entering the consolidated scope	0	159	**0**	0	0	0	0
Number of new hires (open-ended contracts)	950	1,439	**1,135**	366	534	78	157
Workforce by gender							
Percentage of men	84%	83%	**82%**	82%	83%	82%	81%
Percentage of women	16%	17%	**18%**	18%	18%	18%	19%
Share of women in management - total	17%	18%	**18%**	20%	19%	22%	14%
Share of women among CEOs	3%	9%	**13%**	8%	18%	10%	13%
Share of women on Management Committees	15%	23%	**22%**	22%	26%	15%	22%
Share of women managers who report directly to a Management Committee member	18%	20%	**21%**	23%	19%	33%	17%
Number of nationalities	65	87	**88**				
Employees by age range							
Under 20	0%	0%	**0%**	1%	0%	0%	0%
20 to 29	12%	14%	**14%**	15%	15%	11%	12%
30 to 39	28%	26%	**25%**	23%	25%	23%	34%
40 to 49	26%	27%	**26%**	21%	27%	25%	33%
50 to 59	25%	24%	**25%**	22%	26%	30%	16%
60 and over	9%	9%	**10%**	18%	7%	11%	5%
Employees by length of service							
Under 5 years	42%	45%	**49%**	57%	48%	39%	47%
5 to 10 years	19%	21%	**20%**	19%	19%	25%	24%
11 to 15 years	12%	9%	**9%**	7%	9%	10%	12%
16 to 20 years	7%	9%	**8%**	4%	9%	9%	8%
21 to 25 years	6%	5%	**5%**	2%	6%	4%	4%
26 to 30 years	5%	4%	**4%**	3%	4%	6%	2%
31 to 35 years	4%	3%	**2%**	3%	3%	3%	1%
36 to 40 years	3%	2%	**2%**	2%	2%	3%	1%
41 years or more	2%	1%	**1%**	3%	0%	1%	1%

(*) Including the Middle East and Australia

	2019	2024	2025
Employees by region			
Americas	21%	22%	**23%**
France	50%	49%	**47%**
Europe (excluding France)	15%	15%	**17%**
Asia and Africa (including the Middle East and Australia)	14%	14%	**13%**
Employees by Activity			
Smart Automation Solutions	18%	23%	**25%**
High Precision Machines	21%	18%	**21%**
Process Industries	41%	39%	**33%**
Head office	2%	2%	**2%**
Other	18%	18%	**19%**
Skills and mobility management			
% of employees receiving a regular appraisal interview	76%	83%	**80%**
% of employees having attended at least one training course	70%	76%	**86%**

In 2025, the Group recorded a significant decrease in its workforce, which stood at 8,551 employees compared with 9,261 in 2024, representing a 7.6% decline. This change is explained by the divestment of the Cryogenics Business Unit (751 employees). On a like-for-like basis, the decrease remains limited (-1.7%), reflecting the continuation of a high level of permanent hires despite a context marked by a slight increase in departures, particularly in France and across Europe. In this context, we kept expanding our Search@Fives unit to further strengthen the efficiency and quality of in-house recruitment within the Group, especially in the most dynamic regions.

In terms of diversity, the proportion of women in the workforce increased slightly in 2025, driven in particular by a lower rate of female departures. The share of women in management positions remained broadly stable, although the year was marked by a significant rise at Executive Committee level, where female representation increased by four points following several appointments in 2025.

The annual appraisal rate remained high despite a three-point decrease, and more than 30 entities improved their coverage compared with 2024.

Training reached a record level, with 86% of employees receiving training (+10 points vs. 2024). More than 200,000 hours of training were delivered (+11%), mainly focused on technical and safety-related topics.

INNOVATION INDICATORS

	2019	2024	2025
R&D expenditure in millions of euros	33.6	43.1	**41.2**
Breakdown of R&D expenditure			
Costs of patents and trademarks	8%	7%	**6%**
Standards and formalization of know-how	7%	7%	**9%**
Continuous improvement of products	25%	24%	**25%**
Development of new products and processes	46%	44%	**40%**
Research and radical innovation activities	14%	18%	**20%**
Patents and trademarks			
Number of current patents held	1,952	2,869	**2,819**
Number of current patent families	609	838	**782**
Number of patents registered for the first time (new inventions patented)	46	72	**66**
Number of first-time patents registered relating to equipment energy and environmental performance	8	20	**20**
% of these first-time patents that relate to equipment energy and environmental performance	17%	28%	**30%**
Number of "product" trademarks registered or being registered	137	151	**150**
Number of R&D and test centers			
Number of R&D and test centers[1] *France: 19, Americas: 9, Europe (excl. France): 7, Asia: 3*	30	38	**38**

1 Including all subsidiaries conducting their own R&D product testing in dedicated locations

The Group's Research & Development efforts remain focused on the market's main expectations:
- reducing the carbon emissions of industrial processes;
- increasing the use of low-carbon energies;
- digitalization, IA, and cybersecurity;
- urban logistics.

The innovation drive of recent years carries on in 2025:

The Group's R&D expenditure amounted to €41.2M in 2025, remaining on a stable trajectory compared with previous years. The slight variations observed in the allocation of spending do not alter the overall momentum. The distribution of efforts across radical innovation, new product development, and enhancements to the existing range remains consistent with previous years.

The Cryogenics Business Unit had been a major contributor to the Group's patent portfolio, with 76 patent families and 151 patents at the end of 2024, as well as 17 new filings in 2024. Its divestment in 2025 explains the decline in patent-related indicators at year-end 2025.

Finally, with 66 new patented inventions in 2025, activity increased across the rest of the Group.

ETHICS & COMPLIANCE INDICATORS

	2019	2024	2025
Ethics and Compliance training (including anti-corruption, business ethics, export controls, anti-harassment, GDPR, etc.)	432	6,634	**8,247**
including e-learnings in Business Ethics and the Anti-Corruption field	-	4,326	**7,229**

As part of its commitment to business ethics and the fight against corruption, the Group has implemented a robust compliance programme in line with the 'Sapin II' law of 9 December 2016.

The Group follows a structured approach aimed at embedding a culture of integrity and responsibility at all levels. A sectoral and geographical organisation is in place to address compliance requirements globally and locally, with careful consideration of local cultural and regulatory factors. To achieve this, the Group relies on regional Compliance Officers and designated contacts within its divisions and subsidiaries.

This network enables the effective deployment of the Group's anti-corruption policies and Code of Conduct, ensuring the regular and targeted sharing of updated corruption risk maps, along with the implementation of appropriate training initiatives.

Once again this year, Fives has continued its efforts to raise employee awareness through its e-learning and in-person training programs, particularly covering areas such as anti-corruption, business ethics, whistleblowing, personal data protection, anti-discrimination, competition law compliance, and, more broadly, adherence to the Group's Code of Conduct.

In addition to our compliance system, the Group has strict procedures for controlling exports, compliance with international sanctions and the management of dual-use goods, in order to prevent any risk of violation of the regulations in force.

Finally, the Group integrates compliance checks into its third-party selection processes, conducting enhanced assessments of high-risk partners and suppliers. This approach is designed to mitigate corruption risks while ensuring thorough screening against sanctions lists and high-risk areas.

INTRODUCTION TO DATA BY SITE ON THE HEALTH & SAFETY & ENVIRONMENT

Health, Safety and Environment reporting covers all sites with an average workforce of more than 10 employees in 2025, as well as all sites with industrial activities.

The 2025 results include the half-year data of three subsidiaries from the Cryogenics Division that exited the reporting scope in July 2025.

In addition, a French subsidiary recently integrated into the Group has been added to the reporting scope.

CROSS-SECTIONAL INDICATORS

	2019	2024	2025[1]	Americas	France	Europe excl. France	Asia and Africa*
Number of subsidiaries	74	74	**70**	19	23	12	16
Subsidiaries integrated into the CSR scope	2	3	**1**	0	1	0	0
Total number of sites	108	97	**100**	21	41	17	21
Industrial sites	43	39	**42**	12	14	7	9

* Including the Middle East and Australia

[1] The 2025 results include the half year data of three subsidiaries that exited the scope in July 2025

HEALTH & SAFETY INDICATORS

	2019	2024	2025
Number of sites with safety certification*	29	29	**25**
Number of sites with safety certification in progress	1	6	**5**
Percentage of industrial sites with safety certification	33%	44%	**50%**
Percentage of subsidiaries with a written and distributed Health & Safety Policy	88%	81%	**82%**
Number of Health and Safety FTEs[1] in the Group	71	84	**77**
Number of fatal accidents	1	0	**1**
Number of lost-time accidents ≥ 1 day	54	42	**39**
Frequency rate (Number of lost-time accidents (≥ 1 day) x 1,000,000 / Number of hours worked)	3.39	2.47	**2.41**
Severity rate (Number of lost days following an accident (≥ 1 day) x 1,000 / Number of hours worked)	0.20	0.10	**0.10**

[1] FTE: Full-Time Equivalent
* OHSAS 18001 or French MASE (“Manuel d’Amélioration Sécurité des Entreprises” certification “Corporate Safety Improvement Manual”, French safety management system)

The decrease in the number of safety-certified sites between 2024 and 2025 is mainly due to the divestment of the Cryogenics Business Unit. However, the proportion of certified industrial sites increased, reflecting a commitment to structuring our Health & Safety approach.

In terms of accident rates, the reduction in lost-time accidents (from 42 to 39) and the improvement in the frequency rate confirm the effectiveness of prevention measures. The severity rate remains under control.

Despite the progress made on safety indicators, 2025 was marked by a fatal accident, highlighting that safety awareness and prevention efforts must remain an absolute and constant priority.

ENVIRONMENTAL INDICATORS

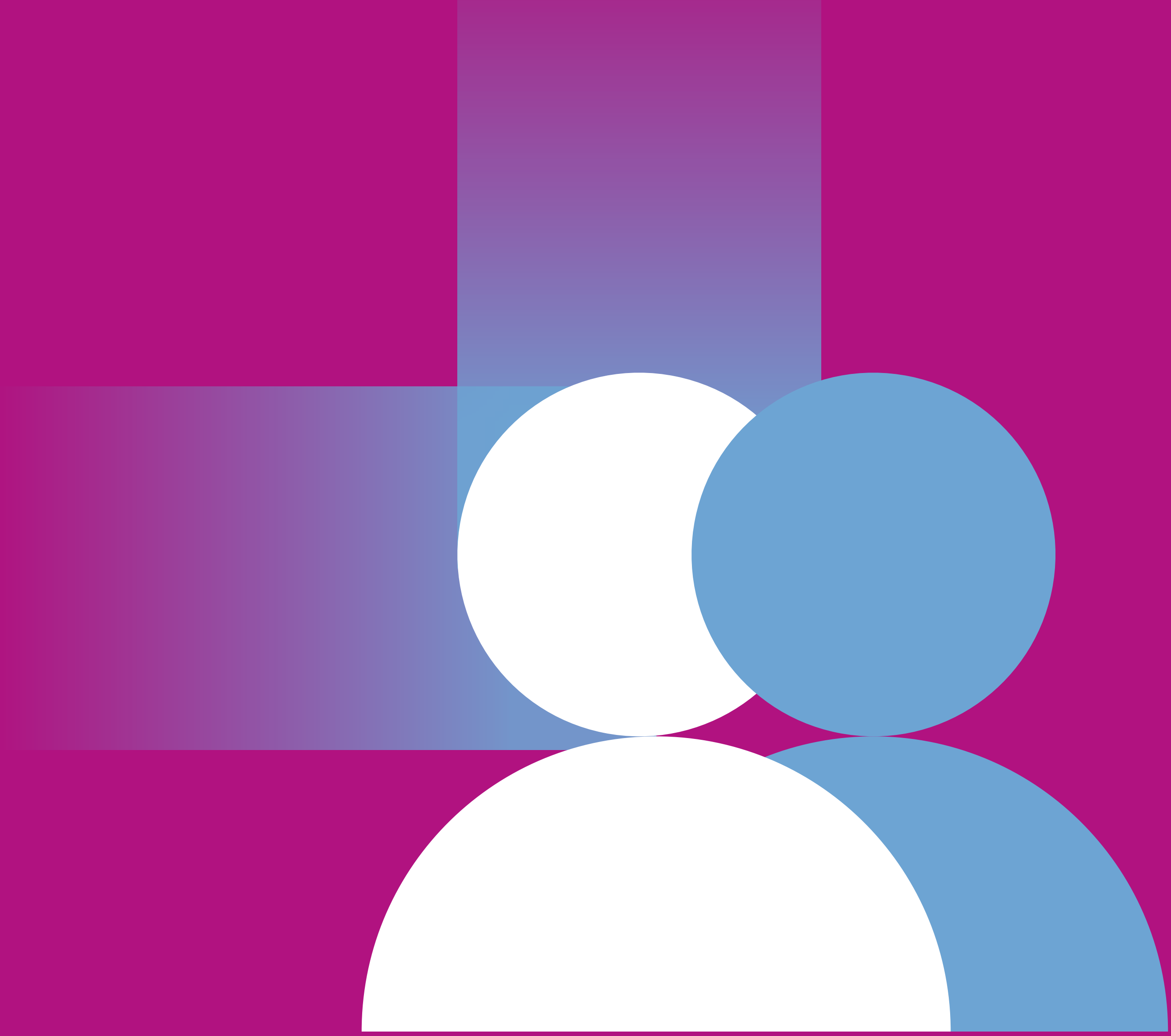
	2019	2024	**2025[1]**	Americas	France	Europe excl. France	Asia and Africa*
Number of sites with ISO 14001 certification (all types of site)	47	46	**47**	12	17	11	7
ISO 14001 certification for industrial sites							
Number of industrial sites	43	39	**42**	12	14	7	9
Number of certified industrial sites	34	32	**32**	10	11	7	4
Percentage of industrial sites with certification	79%	82%	**76%**	83%	79%	100%	44%
ISO 14001 certification of other types of site (offices, combined sites)							
Number of non-industrial sites with certification	13	14	**15**	2	6	4	3
Percentage of non-industrial sites with certification	20%	30%	**32%**	17%	35%	36%	43%
Water consumption							
Water consumption (industrial sites) in m^3	97,038	103,337	**88,369**	18,070	26,142	20,239	23,918
Water consumption in liters per hour worked (employees + temporary workers)	7.6	6.1	**5.5**	4.4	3.6	9.1	9.5
Energy consumption in GWh							
Electricity consumption in GWh	64	64	**55**	25	18	5	7
Natural gas and heating oil consumption in GWh	84	66	**67**	26	30	9	2
Total energy consumption in GWh	148	130	**122**	51	48	14	9
Energy consumption in kWh per hour worked (employees + temporary workers)	9.3	7.6	**7.5**	12.3	6.6	6.3	3.6
Greenhouse gas emissions (Scope 1 & 2)							
Scope 1 (tons of CO_2 eq.)	15,558	12,264	**12,594**				
Scope 2 (tons of CO_2 eq.)	18,122	14,362	**11,717**				
Scopes 1 & 2 (tons of CO_2 eq.)	33,680	26,626	**24,311**				

* Including the Middle East and Australia
[1] The 2025 results include the half year data of three subsidiaries that exited the scope in July 2025.

In 2025, the Group continued to roll out its Climate strategy, structured around three key priorities:
- provide clients with solutions to reduce their own CO_2 emissions;
- focus business development on markets that support the low carbon transition;
- lead by example by reducing CO_2 emissions from its own activities (scope 1 & 2), with a quantified target of a 30% reduction between 2019 and 2030, in line with the Paris Agreement.

In 2025, energy consumption per hour worked remained stable compared with 2024. Gas and fuel oil consumption increased due to the harsh winter experienced in certain regions. In contrast, electricity consumption fell significantly as a result of action plans implemented across our main subsidiaries.

Finally, while Fives reduced its total energy consumption by 6% and its Scope 1 & 2 CO_2 emissions by 8% between 2024 and 2025, these results are mainly attributable to the divestment of the Cryogenics Business Unit. The reduction in Scope 1 & 2 emissions now stands at 28%, compared with the target of a 30% reduction by 2030.



III

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

Fives, a Simplified Joint Stock Company (Société par Actions Simplifiée or SAS), is chaired by Frédéric Sanchez, who acts under the supervision of a Supervisory Committee.

SENIOR MANAGEMENT

Senior Management consists of the Chairman & Chief Executive Officer.

The Chairman & Chief Executive Officer represents Fives with third parties and is vested with the broadest powers to act on behalf of Fives in all circumstance within the remit of the corporate purpose, excluding the powers expressly granted by law and the articles of association to the shareholders and Supervisory Committee.

Composition of Senior Management

Frédéric Sanchez, 66 years old, Chairman & Chief Executive Officer. Appointed to this role on December 20, 2018, for an unlimited term.

THE SUPERVISORY COMMITTEE

The Supervisory Committee is a statutory body of Fives. Its main duties are as follows:

- It acknowledges the quarterly report prepared by the Chairman & Chief Executive Officer concerning the proper functioning of the Fives Group.
- It checks and verifies Fives' annual corporate financial statements and consolidated financial statements which are presented to it by the Chairman & Chief Executive Officer within four months after the end of the financial year. If it so wishes, it presents its observations on the Chairman & Chief Executive Officer's management report and the annual corporate financial statements and consolidated financial statements to the shareholders.
- It rules on requests for prior approval regarding decisions and operations which it receives.
- It can decide to create specific committees responsible for looking into issues submitted by itself or the Chairman & Chief Executive Officer for their opinion. In this context, an Audit Committee was created.
- It may also, as part of its powers, examine any issue of interest to Fives and its Subsidiaries, at any moment conduct verifications and controls that it deems useful and may also request, within a reasonable time limit, any documents that it believes will help it to fulfill its mission.

It meets at least four times a year.

Composition of the Supervisory Committee

Jean-Dominique Senard, 73 years old, Chairman and member of the Supervisory Committee.
Reappointed respectively on March 28, 2025, and April 10, 2025, his terms of office will expire at the end of the General Meeting called to approve the 2027 financial statements.

Alain Cianchini, 43 years old, member of the Supervisory Committee.
Reappointed on April 5, 2023, his term of office will expire at the end of the General Meeting called to approve the 2025 financial statements.

Bpifrance Investissement, represented by Samuel Dalens, 43 years old, member of the Supervisory Committee.
Appointed on March 6, 2024, his term of office will expire at the end of the General Meeting called to approve the 2026 financial statements.

François Dufresne, 65 years old, member of the Supervisory Committee.
Reappointed on April 9, 2024, his term of office will expire at the end of the General Meeting called to approve the 2026 financial statements.

Dominique Gaillard, 66 years old, member of the Supervisory Committee.
Reappointed on April 9, 2024, his term of office will expire at the end of the General Meeting called to approve the 2026 financial statements.

Stéphane Guichard, 48 years old, member of the Supervisory Committee.
Reappointed on April 9, 2024, his term of office will expire at the end of the General Meeting called to approve the 2026 financial statements.

Heyoung H Lee Bouygues, 54 years old, member of the Supervisory Committee.
Reappointed on April 9, 2024, her term of office will expire at the end of the General Meeting called to approve the 2026 financial statements.

Antonio Marcegaglia, 62 years old, member of the Supervisory Committee.
Reappointed on April 9, 2024, his term of office will expire at the end of the General Meeting called to approve the 2026 financial statements.

Laurence Parisot, 67 years old, member of the Supervisory Committee.
Reappointed on April 9, 2024, her term of office will expire at the end of the General Meeting called to approve the 2026 financial statements.

Philippe Reichstul, 77 years old, member of the Supervisory Committee.
Reappointed on April 9, 2024, his term of office will expire at the end of the General Meeting called to approve the 2026 financial statements.

The Fives managing bodies are assisted in their decision-making by a Senior Executive Committee.

SENIOR EXECUTIVE COMMITTEE

Reporting to the Chairman & Chief Executive Officer of Fives, the Senior Executive Committee:

- rules on the Group's cross-business policies and defines its priorities;
- manages operational and organizational matters common to the Divisions;
- makes budget-related decisions;
- and considers the Group's structural and strategic changes.

It also manages unforeseen events with a potentially significant impact on the Group's operations, as well as crises or emergency situations.

It meets at least once every six weeks.

Composition of the Senior Executive Committee

Frédéric Sanchez, 66 years old, Chairman & Chief Executive Officer
Suresh Abye, 47 years old, Finance Director
Hervé Boillot, 56 years old, Corporate Development Director
Sébastien Gauguier, 50 years old, Deputy General Manager, President of Aluminium and Maintenance
Arnaud Lecœur, 55 ans, General Counsel
Guillaume Mehlman, 61 years old, Deputy General Manager, President of Steel&Glass, Cement, Minerals & Sugar and Combustion
Céline Morcrette, 47 years old, Deputy General Manager, Human Resources Director
Lorenzo Moroni, 54 years old, President of Intralogistics
Michelle Shan, 60 years old, Senior Vice President International Development

THE COUNTRY COORDINATION AND STEERING COMMITTEES

These committees ensure, at the local level, the implementation of cross-functional policies, taking into account geographical specificities and fostering synergies.

They bring together the Chief Executive Officers of the Subsidiaries in the relevant country, as well as local operational directors.

They meet at least twice a year.

THE AUDIT COMMITTEE

This committee was created by the Supervisory Committee.

Its general role is to assist the Supervisory Committee to monitor issues relating to the preparation and verification of financial and accounting information, and more specifically:

- the process of preparing financial information;
- the effectiveness of the internal control and risk management systems;
- the verification of corporate and consolidated financial statements by the statutory auditors.

It meets at least four times a year.

Composition of the Audit Committee

Heyoung H Lee Bouygues, Chairman of the Audit Committee.
François Dufresne, member of the Audit Committee.
Alain Cianchini, member of the Audit Committee.
Dominique Gaillard, member of the Audit Committee.
Stéphane Guichard, member of the Audit Committee.
Samuel Dalens, representing Bpifrance Investissement, member of the Audit Committee.

INTERNAL CONTROL

The internal control procedures applied within the Group are intended:

- to ensure that management actions and the conduct of transactions reflect the Group's fundamental values and comply with applicable laws and regulations, the guidelines issued by the Group's governing bodies, and internal standards and rules;
- to ensure that the accounting, financial and management information gives a fair and accurate picture of the Group's activities and position.

Concerning the prevention and management of risks, the Group's organization is based on:

- the quality, personal involvement and accountability of management teams at each Group company;
- the coordination by Division and, where applicable, by Business Unit;
- the implementation, as part of concerted action by all Group companies and the Divisions they report to, of Directives. These Directives are a major risk management tool and provide the basis for the internal limitations set by the Boards of Directors (or equivalent bodies) of Group companies on the powers of their Chief Executive Officers (or equivalent position).

Every material binding offer is subjected to an in-depth review intended to avoid exposure to risks that could have a significant adverse effect on the financial outcome of the proposed contract or an adverse impact on the business or reputation of the Company in a given business sector or geographic region.

Similarly, each material contract in progress is reviewed in detail at least once each quarter by the main managers of each Group company so as to make a detailed assessment of contract progress, review the technical, financial and contractual issues involved, and make any relevant decisions.

With regard to the preparation and processing of accounting and financial information, internal control is based on:

- the implementation of professional accounting and financial procedures throughout the Fives Group by building on the experience of its staff;
- uniform guidelines, accounting methods and consolidation rules;
- a common integrated consolidation and management application, thus ensuring the consistency of accounting data and management information.

EXTERNAL CONTROL

The Company's Statutory Auditors are:

- **Ernst & Young et Autres**, represented by Sébastien Vouaux, reappointed on April 9, 2024.
- **Deloitte & Associés**, represented by Sébastien Pleynet, reappointed on April 9, 2024.

Their terms of office will expire at the end of the General Meeting called to approve the 2029 financial statements.

As part of their legal assignment, the Statutory Auditors carry out a limited review of the half-yearly consolidated financial statements and a complete audit of the annual corporate and consolidated financial statements. The corporate and consolidated financial statements have, to date, been approved without qualifications.

IV

FINANCIAL AND LEGAL INFORMATION

FINANCIAL AND LEGAL INFORMATION

FINANCIAL INFORMATION

Share capital
As of December 31, 2025, Fives's share capital amounts to €102,723,764, divided into 2,185,612 fully paid-up shares with a par value of €47 each. The shares are registered shares.
There are no other securities giving access to the capital.

Changes in the share capital
In 2025 the share capital was not subject to any changes.

Share ownership
Since 2018, La Caisse, formerly Caisse de Dépôts et Placements du Quebec (CDPQ) and the Public Sector Pension Investment Board (PSP), two of Canada's largest pension investment managers, have been minority shareholders of the Group, alongside management and Ardian, which has been a shareholder since 2012 and retains a minority stake. In 2024, Bpifrance Investissement, one of the largest asset management firms in France joined them.

Stock options and allocation of bonus shares
The company had not put in place any stock option plans or allocation of bonus shares as at December 31, 2025.

Dividends / Distribution of reserves
No dividends were paid in 2023, 2024 and 2025.

LEGAL INFORMATION

Company name and registered office
Fives, 3 rue Drouot, 75009 Paris.

Legal form
Simplified joint stock company (Société par Actions Simplifiée) since December 20, 2018.

Term
The term of the company is set at January 1, 2039, unless the company is wound-up early or the term is extended.

Trade and companies register
Registered with the Paris Trade and Companies Register under number 542 023 841.

Financial year
From January 1 to December 31.

Purpose (summary of Article 2 of the Memorandum and Articles of Association)
The Company's object is, directly or indirectly, in France and abroad, all engineering activities in the areas of industry and in particular in the areas linked to the production and to the use of energy, the production of aluminium, cement, glass, steel, sugar and chemical products, the manufacturing industry (automotive, aeronautics, logistics, etc.) and, in this context, all activities relating to the design, development and completion of projects of all kinds in the form of the provision of services, design offices and engineering advice as well as the design, development and acquisition of all property rights, processes and all industrial manufacturing resources, entering into all licensing agreements or any agreements relating to these assets.

Appropriation of income (summary of Article 27 of the Memorandum and Articles of Association)
A sum corresponding to at least five percent (5%) of the annual profit, less any deferred losses, shall be allocated to the legal reserve. This allocation is no longer mandatory when the legal reserve reaches a tenth of the share capital; it becomes mandatory once more if, for whatever reason, the legal reserve falls below this amount.

The balance plus retained earnings, if any, form the distributable earnings.

This profit is available to the shareholders who have the sole authority to decide how to allocate it. As such, the shareholders may appropriate all or some of this profit to transfer it to all of the general and specific reserves, carry it forward, or distribute it among the shareholders, in compliance with articles L. 232-11 et seq. of the French Commercial Code.

The balance, if any, is allocated to the sole shareholder or, if there is more than one shareholder, is shared by decision of the shareholders subject to the quorum and majority requirements stipulated in Article 23 of the Memorandum and Articles of Association, in proportion to the number of shares held by each of them.

In addition, the shareholders, in accordance with the conditions stipulated in Article 23 of the Memorandum and Articles of Association and in accordance with articles L. 232-11 et seq. of the French Commercial Code, may decide to distribute sums deducted from the reserves available to the company, specifically indicating the reserve items from which the sums are to be deducted. However, the dividends are deducted as a priority from the profits of the current fiscal year.

After the financial statement approval process, losses, if any, are recorded in the balance sheet in a separate account and carried forward, to offset against future profits until exhausted.

Each shareholder's share of the profit and their contribution to the losses is proportional to their portion of the share capital.

Conditions governing General Meetings (summary of Articles 21, 22 and 23 of the Memorandum and Articles of Association)

A shareholder consultation may be conducted at the initiative of the Chairman of the company, one of the Deputy CEOs, if appointed, the Supervisory Committee or one or more shareholders holding (individually or together) over 50% of the Company's share capital.

Collective decisions result from (i) a general meeting, (ii) a written consultation, or (iii) a private agreement expressing the consent of all the shareholders. However, a shareholders' meeting is mandatory for the annual financial statements approval process.

The meeting is chaired by the Chairman; failing that, the members shall elect a chair for the meeting. The meeting chair appoints the secretary for the meeting, who may be a shareholder or a third party.

The shareholders' decisions, whether they are a private agreement, resulting from a written consultation or a general meeting, are recorded in the minutes noted in a numbered and initialed register, kept in compliance with the procedures specified in articles R. 225-22 and R. 225-49 of the French Commercial Code (by reference to article R. 225-106 of the French Commercial Code).

Each shareholder may participate in all collective decisions whatever they are, in person or through the representative of his choice, and has as many votes as he has shares, without limits.

Unless unanimity is required, the shareholders' decisions are only valid if the shareholders present or represented hold over half of the company's voting shares.

The shareholders' collective decisions are decided unanimously when required by law; the other collective decisions are adopted by a simple majority of the votes of shareholders who are present or represented.

Legal documents

All legal documents relating to the company and notably the Memorandum and Articles of Association, minutes of shareholders' collective decisions and Statutory Auditors' reports may be consulted by the shareholders at the company's registered office.

V

CONSOLIDATED FINANCIAL STATEMENTS

TABLE OF CONTENTS CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED INCOME STATEMENT

In thousands of euros	Notes	2025	2024
Sales	5.2	**2,142,624**	**2,280,933**
Cost of sales		(1,735,829)	(1,811,435)
Gross profit		**406,795**	**469,498**
Selling expenses		(123,603)	(120,077)
Administrative expenses		(194,324)	(197,356)
Research and development expenses	5.4	(31,721)	(34,840)
Employee profit sharing and bonus schemes		(5,772)	(6,610)
Other operating income and expenses	5.5	3,315	7,442
Amortization of intangible assets related to acquisitions	5.6	(2,959)	(3,614)
Profit from recurring operations		**51,731**	**114,443**
Restructuring costs	5.7	(8,586)	171
Impairment of fixed assets		(139,426)	(622)
Gain (loss) on disposals and acquisition costs	5.8	660,394	(1,691)
Operating profit		**564,113**	**112,301**
Cost of net financial debt	5.9	(16,994)	(26,000)
Other financial income and expense	5.9	(21,381)	3,635
Net financial income (expense)		**(38,375)**	**(22,365)**
Profit before income tax		**525,738**	**89,936**
Income tax expense	5.10	(49,605)	(44,739)
Share of profit (loss) of associates	5.11	376	(6,652)
Profit for the year		**476,509**	**38,545**
Attributable to owners of the Group		476,507	38,151
Attributable to non-controlling interests		2	394

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

In thousands of euros	Notes	2025	2024
Profit (loss) for the year		**476,509**	**38,545**
Foreign currency translation differences		(14,041)	13,060
Change in fair value of hedging financial instruments		(151)	
Deferred taxes on the change in fair value of hedging financial instruments		33	
Total Items subsequently recycled through profit and loss		**(14,159)**	**13,060**
Actuarial gains	5.23	989	854
Deferred tax on actuarial gains		(423)	(314)
Net change in fair value of financial assets		272	403
Deferred tax on net change in fair value of financial assets		(83)	(117)
Total Items that may not be recycled through profit and loss		**755**	**826**
Total comprehensive income		**463,105**	**52,431**
Attributable to:			
- Owners of the Group		463,088	52,025
- Non-controlling interests		17	406

CONSOLIDATED BALANCE SHEET

ASSETS

In thousands of euros	Notes	Dec. 31, 2025	Dec. 31, 2024
Goodwill	5.12	78,625	277,372
Intangible assets	5.13	57,680	69,162
Property, plant and equipment	5.14	240,724	249,274
Non-current financial assets	5.15	32,340	19,391
Deferred tax assets	5.10	27,136	33,689
Non-current assets		**436,505**	**648,888**
Inventories and work in progress	5.16	215,764	257,656
Contract assets	5.17	234,839	338,443
Trade receivables	5.18	425,007	497,737
Other current assets	5.19	151,457	177,522
Current financial assets	5.15	658,549	194,838
Current tax assets		15,445	10,882
Cash and cash equivalents	5.20	270,450	171,365
Current assets		**1,971,511**	**1,648,443**
Total assets		**2,408,016**	**2,297,331**

SHAREHOLDERS' EQUITY AND LIABILITIES

In thousands of euros	Notes	Dec. 31, 2025	Dec. 31, 2024
Share capital	5.22	102,724	102,724
Share premium and reserves		268,655	230,652
Foreign currency translation reserve		11,101	24,974
Profit (Loss) attributable to owners of the Group		476,507	38,151
Shareholders' equity attributable to owners of the Group		**858,987**	**396,501**
Non-controlling interests		969	2,246
Shareholders' equity		**859,956**	**398,747**
Non-current provisions	5.23	51,886	54,633
Non-current financial debt	5.24	147,603	181,795
Other non-current liabilities	5.25	9,161	11,636
Deferred tax liabilities	5.10	9,628	10,561
Non-current liabilities		**218,278**	**258,625**
Current provisions	5.23	121,641	115,402
Current financial debt	5.24	115,899	217,493
Contract liabilities	5.17	444,140	523,127
Trade and related payables		427,775	553,180
Current tax liabilities		25,071	20,533
Other current liabilities	5.25	195,256	210,224
Current liabilities		**1,329,782**	**1,639,959**
Total shareholders' equity and liabilities		**2,408,016**	**2,297,331**

CONSOLIDATED CASH FLOW STATEMENT

In thousands of euros	*Notes*	**2025**	**2024**
Cash and cash equivalents at January 1		**169,961**	**211,052**
Operating activities			
Profit for the year		476,509	38,545
Change in non-current provisions		(331)	(2,488)
Amortization, depreciation and impairment		193,518	55,394
Net loss (gain) on disposals of assets and acquisition costs		(657,576)	2,836
Profit or loss of equity-accounted associates		(376)	6,654
Other non-cash income and expense items		(139)	(16,767)
Income tax expense		49,605	44,739
Cost of net financial debt		16,994	26,000
Operating cash flow before change in working capital and income tax		78,204	154,913
Dividends received from equity-accounted associates		9	
Change in working capital	*5.21*	(7,499)	(40,234)
Income tax paid		(47,662)	(44,712)
Net cash provided by operating activities		**23,052**	**69,967**
Investing activities			
Acquisitions of property, plant and equipment and intangible assets		(46,574)	(55,334)
Disposals of property, plant and equipment and intangible assets		3,612	337
Change in financial assets		(466,146)	(72,415)
Change in consolidation scope		757,631	15,030
Net cash used in investing activities		**248,523**	**(112,382)**
Financing activities			
Dividends paid to owners of non-controlling interests		(436)	(378)
Net increase (decrease) in borrowings		(147,320)	25,477
Net interest paid		(27,141)	(30,298)
Net interest received		12,993	11,449
Net cash used in financing activities		**(161,903)**	**6,250**
Effect of exchange rate fluctuations		(9,651)	(4,926)
Net decrease in cash and cash equivalents		**100,021**	**(41,091)**
Cash and cash equivalents at December 31	*5.21*	**269,982**	**169,961**

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

In thousands of euros	Share capital	Premiums, retained earnings and reserves	Actuarial gains (losses) on pensions	Foreign currency translation reserve	Financial assets - fair value reserve	Equity attributable to owners of the Group	Non-controlling interests	Total equity
Shareholders' equity at January 1, 2024	**102,724**	**242,408**	**(12,285)**	**11,981**	**2,235**	**347,063**	**2,218**	**349,280**
Profit for the year		38,151				**38,151**	394	**38,545**
Other comprehensive income			516	13,071	287	**13,874**	12	**13,886**
Profit and other comprehensive income		**38,151**	**516**	**13,071**	**287**	**52,025**	**406**	**52,431**
Dividends paid							(378)	**(378)**
Share-based payment		(790)				**(790)**		**(790)**
Change in consolidation scope and other changes		(1,438)	(285)	(78)	4	**(1,797)**		**(1,797)**
Shareholders' equity at December 31, 2024	**102,724**	**278,331**	**(12,054)**	**24,974**	**2,526**	**396,501**	**2,246**	**398,747**

In thousands of euros	Share capital	Premiums, retained earnings and reserves	Actuarial gains (losses) on pensions	Foreign currency translation reserve	Financial assets - fair value reserve	Equity attributable to owners of the Group	Non-controlling interests	Total equity
Shareholders' equity at January 1, 2025	**102,724**	**278,331**	**(12,054)**	**24,974**	**2,526**	**396,501**	**2,246**	**398,747**
Profit for the year		476,507				**476,507**	2	**476,509**
Other comprehensive income			534	(14,024)	71	**(13,419)**	15	**(13,404)**
Profit and other comprehensive income		**476,507**	**534**	**(14,024)**	**71**	**463,088**	**17**	**463,105**
Dividends paid		(23)				**(23)**	(413)	**(436)**
Share-based payment		(514)				**(514)**		**(514)**
Change in consolidation scope and other changes		(741)	362	151	163	**(65)**	(881)	**(946)**
Shareholders' equity at December 31, 2025	**102,724**	**753,560**	**(11,158)**	**11,101**	**2,760**	**858,987**	**969**	**859,956**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL PRESENTATION

Fives (hereinafter Fives or "the Company") is a private limited liability company (Société par Actions Simplifiée) incorporated in France and subject to all French legislation governing commercial companies, in particular the legal provisions of the French Commercial Code. The registered office is located at 3 rue Drouot, 75009 Paris, France.

The consolidated financial statements of the Company comprise the financial statements of companies over which the Company has direct or indirect exclusive control, which are fully consolidated, and the financial statements of companies over which the Company exercises significant influence (associates), which are accounted for using the equity method. The single economic entity is referred to as "the Group". The Group's companies design and supply process equipment and turnkey production lines and plant facilities for major industrial players worldwide. The Group is uniquely positioned due to its command of proprietary technologies and its expertise in engineering and complex project management.

The consolidated financial statements have been prepared under the responsibility of the Chairman, who approved them on March 27, 2026. They will be final when approved by the shareholders at their General Meeting on April 8, 2026.

The main accounting methods used to prepare the consolidated financial statements are described hereafter.

2. ACCOUNTING POLICIES

2.1. Statement of compliance

The consolidated financial statements of Fives for the reporting period ended December 31, 2025 have been prepared in accordance with the international standards issued by the International Accounting Standards Board (IASB) and adopted by the European Union at December 31, 2025. The international standards comprise International Accounting Standards (IAS), International Financial Reporting Standards (IFRS) and SIC and IFRIC interpretations.
Whenever applicable, the following amendments and interpretations are mandatory for the Group for financial years beginning on or after January 1, 2025:
- Amendments to IAS 21 "Lack of Exchangeability"

These new standards, amendments, and interpretations have no material impact on the Group's consolidated financial statements as at December 31, 2025.

Furthermore, the Group has not opted for early application, in the consolidated financial statements as of December 31, 2025, of other standards and interpretations whose application is not yet mandatory, or which have not yet been approved by the European Union:
- IFRS 18 – Presentation and Disclosure in Financial Statements;
- Amendments to IAS 21 relating to the conversion into a presentation currency of a hyperinflationary economy;
- Improvements to IFRS 9 and IFRS 7 relating to disclosures about the classification and measurement of financial instruments;
- Amendments to IFRS 9 and IFRS 7 relating to disclosures about contracts whose underlying interest is an electric power contract;
- Annual Improvements – Annual Improvements Process to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7.

Whenever applicable, the Group is currently assessing these changes.
All the IFRS adopted by the European Union are available for viewing on the European Commission's website at the following address:
https://eur-lex.europa.eu/FR/legal-content/summary/international-accounting-standards-adopted-within-the-european-union.html

2.2. Basis of preparation of the consolidated financial statements

The Group's consolidated financial statements have been prepared using historical costs, with the exception of financial assets and liabilities stated at fair value (excluding trade payables and receivables, and other held-to-maturity financial assets).

2.3. Presentation of financial statements

In accordance with IAS 1 "Presentation of Financial Statements", current and non-current items are presented separately in the consolidated balance sheet. Generally, assets expected to be realized and liabilities due for settlement in the operating cycle or within twelve months after the reporting date are classified as current. Other assets and liabilities are classified as non-current.

2.4. Consolidation methods

Subsidiaries are companies that are controlled by the Group. They are fully consolidated. The Group exercises control when it has exposure to variable returns from its involvement with the investee and has the ability to use its power over the investee to affect the amount of the returns. In assessing control, the Group takes into consideration all potential voting rights that are exercisable at the reporting date, including those held by another party.

Associates are entities in which the Group has significant influence but not control over the financial and operating policies. Significant influence is presumed when the Group holds 20% or more of the voting power of the entity. Associates are accounted for using the equity method. Investments in associates are initially recognized at cost and adjusted thereafter for the post-acquisition change in the investor's share of net assets in the investee, less any impairment losses.

When a Group subsidiary sells or contributes assets that constitute a business to an associate, the resulting gain or loss is recognized in full in the income statement. If the assets contributed or sold do not constitute a business, only the portion of the resulting gain or loss that does not relate to investors' interest in the associate is recognized. The gain or loss is neutralized in proportion to the Group's share in the associate.

Companies are consolidated on the basis of their separate financial statements at December 31, restated to comply with Group accounting principles. All transactions between consolidated companies are eliminated.

The list of subsidiaries and associates is provided in note 5.32.

2.5. Significant estimates and judgments

The preparation of the consolidated financial statements requires Group and Division management to use judgments, estimates and assumptions, including expectations of future events, which affect the reported amounts of certain financial statement items.

These assessments and estimates are reviewed at each reporting date and the underlying assumptions are adjusted, where appropriate, based on actual results, experience and any other relevant factors given the economic circumstances. The effects of such adjustments are recognized when made.

The items reported in the Group's future financial statements may differ from current estimates due to changes in the assumptions made and the economic circumstances at the reporting date.

The main assumptions relating to future events and other sources of estimation uncertainty at the reporting date that may have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities are presented below.

Recognition of revenue and profit from performance obligations under the percentage-of-completion method and related provisions

The Group recognizes several performance obligations based on the percentage-of-completion method.

Revenue and profit are recognized on the basis of estimated contract revenue and costs on completion, which are reviewed regularly as contract work is performed.

If the contract review reveals a negative profit margin at completion, any expected loss on incomplete work is recognized immediately.

Total expected revenue and costs reflect management's most reliable estimate of the expected future economic benefits and obligations arising from the contract.

Estimates of provisions for litigation

The Group regularly identifies and analyzes ongoing litigation and assesses any provisions required, where appropriate, based on the most reliable estimate of the outflow of economic benefits required to settle such obligations at the reporting date.

These estimates take into account information available and the range of possible outcomes.

Impairment of non-financial assets

Goodwill and other intangible assets with indefinite useful lives are tested for impairment at least once a year and whenever there is an indication of impairment.

Other amortizable intangible assets and depreciable property, plant and equipment are tested for impairment when there is an indication that their carrying amount may exceed their recoverable amount.

In assessing value in use, management estimates the future cash flows that the entity expects to obtain from the asset or cash generating unit and applies an appropriate discount rate to calculate their present value.

Deferred tax assets

Deferred tax assets relating to tax losses carried forward are recognized to the extent of the following two criteria: (i) the net amount of deferred tax liabilities for temporary differences and (ii) the probability that future taxable profit will be available against which the benefits of the tax losses can be utilized. To determine the amount of deferred tax assets to be recognized, management is required to estimate the amount and probability of future taxable profit.

Employee benefits

Costs relating to defined benefit plans are estimated using the actuarial valuation method. Actuarial valuations are based on assumptions with regard to the discount rate, salary increases, mortality and pension increases.

The value of retirement benefit plans other than those in France entailing lump-sum payments on retirement are appraised by external actuaries.

Due to the long-term nature of these plans, there is significant uncertainty with regard to the estimates.

2.6. Foreign currency transactions

Transactions denominated in foreign currencies are translated at the exchange rates effective at the transaction dates. In accordance with IAS 21 on "Effects of Changes in Foreign Exchange Rates", monetary items are translated using the closing rate effective at the reporting date. The corresponding foreign currency translation gains or losses are recognized in net financial income and expense.

2.7. Translation of the financial statements of entities outside the eurozone

The Group's financial statements are presented in euros, which is the parent company's functional currency. All financial data is rounded to the nearest thousand euros.

An entity's functional currency is the currency used in the primary economic environment in which it operates. In most cases, the functional currency corresponds to the local currency of the entity.

However, an entity may use a functional currency that differs from the local currency if its main transactions are denominated in a foreign currency.

The financial statements of foreign entities whose functional currency is not the euro are translated into euros as follows:
- balance sheet items are translated into euros using the exchange rate effective at the reporting date;
- income statement and cash flow items are translated using the average exchange rate for the reporting period;
- foreign currency translation differences are recognized directly in equity in the line item "Foreign currency translation reserve".

2.8. Segment information

The operating segments chosen to present reportable segment information have been identified on the basis of the internal management reports used by the Chairman to allocate resources and assess performance. There are no aggregated operating segments.

The Chairman is the Group's Chief Operating Decision Maker (CODM), as defined in IFRS 8.

The methods used to measure each segment's performance (KPIs) for the purposes of the internal management report are the same as those used to prepare the consolidated financial statements.

Operating segment information is presented in note 5.1.

2.9. Business combinations and goodwill

In accordance with IFRS 3, business combinations are accounted for using the acquisition method. Under this method, upon the initial consolidation of an entity over which the Group has acquired exclusive control:
- the identifiable assets acquired and liabilities assumed are measured at their fair value at the acquisition date (except for deferred tax assets and liabilities and assets and liabilities relating to employee benefits, which are measured and recognized in accordance with IAS 12 "Income Taxes" and IAS 19 "Employee benefits", respectively);
- non-controlling interests are measured either at fair value (full goodwill) or at the proportionate share of the acquiree's identifiable net assets (partial goodwill). The accounting policy choice is made on a transaction-by-transaction basis.

At the first consolidation date, goodwill is measured as the difference between:
- the fair value of the consideration transferred;
- the proportionate share in the net amount of identifiable assets acquired and liabilities assumed at the acquisition date, measured at fair value.

Where appropriate, measuring non-controlling interests at fair value results in the recognition of full goodwill, as goodwill is adjusted to reflect the amount attributable to non-controlling interests.

The purchase price must be finalized and allocated within 12 months of the acquisition date.

In the event of a bargain purchase where the consideration paid is lower than the fair value of the net assets acquired and liabilities assumed, the resulting gain is recognized directly in the income statement in the line item "Other operating income and expense".

Goodwill is not amortized. In accordance with IAS 36 "Impairment of Assets", goodwill is tested for impairment at least once a year and more frequently if there is an indication of impairment.

The methods used to test for impairment are described in note 2.14.
In addition, the following principles apply to business combinations:
- goodwill is allocated to each cash-generating unit likely to benefit from the business combination as of the acquisition date;
- contingent consideration in a business combination is recorded at fair value as of the acquisition date and any subsequent adjustment occurring after the purchase price allocation period is recognized in the income statement;
- acquisition-related costs are recognized as expenses when incurred, under "gains or losses on disposals and acquisition costs" on the income statement;
- any acquisition or disposal of ownership interests that does not affect control subsequent to a business combination is accounted for as an equity transaction and recognized directly in equity, in accordance with IFRS 10;
- in the event of the acquisition of additional ownership interests in an associate without obtaining control, the Group maintains the assets acquired and liabilities assumed previously at their carrying amount in the consolidated financial statements;
- in the event that control is obtained in a step acquisition, the cost of the business combination includes the previously held equity interest in the acquiree remeasured at its acquisition-date fair value.

2.10. Research and development costs

Research and development costs are expensed in the period they are incurred.

Expenditure on development activities is only capitalized if the following criteria required by IAS 38 are met:
- the product or process has been clearly identified and the associated costs can be measured reliably;
- the product is technically feasible;
- the resources required to complete development are available;
- there is a market for the product, or the product will be used internally;
- the product will generate future economic benefits for the Group either through its sale or internal use.

The Group has tax credits relating to its subsidiaries' research activities, including research tax credits in France and the United States. The tax credits, which are calculated on the basis of research and development costs, are accounted for as grants and recognized in profit from recurring operations in the line item "Research and development costs". They are recognized in accordance with IAS 20 "Grants".

2.11. Intangible assets

Separately acquired intangible assets are recognized at their acquisition cost.

Software and IT licenses are amortized on a straight-line basis over their expected useful lives (generally between one and 10 years).

Intangible assets (technologies, brands, customer relationships and order book) acquired as part of business combinations are reported on the balance sheet at fair value, which is determined on the basis of external valuations for the most significant assets and internal appraisals for other assets. The valuation process is performed in accordance with generally accepted accounting principles, based on the income approach. Intangible assets are amortized on a straight-line basis over their useful lives, including, where appropriate, any period of protection provided by law or regulations. Their estimated useful lives generally range from five to ten years.

Allowances for amortization of intangible assets acquired as part of a business combination are shown under "Amortization of intangible assets related to acquisitions" in the consolidated income statement.

2.12. Property, plant and equipment

Property, plant and equipment are measured at acquisition cost. A depreciation schedule is established for each depreciable asset over its useful life, defined as the period during which the Group expects to draw future economic benefits from its use. In the case of buildings and certain heavy equipment, if several significant components of these assets bring the company economic benefits at different rates, then each component is recognized separately and given its own depreciation schedule. The straight-line depreciation method is generally used.

The useful lives are generally the following:
- main structure of buildings (shell and brickwork), depending on the type of construction: 30 to 50 years;
- facades, roofing and secondary construction: 20 to 30 years;
- technical and general improvements: 15 to 20 years;
- fixtures and fittings: 10 to 15 years;
- heavy industrial equipment, depending on the type of machinery: 10 to 25 years;
- other components and light industrial equipment, machinery and tools: 5 to 15 years.

2.13. Leases

Items of property, plant and equipment held under leases contracts of over 12 months are recorded on the balance sheet under "Property, plant and equipment": a right-of-use asset is recognized representing the right to use the underlying leased asset. The carrying amount of the right-of-use asset is equal to the carrying amount of the lease liability plus the initial direct costs and the costs of rehabilitation that are not dependent on use. The lease liability is equal to the sum of the lease payments discounted using the interest rate implicit in the lease (if it can be readily determined) or the lessee's incremental borrowing rate.

The lease liability may be remeasured in the event of changes to the following:
- lease term;
- whether or not the lessee is reasonably certain to exercise an option;
- future lease payments resulting from a change in an index or rate used to determine those payments.

Interest expense for the period is recognized under "Cost of net financial debt".

Right-of-use assets are depreciated on a straight-line basis over the minimum lease term, taking into account the acquisition, renewal or cancellation options that the lessee is practically certain to exercise given the characteristics of the asset and market conditions.

2.14. Impairment of property, plant and equipment, intangible assets and goodwill

The carrying amount of non-current assets (excluding financial assets) is reviewed using impairment testing to identify any impairment losses:
- for intangible assets with indefinite useful lives and goodwill, impairment testing is performed at each reporting date, or more frequently when there is an indication of impairment;
- for all other assets, impairment testing is performed whenever there is an indication of impairment.

The indicators that trigger impairment testing are external and include factors such as market value and significant changes in the company's business environment.

Cash Generating Units (CGUs) are homogeneous groups of assets that generate cash inflows. The recoverable amount of a CGU or group of CGUs is based on its value in use.

Goodwill is tested for impairment at the level of the groups of CGUs representing each operating segment.

Value in use for the Group corresponds to the value of the expected future economic benefits arising from the use of the groups of CGUs. It is measured by discounting the expected future cash flows of each group of CGUs.

The discounted future cash flows are determined on the basis of management's economic assumptions and operating forecasts in accordance with the following principles:
- the cash flows (pretax) are derived from the business plan;
- the discount rate is determined with inputs based on external sources of information;
- the terminal value is calculated by summing the discounted cash flows to infinity, on the basis of a normative cash flow and perpetual growth rate. The growth rate reflects the potential expansion of markets in which the Group operates and the Group's competitive position.

Details of the assumptions used are provided in note 5.12.

Goodwill impairment cannot be reversed. Impairment losses are recognized on the income statement in the line item "Impairment of fixed assets".

2.15. Financial assets (excluding derivative instruments)

Initial measurement

Financial assets and liabilities are initially measured at fair value, which is generally the acquisition cost.

Classification and measurement at the reporting date

Financial assets (excluding derivative hedging instruments) are classified under one of the following categories in the balance sheet:

Category	Measurement	Recognition of change in value
Loans and receivables	Amortized cost	N/A
Held-to-maturity financial assets	Amortized cost	N/A
Financial assets held for trading	Fair value	Income statement
Other financial assets	Fair value	Shareholders' equity (or Income statement)

Loans, receivables and held-to-maturity financial assets

Loans, receivables and held-to-maturity financial assets are measured and recognized at amortized cost less any impairment losses at the transaction date. They include receivables from associates, loans for social housing, and amount paid as sureties and guarantee deposits.

Financial assets held for trading

This category of assets includes:

- assets held for trading, which were purchased by the company in order to generate short-term profit;
- derivative instruments that are not designated as hedging instruments.

Marketable securities, such as money market funds and mutual funds are measured at fair value at the reporting date on the basis of their latest quoted market price or net asset value. Any changes in their fair value are recognized in net financial income or expense.

Other financial assets

Equity investments that are not held for trading are measured at fair value, with the Group irrevocably opting to measure them either through profit or loss or equity (without the possibility of subsequently recycling them through profit or loss in the event of disposal).

Fair value is based on quoted market prices, when available. When quoted market prices are not available, the Group determines fair value through valuation techniques such as over-the-counter transactions, discounted cash flow analysis or revalued net assets.

2.16. Financial liabilities (excluding derivative instruments)

Loans and borrowings

Loans and borrowings are initially recognized under financial liabilities at fair value, which may be lower than the carrying amount.

- the fair value of the loans and borrowings corresponds to their issue price net of any transaction costs incurred;
- when they are granted at a below-market rate of interest, as is the case for funding by public bodies under preferential conditions, the subsequent economic benefit is treated as a government grant, in accordance with IAS 20, and recognized as a reduction to the nominal value of the loan. The grant is amortized over the relevant period and is either deducted from the related expense or recognized under 'other operating income and expense' if there are no specific costs to compensate.

Subsequently, the difference between the net carrying amount initially recognized and the redemption value is amortized on an actuarial basis using the effective interest rate method. The effective interest rate is the rate that exactly discounts the cash flows associated with the loans and borrowings to the net carrying amount at initial recognition.

Compound financial instruments

The measurement of debt or equity components is performed based on analysis of the intrinsic nature of each security issued.

When the analyses result in the separation of the equity and liability components, the liability component is initially recognized at the fair value that the liability would have without the option to convert or redeem the instrument as equity. The equity component is initially recognized as the residual amount after deducting from the fair value of the instrument as a whole the amount separately determined for the liability. Directly-attributable transaction expenses are allocated to the liability and equity components proportionally to their initial carrying amount.

After initial recognition, the liability component of the compound instrument is measured at amortized cost using the effective interest rate method. The equity component of the compound financial instrument is not remeasured after initial recognition.

Earn-out clauses

Earn-out liabilities arising from acquisitions of equity investments are measured at their acquisition-date fair value. They are remeasured at each reporting date and any change in fair value is recognized either in operating profit or net financial income or expense according to whether it results from an operating event or from the time value of money. Earn-out liabilities are recognized in the line items "Other non-current liabilities" and "Other current liabilities" on the balance sheet.

Commitments to purchase non-controlling interests

Commitments to purchase non-controlling interests are measured at fair value. Changes in the fair value of the commitments are recognized directly in equity. Commitments to purchase non-controlling interests are recognized in the line items "Other non-current liabilities" and "Other current liabilities" on the balance sheet.

2.17. Derivative instruments

The Group uses derivative instruments to hedge its exposure to market risk.

Foreign exchange risk is hedged by currency forward sales and purchases, and for French units, if applicable, through insurance policies entered with the French ECA Bpifrance ("Assurance Change").

The Group covers its exposure to interest rate risk primarily through swaps transactions, which convert floating-rate debt into fixed-rate debt.

Derivative financial instruments are measured at fair value. Fair value is provided by the financial counterparties to the transactions for interest rate derivatives or calculated using standard valuation methods under market conditions at the reporting date for foreign exchange derivatives. Changes in the fair value of derivative instruments are recognized in the income statement, except for the effective portion of derivatives eligible for cash flow hedge accounting, which is recognized in equity.

Derivative instruments eligible for hedge accounting

The Group uses the criteria set forth in IFRS 9 to assess whether a derivative instrument qualifies for hedge accounting:

- the hedging relation is clearly identified and documented at the inception date of the hedging instrument;
- hedging relation effectiveness is demonstrated at the inception of the hedge and at each reporting date prospectively.

The majority of derivatives used by Fives qualify as hedging instruments.

Fair value hedges

Fair value hedges cover exposure to changes in fair value of a recognized asset or liability or an unrecognized firm commitment to acquire or sell an asset. Changes in the fair value of the hedged item attributable to the hedged risk adjust the carrying amount of the hedged item and are recognized in the income statement. The ineffective portion of the hedge is recognized in operating income and expense or financial income and expense according to the nature of the hedged item; the forward point adjustment (swap points) is always recognized in net financial income or expense.

Fair value hedge method is used to account for foreign exchange hedges.

Cash flow hedges

Cash flow hedges cover highly probable forecast transactions (forecast cash flows) that have not yet been invoiced. If they fulfill the criteria to qualify for cash flow hedge accounting, the changes in cash flows generated by the hedged item are offset by the changes in value of the hedging instrument.

The cumulative changes in fair value of the effective portion are recognized as a component of equity and the cumulative changes in fair value of the ineffective portion (corresponding to an "overhedge" where changes in the fair value of the hedging instrument are greater than changes in the fair value of the hedged item) are recognized in earnings. When the hedged cash flows occur, the amounts recognized in equity are transferred to the income statement, matching the cash flows from the hedged item.

Cash flow hedge method is used to account for interest rate hedges.

Derivative instruments not eligible for hedge accounting

Changes in the fair value of derivatives that are not eligible for hedge accounting are recorded directly in net financial income or expense.

Such instruments include derivative financial instruments that are used as economic hedges, but which have not been or are no longer documented as hedge accounting relationships.

2.18. Order book

The Group defines "order book" as the remaining amount of work to be performed as of any given date under our signed contracts after coming into force. No exception is made for short-term contracts.

A contract is added to the order book as soon as its terms (purpose, amount, timing) are known and the contract becomes enforceable for both parties. The transaction price included in the order book is the most probable amount of consideration the Group expects to receive, less any variable consideration that is not reasonably certain.

At December 31, 2025, the Group's order book mainly contained orders of less than 15 months.

2.19. Revenue

The Group identifies the performance obligations contained in each contract. A contract contains several performance obligations if those obligations are separately identifiable (may be purchased separately) and distinct within the context of the contract (in the Group's case: subject to distinct deliveries).

For each performance obligation, revenue is recognized on a percentage-of-completion basis if one of the following three criteria is met:

- the customer receives the benefits provided by the Group's performance (for example, maintenance services) as the service is performed;
- the customer owns and controls the asset for which the Group has a performance obligation (for instance, equipment upgrades);
- the Group's performance obligation does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date (contract to create specific equipment).

In each of the above cases, the transfer of control takes place over time, as the service is rendered.

If none of the criteria is met, the client will only obtain control at a point in time, generally upon completion of the performance obligation.

The main types of performance obligation within the Group are as follows:

- provision of turnkey production assemblies or sub-assemblies: percentage-of-completion revenue recognition;
- production of key process equipment: revenue recognition using the percentage-of-completion or completed-contract method, depending on alternative use and contract conditions;
- industrial services: spare parts, maintenance, training, machine upgrades, and removals/relocations. Revenue recognition is either based on the percentage-of-completion or completed-contract method.

The Group recognizes most of its revenue using the percentage-of-completion method as its solutions are highly customized. In general, identifying performance obligations and determining their sales price do not require significant judgment.

Revenue and cost recognition

- For performance obligations under the completed-contract method, the Group recognizes revenue upon transfer of control. With regard to standard production equipment, control is generally transferred upon transfer of the risks and rewards of ownership.

- For performance obligations under the percentage-of-completion method, the Group determines the stage of completion applicable to each contract by measuring the costs incurred to date over estimated costs at completion. The latter are reassessed at each reporting date. Completion is recognized upon provisional acceptance (or equivalent event) for contracts involving integrated systems subject to overall performance obligations. A provision is recognized for any remaining expenses that may be incurred to secure full acceptance. A contingency provision is recognized for future warranty costs.

Late performance penalties are recognized as a reduction in revenue.

Losses at completion are recognized for their full amount if they are probable.

2.20. Contract assets and liabilities

For each contract recognized on a percentage-of-completion basis, the Group determines the accumulated amount of costs incurred at the reporting date, plus profit recognized less progress billings and any losses at completion recognized.

If the amount is positive, it is recorded as an asset under “Contract assets”. If it is negative, it is recorded as a liability under “Contract liabilities”.

Advances and progress payments for ongoing contracts recognized on a completed-contract basis are recorded as liabilities under “Contract liabilities”.

When estimated total contract costs exceed the expected sales price, a loss at completion is recognized, initially as a reduction in contract assets and subsequently as a provision.

2.21. Inventories and work in progress (excluding contract assets and liabilities)

Inventories and work in progress (excluding contract assets and liabilities) are measured at their acquisition cost using the weighted average cost method, or production cost.

An impairment loss is recognized, when appropriate, to reduce their carrying amount to their probable net realizable value.

2.22. Cash and cash equivalents

Cash and cash equivalents are composed of immediately available cash and short-term investments. Cash and cash equivalents comprise bank balances, cash on hand, demand deposits, short-term investments that are subject to an insignificant risk of change in value and money market funds.

2.23. Provisions

In accordance with IAS 37 “Provisions, Contingent Liabilities and Contingent Assets”, provisions are recognized when the Group has a legal or constructive present obligation toward a third party as a result of a past event, which will probably result in an outflow of resources embodying economic benefits without any associated consideration. The amount of provisions recognized corresponds to the reliable estimate of the outflow of resources that will probably be required to settle the obligation.

Obligations relating to construction contracts in progress are included in the measurement of profit at completion and are recorded in the line items “Contract assets” or “Contract liabilities”.

Upon contract completion, the obligations are recognized as separate line items under “Current provisions”.

Obligations resulting from transactions other than construction contracts are recognized directly under provisions if they meet the above-mentioned criteria.

If the time value of money is significant, the provisions are measured at their present value.

Known litigation and claims that could affect the Group’s companies were examined at the reporting date. The provisions judged necessary were recognized to cover the associated risks, on the advice of legal counsel.

The provisions are described in note 5.23.

2.24. Retirement benefits

In accordance with local law and practices, the Group participates in retirement plans in the countries in which it operates.

For basic retirement plans and other defined contribution plans, the Group expenses the contributions payable when they are due and does not recognize any provisions, as its commitments do not extend beyond the contributions paid.

For defined benefit plans, the Group provisions the various benefit entitlements determined based on the cumulative number of years of service within the Group.

Provisions are determined in the following manner:

- the actuarial valuation method used is the Projected Unit Credit Method, which assumes that each period of service that contributes to the benefit gives rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. The calculations include assumptions regarding mortality, employee turnover and salary increase rates, as appropriate;
- actuarial gains or losses net of deferred tax are recognized immediately in other comprehensive income, with an offsetting entry in shareholders’ equity, in accordance with IAS 19 “Employee Benefits”.

The expense for the year relating to current and past service cost (in the event of plan amendments) and gains or losses on plan curtailments or settlements is recognized in operating profit.

The interest cost, net of the expected return on plan assets, is recognized in net financial income or expense.

2.25. Provisions for long-service awards

Provisions for long-service awards are calculated by combining all award levels, in accordance with IAS 19. The provision is measured for all current employees at the reporting date, based on actuarial assumptions with regard to factors such as seniority, life expectancy and employee turnover. The effects of changes in actuarial assumptions are recognized in the income statement.

2.26. Share-based payments

Certain Group employees are entitled to share-based payments. The Group determines whether to qualify for a cash or equity settlement for each share-based payment transaction.

In equity-settled transactions, the services giving rise to share-based payments are recognized under personnel expenses (in the line item "Other operating income and expenses") at the fair value of the equity instruments at grant date, with an offsetting entry in consolidated reserves over the equity instruments' vesting period. Unvested share-based payment transactions are not recognized.

In cash-settled transactions, the services giving rise to share-based payments are recognized under personnel expenses (in the line item "Other operating income and expenses") at the financial instruments' fair value at the reporting date, with an offsetting entry in liabilities ("Other liabilities" / "Other non-current liabilities") over the vesting period. Unvested financial instruments are not recognized.

The quantitative impacts for financial year 2025 are described in note 5.5.

2.27. Income tax

Income tax includes current tax expense (income) and deferred tax expense (income), calculated in compliance with the legal provisions of the country where the income is taxed.

Current and deferred taxes are recognized in profit and loss, or shareholders' equity if the taxes are related to items recognized directly in shareholders' equity. The effects of changes in tax rates are recorded in shareholders' equity or in the income statement for the year the change is enacted or substantively enacted, according to the initial recognition method used for deferred taxes.

Current tax expense (income) is the estimated tax due for the period's taxable income, determined by the tax rate adopted at the reporting date..

Treatment of French value-added business tax (CVAE) and Italian production tax (IRAP)

For the Group, the value-added base used to calculate CVAE for French companies and IRAP for Italian companies is an intermediary aggregate of net income. Consequently, CVAE and IRAP are accounted for in the same way as corporate income tax.

Treatment of tax credits relating to research and intellectual property

The Group analyzes each scheme to determine if it can be assimilated to a grant, and recognized in profit from recurring operations in accordance with IAS 20, or to a tax deduction in relation to intellectual property, and recognized in income tax in accordance with IAS 12.

Deferred taxes

Deferred taxes are recognized based on temporary differences between the carrying amount and tax bases of assets and liabilities, and for tax losses carried forward. No deferred tax is recognized for temporary differences generated by:

- goodwill that is not tax-deductible;
- the initial recognition of an asset or liability in a transaction that is not a business combination, which has no impact on accounting profit or taxable profit (tax loss) at the transaction date;
- investments in subsidiaries, joint ventures and associates if the Group controls the date at which the temporary differences reverse and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are recognized only if the company's medium-term earnings forecasts provide reasonable assurance that they can be used to offset future liabilities. Deferred tax liabilities are factored into the amount recognized. The Group ensures that the forecasts used for the recognition of deferred tax assets and liabilities and those used for impairment tests are consistent.
Deferred tax assets and liabilities are offset if the entity has a legal right to offset current tax assets and liabilities and if the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

3. SIGNIFICANT EVENTS OF THE YEAR

Revenue reached €2,143 million in 2025, compared with €2,281 million in 2024. This decrease mainly reflects changes in scope, notably the sale of the Cryogenics Division, as well as an unfavorable foreign exchange effect due to the depreciation of most of the Group's functional currencies against Euro.

On a like-for-like basis and at constant exchange rates, revenue remains stable.

3.1. Sale of the Cryogenics branch

On July 7, 2025, the Group sold its Cryogenics business to Alfa Laval for €829 million. This Business Unit included the companies Fives Cryo SAS (France), Fives RE Golbey (France), Fives Cryomec AG (Switzerland), Fives Cryo Inc. (United States), and Fives Cryo Suzhou Co., Ltd. (China). Within the Process Industries business, in the energy sector, this Business Unit generated revenue of approximately €200 million in 2024 and employed around 750 people.

The net gain on the sale of the business is included in the "Gain or Loss from Disposals and Acquisition Costs" line item.

In millions of euros	*Notes*	**2025**
Sale price of the Cryogenics Business Unit		829.0
Book value of the assets sold*		(153.0)
Costs incurred in relation to the sale		(12.8)
Profit or loss on sale	*5.8*	**663.3**

*Including goodwill for 86,3M€

4. CONSOLIDATION SCOPE

The list of companies included in the scope of consolidation as of December 31, 2025, appears in note 5.32.

4.1. Acquisition of the Pietro Carnaghi group

On September 16, the Group acquired the company Pietro Carnaghi S.p.A. based in Italy (together with its three subsidiaries in Germany, China and the United States).

A leading player in the design and supply of vertical solutions for machining large rotating parts, the company employs approximately 240 people and generated revenue of around €95 million in 2025 from major clients in the aerospace, defense, shipbuilding, and energy (wind and nuclear) sectors.

Following this acquisition, Pietro Carnaghi Spa and Pietro Carnaghi Inc. were included in the consolidation scope as of September 30, 2025, within the "High Precision Machines" operating segment.

Acquisition Value and Other Transaction Information

The fixed and definitive consideration transferred for 100% of the Pietro Carnaghi Group amounts to €64.9 million. The acquisition was financed through a combination of bank financing and Group's own cash.

Acquisition costs incurred in 2025 amounted to €2 million before tax. They are included in the "Profit from disposals and acquisition costs" line item. Loan issuance costs in connection with the financing of this acquisition are recorded in the "Cost of net financial debt" line.

Valuation work and allocation of the purchase price

Identifiable assets, liabilities, and contingent liabilities that meet the recognition criteria of IFRS 3 were recorded in the opening balance sheet at their fair value at the acquisition date.

The difference between the purchase price and the identified assets results in a provisional negative goodwill of €8.2 million, recorded in the income statement under "Other operating income and expenses."

Excluding this negative goodwill, the contribution of the Pietro Carnaghi group to the Group's Profit from recurring operations for the 2025 financial year is as follows:

In millions of euros	Proforma 2025 (12 months)	Including contribution to consolidated accounts (3 months)
Revenue	**95.6**	**27.4**
Costs of Sales	77.6	22.1
Gross Margin	**19.6**	**5.3**
Profit from recurring operations	**2.8**	**1.5**
Depreciation and Amortization Included in Profit from recurring operations	(4.2)	(1.1)

5. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (IN THOUSANDS OF EUROS)

5.1. Operating segment information

The Group's operating segments are as follows:

Smart Automation Solutions: "Smart automation solutions for e-commerce, courier, distribution and manufacturing" specializes in the design, supply and installation of high added value sorting, handling and automation solutions for the e-commerce, retail, distribution & automated warehouses markets. It also offers robotic solutions designed to automate manufacturing processes.

High Precision Machines: "High precision machines for advanced manufacturing" specializes in the supply of high precision machine-tools and 3D metal printing machines for the automotive, aerospace, defense and manufacturing markets.

Process Industries: "High performance and sustainable technologies for process industries" specializes in the design and supply of high performance and sustainable technologies for process industries, including process equipment and complete production lines for the aluminium, cement, steel, glass and energy sectors.

Other: includes, for reporting purposes, Fives' industrial maintenance, piping solutions for nuclear power plants and industrial digitalization mainly in France, as well as holding activities.

Segment information

	2025	2024	Including Cryogenic's contribution (6 months)
Smart Automation Solutions	582,981	584,263	584,263
High Precision Machines	406,020	336,275	336,275
Process Industries	824,649	1,008,531	915,488
Other	226,687	171,483	171,483
Total order intake	**2,040,337**	**2,100,552**	**2,007,509**
Smart Automation Solutions	566,695	748,111	748,111
High Precision Machines	447,034	299,112	299,112
Process Industries	740,699	1,021,291	835,866
Other	255,518	200,246	200,246
Total order book	**2,009,946**	**2,268,760**	**2,083,335**
Smart Automation Solutions	717,951	658,996	658,996
High Precision Machines	341,611	321,916	321,916
Process Industries	910,487	1,132,684	1,024,513
Other	172,575	167,337	167,337
Total sales	**2,142,624**	**2,280,933**	**2,172,762**
Smart Automation Solutions	19,275	21,712	21,712
High Precision Machines	1,621	1,896	1,896
Process Industries	39,589	91,606	71,698
Other	(8,754)	(771)	(771)
Total profit from recurring operations	**51,731**	**114,443**	**94,535**
Smart Automation Solutions	33,923	36,306	36,306
High Precision Machines	14,745	18,188	18,188
Process Industries	55,852	112,316	88,339
Other	792	1,616	1,616
EBITDA (*)	**105,312**	**168,426**	**144,449**

* EBITDA is defined as profit from recurring operations excluding amortization and depreciation (see note 5.6) and equity-settled share-based payment transactions (see note 5.5)
** The pro forma 31.12.24 has been restated from the Cryogenics closing order book as of December 31, 2024.

The breakdown of assets by operating segment is as follows:

Dec. 31, 2025	Smart Automation Solutions	High Precision Machines	Process Industries	Other	Total
Goodwill	31,040		42,213	5,372	78,625
Intangible assets, property, plant and equipment	57,614	115,825	77,561	47,405	298,405
Total allocated assets	**88,654**	**115,825**	**119,774**	**52,777**	**377,030**
Other assets					2,030,986
Total assets					**2,408,016**

In the "High Precision Machines" operating segment, Impairment losses were recognized for goodwill (€112 million) and long-term assets (additional impairment charge of €3 million) (see note 5.12).

Dec. 31, 2024	Smart Automation Solutions	High Precision Machines	Process Industries	Other	Total
Goodwill	31,040	112,420	128,540	5,372	277,372
Intangible assets, property, plant and equipment	79,213	74,230	110,975	54,019	318,437
Total allocated assets	**110,253**	**186,650**	**239,515**	**59,391**	**595,809**
Other assets					1,701,522
Total assets					**2,297,331**

5.2. Sales

Sales comprised the following:

	2025	2024
Revenue recognized based on the percentage-of-completion method	1,749,603	1,858,219
Revenue recognized based on the completed-contract method	393,021	422,714
Total	**2,142,624**	**2,280,933**

Sales by geographical destination

	2025	2024
Europe	656,957	697,884
Africa and Middle East	220,190	256,366
Americas	801,508	902,814
Asia and Oceania	463,969	423,869
Total	**2,142,624**	**2,280,933**

Sales by geographical origin

	2025	2024
Europe	1,044,395	1,198,048
Africa and Middle East	67,222	74,893
Americas	733,839	751,559
Asia and Oceania	297,168	256,433
Total	**2,142,624**	**2,280,933**

Information on major customers

No single Group customer accounted for more than 5% of consolidated sales in the last two reporting periods.

5.3. Personnel expenses and headcount

Personnel expenses

	2025	2024
Personnel expenses	714,988	719,738
Total headcount at reporting date	8,551	9,261

Headcount at December 31 by type of contract

Par type de contrat	2025	2024
Permanent contracts	8,132	8,723
Fixed-term contracts	153	172
Apprenticeships and internships	266	366
Total	**8,551**	**9,261**

5.4. Research and development costs

	2025	2024
Research and development expenses, gross	(41,196)	(43,080)
Research tax credits and grants received	9,475	8,240
Total	**(31,721)**	**(34,840)**

5.5. Other operating income and expenses

	2025	2024
Share-based payment transactions		
- equity-settled share-based payment transactions	514	790
- cash-settled share-based payment transactions	123	(65)
Other	2,678	6,717
Total	**3,315**	**7,442**

The "Other" line item includes the negative goodwill recognized in connection with the acquisition of the Pietro Carnaghi Group in 2025, amounting to €8.2 million (see note 4.1). In 2024, it primarily comprised the negative goodwill recognized upon the acquisition of 100% control of AddUp.

Since 2018, Group employees have benefited from a long-term incentive plan based on shares of the Group's parent company. This plan consists of free and performance shares for French employees and a "mirror" plan for foreign employees.

5.6. Amortization and depreciation included in profit from recurring operations

Profit from recurring operations includes the following amortization and depreciation items:

	2025	2024
Included in cost of sales	(15,468)	(15,552)
Included in overheads and other operating items	(35,666)	(35,607)
Amortization of intangible assets related to acquisitions	(2,959)	(3,614)
Total	**(54,093)**	**(54,773)**

In application of IFRS 16, amortization and depreciation allowances for right-of-use assets relating to leases amounted to €19.5 million on December 31, 2025. They were included in overheads.

5.7. Restructuring costs

This item includes costs incurred as a result of cost-saving measures and restructuring of the Group, notably in the context of redundancy plans undertaken in companies exposed to the automotive segment, mainly in France and the United Kingdom.

5.8. Gain or loss on disposals and acquisition costs

	2025	2024
Gain (loss) on disposals	662,620	(791)
Acquisition costs	(2,226)	(900)
Total	**660,394**	**(1,691)**

In 2025, the proceeds recognized in the profit or loss from disposals relate primarily to the disposal of the Cryogenics branch (see note 3.1).

5.9. Net financial income and expense

Cost of net financial debt

	2025	2024
Financial expenses relating to:		
- bonds	(5,900)	(5,772)
- bank loans	(15,602)	(23,336)
- lease liabilities	(4,451)	(4,294)
Other interest expense	(1,542)	(2,521)
Deferred transaction costs	(3,340)	(885)
Interest and related expenses	**(30,835)**	**(36,808)**
Interest and related income	**13,841**	**10,808**
Total	**(16,994)**	**(26,000)**

Financial expenses for bonds are related to the 2023 stimulus bonds.

The line item "financial expenses related to lease liabilities" relates to all lease contracts restated in accordance with IFRS 16.

Other financial income and expense

	2025	2024
Income from associates	503	3,623
Foreign exchange gains and losses	(18,326)	1,508
- Foreign exchange gains (losses)	(14,486)	5,560
- Impact of forward points on changes in fair value of foreign exchange derivatives	(3,840)	(4,052)
Expenses for retirement and related benefits	(1,586)	(1,505)
Net financial provisions	(1,692)	65
Other financial items	(280)	(56)
Total	**(21,381)**	**3,635**

The Group's financial result includes an unrealized foreign exchange loss of € (8.9) million, mainly related to intragroup loans in place between Fives and its subsidiaries, and a realized foreign exchange loss of € (5.6) million.

The amounts of these loans are detailed in Note 5.26 under "Foreign Exchange Risk."

5.10. Current and deferred tax

Analysis of income tax expense

	2025	2024
French value-added business tax (CVAE) and Italian production tax (IRAP)	(1,915)	(2,640)
Current tax	(46,764)	(39,657)
Subtotal current tax	**(48,679)**	**(42,297)**
Deferred tax	**(926)**	**(2,442)**
Total	**(49,605)**	**(44,739)**

Effective tax rate

	2025	2024
Profit before income tax	**525,738**	**89,936**
Parent company tax rate	*25,00%*	*25,00%*
Theoretical tax expense	(131,434)	(22,484)
Effect of:		
French value-added business tax (CVAE) and Italian production tax (IRAP)	(1,915)	(2,640)
Tax rate differences	3,048	3,382
Change in unrecognized deferred tax assets and unrecognized losses	(15,717)	(14,731)
Value adjustments	(28,105)	
Changes of scope	127,305	
Permanent differences and other items	(2,787)	(8,267)
Income tax expense	**(49,605)**	**(44,739)**

*Primarly linked to disposal of Cryogenics Business

Consolidated tax groups

Since January 1, 2019, Fives and its subsidiaries have been part of the consolidated tax group formed by Nova Orsay, which includes all French subsidiaries that are directly or indirectly more than 95%-owned. The tax savings resulting from offsetting the taxable losses of loss-making companies with the taxable profit of profit-making companies is recorded in Nova Orsay's financial statements.

The Group also files consolidated tax returns in the United States and Italy. The advantage is that all member entities of the consolidated tax group are considered a single entity for tax purposes. The Group also uses the group relief mechanism in the United Kingdom, which allows the offsetting of losses and profits between companies in the same tax group in a reporting period.

Deferred tax

The offsetting methods used are described in note 2.27.

Deferred tax assets are only recognized when it is sufficiently likely that they can be used against future taxable profit.

The breakdown of deferred tax assets and liabilities is as follows:

	Dec. 31, 2024						Dec. 31, 2025	
	Deferred tax assets	Deferred tax liabilities	Change recognized in income statement	Change recognized in equity	Scope	Translation differences and other	Deferred tax assets	Deferred tax liabilities
Provisions for retirement benefits	9,999						8,628	
Tax loss carryforwards	41,468						35,917	
Revaluations [1]	3,850	(31,700)					4,363	(36,511)
Other temporary differences	30,859	(6,926)					38,722	(12,182)
Deferred tax assets (liabilities), gross	**86,176**	**(38,626)**	**(5,146)**	**(463)**	**(3,117)**	**114**	**87,630**	**(48,693)**
Deferred tax asset limit	(24,422)		4,220			(1,227)	(21,429)	
Offsetting	(28,066)	28,066					(39,065)	39,065
Recognized deferred tax assets (liabilities)	**33,689**	**(10,559)**	**(926)**	**(463)**	**(3,117)**	**(1,113)**	**27,136**	**(9,628)**
Net deferred tax	**23,128**						**17,508**	

(1) Mainly relating to the tax amortization of goodwill in the United States

5.11. Share of profit or loss of associates

Until the date of the 100% takeover of AddUp at the beginning of October 2024, its contribution to the Group's 2024 net profit was a loss, presented on the line "Share of profit (loss) of associates".

5.12. Goodwill

	Dec. 31, 2024 net	Change in consolidation scope	Transfer	Impairment	Translation differences and other	Dec. 31, 2025 net
Smart Automation Solutions	31,040					31,040
High Precision Machines	112,420			(112,420)		
Process Industries	128,540	86,327				42,213
Other	5,372					5,372
Total	**277,372**	**(86,327)**		**(112,420)**		**78,625**

The "Change in consolidation scope" item records the derecognition of Goodwill allocated to the Group's Cryogenics Business Unit, which was sold during the financial year.

In compliance with IAS 36, an impairment test was performed at December 31, 2025 on each operating segment CGU.

The cash flows used for each CGU are based on Management's best estimates, updated at December 31, 2025.

The following assumptions were used:
– 2026-2031 medium-term plan;
– Terminal value growth rate: 2% (identical to assumptions used in the 2024 test);
– Discount rate: 10% (vs 9.6% assumption used in the 2024 test).

These tests led the Group to recognize an impairment loss of €(112) million in the High Precision Machine (HPM) Division, reflecting new market conditions considered in the medium-term plan, notably due to a deterioration in the outlook for activities related to the automotive sector.

Sensitivity analysis

Smart Automation Solutions CGU:
– Discount rate sensitivity: a 10.5% discount rate would not change the conclusions of the analysis;
– Long-term growth rate sensitivity: a 1.5% long-term growth rate would not change the conclusions of the analysis;
– Long-term cash flow sensitivity: a 10% decrease in long-term cash flow would not reduce the fair value of the CGUs to below their carrying amount.

High Precision Machines CGU:
Since an impairment loss has been observed on the entirety of Goodwill, the deterioration of the assumptions of the value test would no longer have an impact on the latter but would lead to an additional impairment of the division's long-term assets.
– Discount rate sensitivity: a 10.5% discount rate would result in additional impairment of €10.4 million;
– Long-term growth rate sensitivity: a 1.5% long-term growth rate would result in additional impairment of €6.9 million;
– Long-term growth rate sensitivity: a 10% decrease in long-term cash flow would result in additional impairment of €11.7 million.

Process Industries CGU:
– Discount rate sensitivity: a 10.1% discount rate would not change the conclusions of the analysis;
– Long-term growth rate sensitivity: a 1.5% long-term growth rate would not change the conclusions of the analysis;
– Long-term cash flow sensitivity: a 10% decrease in long-term cash flow would not reduce the fair value of the CGUs to below their carrying amount.

Other CGUs:
– Discount rate sensitivity: a 10.5% discount rate would not change the conclusions of the analysis;
– Long-term growth rate sensitivity: a 1.5% long-term growth rate would not change the conclusions of the analysis;
– Long-term cash flow sensitivity: a 10% decrease in long-term cash flow would not reduce the fair value of the CGUs to below their carrying amount.

5.13. Intangible assets

The analysis of changes in intangible assets was as follows:

	Dec. 31, 2025			Dec. 31, 2024		
	Gross	Acc. amort. / Imp.	Net	Gross	Acc. amort. / Imp.	Net
Technologies and R&D acquired	120,372	(109,972)	10,400	117,826	(113,867)	3,959
Brands acquired	25,537	(24,884)	653	27,814	(27,161)	653
Customer relationships, order book and other intangibles	75,723	(70,593)	5,130	77,293	(76,642)	651
Concessions, patents and licenses	87,197	(66,999)	20,198	88,336	(60,769)	27,566
Other intangible assets	57,146	(35,847)	21,299	53,983	(17,651)	36,333
Total	**365,975**	**(308,295)**	**57,680**	**365,252**	**(296,090)**	**69,162**

Following the impairment test on long-term non-amortizable intangible assets carried out in accordance with IAS 36, an impairment loss of €3 million was recognized on the technologies and R&D in the "High Precision Machine" Division.

At December 31, 2025, the analysis of changes in intangible assets was as follows:

	Gross	Acc. amort. / Imp.	Net
Balance at Dec. 31, 2024	**365,252**	**(296,090)**	**69,162**
Acquisitions	14,465		14,465
Deconsolidations and disposals	(2,307)	1,536	(771)
Amortization / Impairment		(39,091)	(39,091)
Reclassified items	(834)	1,338	504
Change in consolidation scope	11,327	3,702	15,029
Translation differences	(21,928)	20,310	(1,618)
Balance at Dec. 31, 2025	**365,975**	**(308,295)**	**57,680**

At December 31, 2024, the analysis of changes in intangible assets was as follows:

	Gross	Acc. amort. / Imp.	Net
Balance at Dec. 31, 2023	**319,274**	**(274,337)**	**44,937**
Acquisitions	17,899		17,899
Deconsolidations and disposals	(1,038)	876	(162)
Amortization / Impairment		(11,142)	(11,142)
Reclassified items	2,005	(1,303)	702
Change in consolidation scope	16,239	(3)	16,236
Translation differences	10,873	(10,181)	692
Balance at Dec. 31, 2024	**365,252**	**(296,090)**	**69,162**

5.14. Property, plant and equipment

The analysis of changes in property, plant and equipment was as follows:

	Dec. 31, 2025			Dec. 31, 2024		
	Gross	Acc. amort. / Imp.	Net	Brut	Acc. amort. / Imp.	Net
Land and developments	30,692		30,692	29,316		29,316
Buildings	172,674	(95,164)	77,510	177,835	(107,615)	70,220
Plant, equipment and machinery	205,029	(151,513)	53,516	249,676	(187,409)	62,267
Other assets	79,288	(60,664)	18,624	85,064	(66,131)	18,933
Right-of-use assets (leases)	103,765	(60,403)	43,362	132,955	(79,729)	53,226
Assets under construction	16,956		16,956	14,968		14,968
Advances on fixed assets	64		64	344		344
Total	**608,468**	**(367,744)**	**240,724**	**690,158**	**(440,884)**	**249,274**

At December 31, 2025, the analysis of changes in property, plant and equipment was as follows:

	Gross	Acc. amort. / Imp.	Net
Balance at Dec. 31, 2024	**690,158**	**(440,884)**	**249,274**
New right-of-use assets	16,396		16,396
Acquisitions	32,109		32,109
Deconsolidations and disposals	(37,911)	33,100	(4,811)
Depreciation / Impairment		(42,088)	(42,088)
Reclassified items	2,937	(1,745)	1,192
Change in consolidation scope	(64,840)	64,781	(59)
Translation differences	(30,381)	19,092	(11,289)
Balance at Dec. 31, 2025	**608,468**	**(367,744)**	**240,724**

The line item "Depreciation / Impairment" includes the depreciation of right-of-use assets under lease contracts for €19.5 million, in accordance with IFRS 16.

At December 31, 2024, the analysis of changes in property, plant and equipment was as follows:

	Gross	Acc. amort. / Imp.	Net
Balance at Dec. 31, 2023	**629,534**	**(404,099)**	**225,436**
New right-of-use assets	19,692		19,692
Acquisitions	37,932		37,905
Deconsolidations and disposals	(14,515)	13,397	(1,091)
Depreciation / Impairment		(44,378)	(44,378)
Reclassified items	(2,046)	1,784	(262)
Change in consolidation scope	7,626	93	7,719
Translation differences	11,935	(7,681)	4,254
Balance at Dec. 31, 2024	**690,158**	**(440,884)**	**249,274**

5.15. Current and non-current financial assets

The carrying amount of current and non-current financial assets can be analyzed as follows:

	Dec. 31, 2025			Dec. 31, 2024		
	Current	Non-current	Total	Current	Non-current	Total
Financial assets measured at amortized cost						
Loans related to investments in associates	20	80	**100**		81	**81**
Other financial assets	653,610	5,384	**658,994**	191,931	4,945	**196,877**
Financial assets measured at fair value through other comprehensive income						
Other long-term investments		22,792	**22,792**		12,250	**12,250**
Financial assets measured at fair value through profit and loss						
Derivatives	2,602		**2,602**	1,602		**1,602**
Other financial assets	2,317	2,243	**4,561**	1,305	1,272	**2,578**
Equity-accounted associates		1,841	**1,841**		843	**843**
Financial assets	**658,549**	**32,340**	**690,890**	**194,838**	**19,391**	**214,231**

At December 31, 2025 the change in gross value of other long-term investments included a €0.2 million increase in fair value, net of deferred tax.

At December 31, 2025, the repayment and maturity schedule for non-current financial assets (excluding Other long-term investments and Equity-accounted associates) was as follows:

	Dec. 31, 2025		
	Carrying amount	Between 1 and 5 years	More than 5 years
Loans related to investments in associates	80	80	
Other financial assets	7,627	7,627	
Total	**7,707**	**7,707**	

5.16. Inventories and work in progress

The change in carrying amount of inventories and work in progress was as follows:

	Dec. 31, 2025			Dec. 31, 2024		
	Gross	Impairment	Net	Gross	Impairment	Net
Raw materials	124,357	(29,995)	94,362	141,233	(25,058)	116,175
Work in progress	69,549	(7,360)	62,189	90,795	(9,218)	81,577
Intermediate and finished goods	78,545	(19,332)	59,213	77,976	(18,072)	59,904
Total	**272,451**	**(56,687)**	**215,764**	**310,004**	**(52,348)**	**257,656**

5.17. Contract assets and liabilities

The change in the carrying amount of contract assets and liabilities was as follows:

	Dec. 31, 2025	Dec. 31, 2024
Contracts recognized on a percentage-of-completion basis		
Contract assets	234,839	338,443
Contract liabilities	(347,370)	(440,192)
Net	**(112,531)**	**(101,749)**
Contracts recognized on a completed-contract basis		
Contract liabilities	(96,770)	(82,935)

5.18. Trade receivables

Gross and net trade receivables were as follows:

	Dec. 31, 2025			Dec. 31, 2024		
	Gross	Impairment	Net	Gross	Impairment	Net
Total trade receivables	439,046	(14,039)	425,007	508,941	(11,204)	497,737
Total	**439,046**	**(14,039)**	**425,007**	**508,941**	**(11,204)**	**497,737**

Changes in the impairment of trade receivables can be analyzed as follows:

	Opening balance	Allowances	Reversals	Translation differences	Other	Closing balance
2025	(11,204)	(7,388)	3,685	427	441	(14,039)
2024	(7,269)	(3,338)	1,224	(279)	(1,542)	(11,204)

At December 31, 2025, the trade receivables aging schedule was as follows:

	Total	Not overdue	Less than 30 days overdue	Between 30 days and 90 days overdue	More than 90 days overdue
2025	425,007	318,867	40,816	26,568	38,756
2024	497,737	350,565	82,940	28,454	35,778

Group policy with regard to credit risk management is based on the following principles:
- upstream risk management processes entailing the analysis of receivables risk during the project bid and selection stage;
- specific provisions for major contracts, including the obligation to hedge risk (commercial and/or political risk) according to criteria relating to contract size, type of receivable, and country category;
- regular monitoring of overdue payments during contract performance and early implementation of collection procedures for receivables due.

Given the nature of the Group's activities, receivables that are still unpaid after the contractual due date have been often confirmed by clients but are only collected once the requirements notified during the work acceptance inspection have been fulfilled and full acceptance has been secured. Such receivables are fully recoverable; the remaining expenses incurred to secure full acceptance are included in the calculation of the related contract's profit margin at completion.

Allowances for impairment losses are measured on a case-by-case basis taking into account collection risk.

5.19. Other current assets

Change in the carrying amount of other current assets was as follows:

	Dec. 31, 2025	Dec. 31, 2024
Tax receivables	59,133	63,398
Advances and progress payments	59,258	81,124
Other receivables	15,696	17,601
Prepaid expenses	17,370	15,399
Total	**151,457**	**177,522**

5.20. Cash and cash equivalents

	Dec. 31, 2025	Dec. 31, 2024
Cash equivalents	29,535	41,925
Cash	240,915	129,440
Total cash and cash equivalents	**270,450**	**171,365**

Cash equivalents comprise negotiable certificates of deposit and term deposits with an original maturity of less than three months.

Cash includes interest-bearing current accounts.

Breakdown of cash and cash equivalents per currency

	EUR	USD	GBP	CNY	JPY	CAD	Other	Total
Cash equivalents	17,647						11,888	29,535
Cash	58,232	15,846	189	130,197	9,907	9584	16,960	240,915
Total at Dec. 31, 2025	**75,879**	**15,846**	**189**	**130,197**	**9,907**	**9,584**	**28,848**	**270,450**
Foreign exchange swaps	(29,832)	(10,235)	(2,978)	3,405	39,640			
Total at Dec. 31, 2025 (before swaps)	**46,047**	**5,611**	**(2,789)**	**133,602**	**49,547**	**9,584**	**28,848**	**270,450**

At December 31, 2024, the breakdown of cash and cash equivalents by currency was as follows:

	EUR	USD	GBP	CNY	JPY	CAD	Other	Total
Cash equivalents	28,686						13,239	41,925
Cash	22,483	11,315	325	55,597	12,640	11,398	15,682	129,440
Total at Dec. 31, 2024	**51,169**	**11,315**	**325**	**55,597**	**12,640**	**11,398**	**28,921**	**171,365**
Foreign exchange swaps	(28,416)	(17,184)	(121)		45,721			
Total at Dec. 31, 2024 (before swaps)	**22,753**	**(5,869)**	**204**	**55,597**	**58,361**	**11,398**	**28,921**	**171,365**

Cash and cash equivalents are mainly held in major currencies and are deposited with top-ranking commercial banks.

5.21. Statement of cash flows

Cash net of bank overdrafts

	Dec. 31, 2025	Dec. 31, 2024
Cash equivalents	29,535	41,925
Cash	240,915	129,440
Total cash and cash equivalents	**270,450**	**171,365**
Bank overdrafts	(468)	(1,404)
Total	**269,982**	**169,961**

Working capital requirements and current provisions

	Dec. 31, 2025	Dec. 31, 2024	Changes	
			Due to business activity	Other *
Inventories and work in progress	(215,764)	(257,656)	3,171	38,721
Contract assets	(234,839)	(338,443)	57,449	46,155
Trade receivables	(425,007)	(497,737)	43,319	29,411
Other current/non-current assets incl. in working capital	(152,005)	(178,140)	21,027	5,108
Contract liabilities	444,140	523,127	(48,844)	(30,143)
Trade and related payables	427,775	553,180	(101,786)	(23,619)
Other current/non-current liabilities incl. in working capital	199,236	213,058	2,716	(16,538)
Working capital requirements before current provisions	**43,536**	**17,389**	**(22,948)**	**49,095**
Current provisions	121,641	115,402	15,449	(9,210)
Working capital requirements	**165,177**	**132,791**	**(7,499)**	**39,885**

* Resulting mainly from IFRS 9 adjustments, currency translation effects and changes in perimeter.

5.22. Shareholders' equity

Financial capital management policy

The Group implements a stringent, prudent financial capital management policy to ensure satisfactory returns for shareholders. There are no financial covenants involving the Group's consolidated equity or the equity of the parent company.

Share capital

At December 31, 2025, Fives' share capital was divided into 2,185,612 shares with a par value of €47. The shares are fully paid either in cash or in kind. Share capital amounts to €102,723,764.

Shareholder structure

Since May 29, 2018, the Caisse de Dépôt et Placement du Québec (CDPQ) and the Office d'investissement des Régimes de Pensions du Secteur Public (PSP), two of the largest pension fund managers in Canada, have been minority shareholders in the Group, alongside Management and Ardian, which has had a minority stake in Fives since 2012, as well as BPI France, which entered the Group's share capital at the beginning of March 2024.

Dividend payments

The Group did not pay out any dividends in the reporting period.

5.23. Current and non-current provisions

	Dec. 31, 2024	Allowance	Utilization	Unutilized reversals	Translation differences	Other	Dec. 31, 2025
Warranties	78,449	43,950	(11,561)	(17,101)	(4,083)	655	**90,309**
Contract litigation	5,282	3,486	(732)	(559)	(214)	(1,060)	**6,203**
Future losses on contracts	839	210	(582)	(287)	(18)	(128)	**34**
Completed contract expenses	24,500	12,634	(6,644)	(6,486)	(1,163)	(3,092)	**19,749**
Other provisions - current portion	6,332	1,562	(2,419)	(22)	(174)	67	**5,346**
Total current provisions	**115,402**	**61,842**	**(21,938)**	**(24,455)**	**(5,652)**	**(3,558)**	**121,641**
Retirement benefits	39,690	5,366	(4,920)	(1,898)	(1,191)	(3,706)	**33,341**
Other post-employment benefits	4,654	675	(670)	(134)	(28)	(429)	**4,068**
Other provisions - non-current portion	10,289	5,624	(4,019)	(2)	(127)	2,712	**14,477**
Total non-current provisions	**54,633**	**11,665**	**(9,609)**	**(2,034)**	**(1,346)**	**(1,423)**	**51,886**

Current provisions

Current provisions are mainly for warranties, future losses on contracts accounted for using the completed-contract method, and completed contract litigation.

Provisions for warranties cover the estimated future costs to be incurred over contract warranty periods, after provisional acceptance (or an equivalent event).

Non-current provisions

Non-current provisions are mainly for restructuring, employee benefits (including Italian contractual retirement benefits (TFR) and French long-service awards) and litigation not related to contracts.

The provision for retirement obligations reflects the Group's defined benefit plans currently in place, which include:

- French and Japanese retirement benefits;
- supplementary retirement plans; the British, American, German and French pension funds have been closed to further accrual and the vested rights thereunder were frozen as of the respective closure dates.

Actuarial assumptions

Dec. 31, 2025	France	United Kingdom	United States of America	Japan	Germany	India	Mexico
Discount rate	4.1%	5.4%	4.8%	0.3%	4.1%	6.5 - 6.7%	9.0%
Expected return on plan assets	NA	5.4%	NA	NA	NA	6.5 - 7.7%	9.0%
Salary increase rate	2.0%	NA	NA	2%	NA	8.0 - 8.5%	5.0%

Dec. 31, 2024	France	United Kingdom	United States of America	Japan	Germany	India	Mexico
Discount rate	3.7%	5.4%	5.3%	0.3%	3.4%	6.8 - 7%	10.0%
Expected return on plan assets	NA	5.4%	NA	NA	NA	7%	10.0%
Salary increase rate	2.0%	NA	NA	2%	NA	5 - 8.5%	5.0%

The present value of future obligations (defined benefit obligations) amounted to €65,043 thousand at December 31, 2025. Given the fair value of all plan assets, the net obligation at December 31, 2025 totaled €33,341 thousand.

The net expense recognized for the reporting period reflects the current service cost, the interest cost of the obligation less the expected return on plan assets and the amortization of past service costs. In total, expenses and changes in provisions for retirement benefit obligations resulted in a net expense of €3,248 thousand, of which €1,663 thousand were recognized in profit from recurring operations, and €1,585 thousand were recognized in financial expense.

Net actuarial gains and losses generated during the reporting period and recognized directly in items of other comprehensive income amounted to €(989) thousand, excluding tax, resulting from an overall decrease in the discount rate compared with December 31, 2024.

	Retirement benefit obligations	Complementary retirement obligations Dec. 31, 2025				Total
	France	Eurozone	United Kingdom	Americas	Asia	
CHANGE IN PRESENT VALUE OF OBLIGATION						
Present value of obligation at Jan. 1, 2025	19,185	2,025	44,826	4,163	2,041	72,240
Current service cost	1,340	4	363	10	191	1,908
Interest cost	667	59	2,261	195	55	3,237
Plan curtailments / settlements	(245)		(363)			(608)
Change in Scope	(1,391)	(1,366)				(2,757)
Benefits paid	(1,711)	(139)	(2,419)	(333)	(578)	(5,180)
Actuarial (gain) loss	(143)	(66)	(571)	(85)	(21)	(886)
Foreign exchange gains and losses and other			(2,215)	(454)	(242)	(2,911)
Present value of obligation at Dec. 31, 2025	**17,702**	**517**	**41,882**	**3,496**	**1,446**	**65,043**

	France	Eurozone	United Kingdom	Americas	Asia	Total
CHANGE IN FAIR VALUE OF PLAN ASSETS						
Fair value of plan assets at Jan. 1, 2025			31,782		768	32,550
Net return on plan assets			1,625		27	1,652
Employer contributions paid			1,857		57	1,914
Plan curtailments / settlements			(363)			(363)
Benefits paid			(2,419)		(13)	(2,432)
Foreign exchange gains and losses and other			(1,493)		(126)	(1,619)
Fair value of plan assets at Dec. 31, 2025			**30,989**		**713**	**31,702**

	France	Eurozone	United Kingdom	Americas	Asia	Total
COMPONENTS OF AMOUNTS RECOGNIZED IN THE FINANCIAL STATEMENTS						
Net obligation (obligation less plan assets)	17,702	517	10,893	3,496	733	33,341
Net provision recognized in the balance sheet at Dec. 31, 2025	**17,702**	**517**	**10,893**	**3,496**	**733**	**33,341**

	France	Eurozone	United Kingdom	Americas	Asia	Total
COMPONENTS OF NET EXPENSE RECOGNIZED FOR FINANCIAL YEAR						
Current service cost	1,340	4	363	10	191	1,908
Interest cost	667	59	2,261	195	55	3,237
Expected return on plan assets			(1,625)		(27)	(1,652)
(Gain) / loss on plan curtailments / settlements	(245)					(245)
Net expense recognized in the income statement for FY 2025	**1,762**	**63**	**999**	**205**	**219**	**3,248**

	France	Eurozone	United Kingdom	Americas	Asia	Total
CHANGE IN PROVISIONS FOR RETIREMENT AND OTHER						
Provisions recognized in the balance sheet at Jan. 1, 2025	19,185	2,025	13,044	4,163	1,272	39,690
Employer contributions paid			(1,857)		(57)	(1,914)
Net expense recognized	1,762	63	999	205	219	3,248
Benefits paid directly by the employer	(1,711)	(139)		(333)	(565)	(2,748)
Change in Scope	(1,391)	(1,366)				(2,757)
Net actuarial (gains) and losses	(143)	(66)	(674)	(85)	(21)	(989)
Foreign exchange gains and losses			(619)	(454)	(115)	(1,188)
Provisions recognized in the balance sheet at Dec. 31, 2025	**17,702**	**517**	**10,893**	**3,496**	**733**	**33,341**

	Retirement benefit obligations	Complementary retirement obligations Dec. 31, 2024				Total
	France	Eurozone	United Kingdom	Americas	Asia	
CHANGE IN PRESENT VALUE OF OBLIGATION						
Present value of obligation at Jan. 1, 2024	19,867	2,136	47,274	3,815	1,982	75,074
Current service cost	1,446	6	391	11	124	1,978
Interest cost	650	66	2,124	184	41	3,065
Plan curtailments / settlements	(46)	(42)	(391)		(127)	(606)
Change in Scope	243					243
Benefits paid	(1,967)	(94)	(2,710)	(370)	(7)	(5,148)
Actuarial (gain) loss	(1,008)	(47)	(143)	306	38	(854)
Foreign exchange gains and losses and other			(1,719)	217	(10)	(1,512)
Present value of obligation at Dec. 31, 2024	**19,185**	**2,025**	**44,826**	**4,163**	**2,041**	**72,240**
CHANGE IN FAIR VALUE OF PLAN ASSETS						
Fair value of plan assets at Jan. 1, 2024			33,844		794	34,638
Net return on plan assets			1,536		24	1,560
Employer contributions paid			1,840		48	1,888
Plan curtailments / settlements			(391)		(116)	(507)
Benefits paid			(2,710)		(7)	(2,717)
Foreign exchange gains and losses and other			(2,337)		25	(2,312)
Fair value of plan assets at Dec. 31, 2024			**31,782**		**768**	**32,550**
COMPONENTS OF AMOUNTS RECOGNIZED IN THE FINANCIAL STATEMENTS						
Net obligation (obligation less plan assets)	19,185	2,025	13,044	4,163	1,273	39,690
Net provision recognized in the balance sheet at Dec. 31, 2024	**19,185**	**2,025**	**13,044**	**4,163**	**1,273**	**39,690**
COMPONENTS OF NET EXPENSE RECOGNIZED FOR FINANCIAL YEAR						
Current service cost	1,446	6	391	11	124	1,978
Interest cost	650	66	2,124	184	41	3,065
Expected return on plan assets			(1,536)		(24)	(1,560)
(Gain) / loss on plan curtailments / settlements	(46)	(42)			(12)	(100)
Net expense recognized in the income statement for FY 2024	**2,050**	**30**	**979**	**195**	**129**	**3,383**
CHANGE IN PROVISIONS FOR RETIREMENT AND OTHER						
Provisions recognized in the balance sheet at Jan. 1, 2024	19,867	2,136	13,430	3,815	1,189	40,436
Employer contributions paid			(1,840)		(48)	(1,888)
Net expense recognized	2,050	30	979	195	129	3,383
Benefits paid directly by the employer	(1,967)	(94)		(370)	(7)	(2,438)
Change in Scope	243					243
Net actuarial (gains) and losses	(1,008)	(47)	(143)	306	38	(854)
Foreign exchange gains and losses			618	217	(30)	805
Provisions recognized in the balance sheet at Dec. 31, 2024	**19,185**	**2,025**	**13,044**	**4,163**	**1,272**	**39,690**

Plan assets by investment type

	Dec. 31, 2025		Dec. 31, 2024	
	Amount	%	Amount	%
Shares	11,807	37%	17,392	53%
Bonds and other debt securities	18,605	59%	12,080	37%
Money market investments	568	2%	2,301	7%
Diversified funds	722	2%	776	2%
Fair value of invested plan assets	**31,702**	**100%**	**32,550**	**100%**

Present value of obligation

	Dec. 31, 2025	Dec. 31, 2024
Present value of obligation	65,043	72,240
Fair value of invested plan assets	(31,702)	(32,550)
Present value of obligation	**33,341**	**39,690**

Sensitivity analysis

The present value of post-employment benefits is sensitive to discount rates. The following table presents the impact of a 25-basis point decrease in discount rates on the present value of the obligation:

	Dec. 31, 2025		Dec. 31, 2024	
	In thousands of euros	DBO as a %	In thousands of euros	DBO as a %
France	931	5.32%	1,050	5.54%
Eurozone	100	3.00%	57	2.82%
United Kingdom	1,152	2.75%	1,266	2.82%
Americas	16	3.00%	123	2.96%
Asia	6	2.42%	6	0.30%

5.24. Current and non-current financial debt

	Dec. 31, 2025			Dec. 31, 2024		
	Non-current	Current	Total	Non-current	Current	Total
Stimulus Bonds	60,000		60,000	75,000		75,000
Bank loans	58,091	92,339	150,430	70,516	185,519	256,035
Deferred transaction costs	(2,681)		(2,681)	(3,719)		(3,719)
Finance leases	32,193	14,766	46,959	39,243	17,349	56,592
Other bank loans and borrowings		3,953	3,953	754	1,200	1,954
Accrued interest		3,414	3,414		5,967	5,967
Derivative instruments, liabilities		958	958		6,054	6,054
Bank overdrafts		469	469		1,404	1,404
Total financial debt	**147,603**	**115,899**	**263,502**	**181,795**	**217,493**	**399,288**

15M€ out of the Stimulus Bonds subscribed in 2023 and maturing in 2031 were reimbursed voluntarily in the last quarter of 2025. As of the end of December 2025, the amount of Stimulus Bonds outstanding is therefore €60 million.

At December 31, 2025, the line item "Bank loans" included:

- A €40 million loan taken out during the fourth quarter of 2025 by the holding company in Italy with two of the Group's relationship banks to partially refinance the acquisition price of Pietro Carnaghi. This 5-year loan is amortized linearly on a quarterly basis starting June 30, 2026.
- A €80 million loan taken out under preferential conditions in 2018 with EIB (European Investment Bank), €11.4 million of which was repaid within the financial year 2025, recognized at an estimated fair value of €29.8 million.
- Loans entered in 2020 as part of Government liquidity support programs in France, Italy and the United States in the context of the COVID-19 pandemic. The loans in Italy and the United States are fully repaid by the end of the fiscal year.
  In France, the State-guaranteed loan of €200 million, extended in April 2021, will be repaid yearly in equal instalments until 2026. The penultimate installment of €38 million was paid on July 2, 2025.

Taken out under preferential conditions in accordance with the law of March 23, 2020, the State-guaranteed loan was recognized at a fair value of €38.9 million at December 31, 2025. The grant generated for Group operations is recognized over the loan term. It amounted to €1.7 million for 2025 (compared to €3 million for 2024).

– The drawdown of the revolving credit facility ("RCF") of €14.3 million. A new revolving credit facility was established in April 2024 concurrently with the refinancing of the bond debt, with a maturity on January 15, 2029. The lenders unanimously agreed to maintain it, following the sale of the Cryogenics branch and the repayment of the bond loan, with a maturity date reduced to December 31, 2026.
This revolving credit facility maximum principal is €164 million. Its use is free up to €70 million and above that amount is subject to compliance with a net leverage ratio, tested quarterly. This covenant is met as of December 31, 2025.

Change in financial debt, by type

	Dec. 31, 2025	Dec. 31, 2024			Breakdown of other changes					
			Changes included in financial flows	Other changes	Scope	Translation	IFRS 9 measurement effet	New finance leases	Capitalization of interest at the effective interest rate (EIR)	Interest expense
Stimulus Bonds	60,000	75,000	(15,000)							
Bank loans	150,430	256,035	(111,412)	5,807	3,921	(983)			2,869	
Deferred transaction costs	(2,681)	(3,719)	(2,295)	3,333	(7)	(17)				3,357
Finance leases	46,959	56,592	(21,734)	12,100	(2,119)	(2,177)		16,396		
Other bank loans and borrowings	3,953	1,954	3,121	(1,122)		(1,122)				
Accrued interest	3,414	5,967	(27,141)	24,588		(21)			(2,869)	27,478
Derivative instruments, liabilities	958	6,054		(5,096)	(218)	(140)	(4,739)			
Bank overdrafts	469	1,404								
Total financial debt	**263,501**	**399,288**	**(174,461)**	**39,609**	**1,577**	**(4,460)**	**(4,739)**	**16,396**		**30,835**

Breakdown in fixed- and floating-rate financial liabilities (before hedging instruments)

	Dec. 31, 2025			Dec. 31, 2024		
	Fixed rate	Floating rate	Total	Fixed rate	Floating rate	Total
Stimulus Bonds	60,000		60,000	75000		75000
Bank loans	45,039	105,391	150,430	71,247	184,788	256,035
Deferred transaction costs	(2,681)		(2,681)	(3,719)		(3,719)
Finance leases	46,959		46,959	56,592		56,592
Other bank loans and borrowings	467	3,486	3,953	754	1,200	1,954
Accrued interest	3,414		3,414	5,967		5,967
Total financial debt	**153,198**	**108,877**	**262,075**	**205,841**	**185,988**	**391,829**

Breakdown in fixed- and floating-rate financial liabilities (after hedging instruments)

	Dec. 31, 2025			Dec. 31, 2024		
	Fixed rate	Floating rate	Total	Fixed rate	Floating rate	Total
Stimulus Bonds	60,000		60,000	75,000		75,000
Bank loans	75,805	74,625	150,430	131,983	124,052	256,035
Deferred transaction costs	(2,681)		(2,681)	(3,719)		(3,719)
Finance leases	46,959		46,959	56,592		56,592
Other bank loans and borrowings	467	3,486	3,953	754	1,200	1,954
Accrued interest	3,414		3,414	5,967		5,967
Total financial debt	**183,964**	**78,111**	**262,075**	**266,577**	**125,252**	**391,829**

See information on interest rate hedging instruments in note 5.26

Breakdown of financial liabilities by currency

	Dec. 31, 2025				Dec. 31, 2024			
	EUR	USD	Other	Total	EUR	USD	Other	Total
Stimulus Bonds	60,000			60,000	75,000			75,000
Bank loans	131,223	1,917	17,289	150,430	206,659	13,977	35,399	256,035
Deferred transaction costs	(2,681)			(2,681)	(3,587)	(132)		(3,719)
Finance leases	28,672	13,102	5,185	46,959	35,109	13,989	7,494	56,592
Other bank loans and borrowings	3,953			3,953	1,954			1,954
Accrued interest	3,161	143	110	3,414	5,715	143	109	5,967
Total financial debt	**224,328**	**15,162**	**22,584**	**262,075**	**320,850**	**27,977**	**43,002**	**391,829**

The line "bank loans" are mostly denominated in Euro.

5.25. Other current and non-current liabilities

Other non-current liabilities

Other non-current liabilities comprised the following:

	Dec. 31, 2025	Dec. 31, 2024
Payroll-related payables	4,242	4,669
Estimated debt on price supplements	1,000	2,000
Other liabilities	1,742	890
Prepaid income	2,177	4,077
Total	**9,161**	**11,636**

Other current liabilities

Other current liabilities comprised the following:

	Dec. 31, 2025	Dec. 31, 2024
Tax and social security payables	145,322	157,914
Amounts due on acquisitions of fixed assets	1,091	2,098
Other liabilities	48,838	50,212
Total	**195,256**	**210,224**

5.26. Financial risk management

Financial risk is managed in accordance with the risk management policy established by the Group's Chairman. Each operating entity is responsible for identifying, assessing and hedging its exposure to financial risk, in compliance with Group policies.

To manage its exposure to market risk, the Group uses derivative financial instruments, which are recognized in the balance sheet at their fair value.

The fair value of derivative financial instruments recognized at the reporting date, without accounting for the discount relating to counterparty risk, comprised the following:

	Dec. 31, 2025		Dec. 31, 2024	
	Assets	Liabilities	Assets	Liabilities
Interest rate derivative instruments				
Related to a cash flow hedge		131		
Foreign exchange derivative instruments				
Fair value hedging derivative instruments	2,602	827	1,602	6,054

Liquidity risk

Fives closely monitors liquidity risk for the Group and each of its subsidiaries periodically using Group financial reporting procedures.

The following analysis addresses the contractual obligations relating to loans and borrowings, including interest payable.

Expected future cash flows are calculated on the basis of the contractual maturity schedules of the associated financial liabilities. Future interest incorporates the effect of fixed rate swaps.

The future cash flows presented below have not been discounted.

	Balance sheet carrying amount	< 1 year	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 4 years	Between 4 and 5 years	> 5 years
Non-derivative financial instruments							
Stimulus Bonds	60,000						60,000
Bank loans	154,383	96,292	22,916	16,675	8,964	8,535	1,001
Finance leases	46,959	14,818	11,576	4,887	2,015	1,118	12,545
Total gross non-current financial liabilities	**261,342**	**111,110**	**34,492**	**21,562**	**10,979**	**9,653**	**73,546**
Deferred transaction costs	(2,681)	(1,536)	(259)	(260)	(271)	(283)	(72)
Total non-current financial liabilities	**258,661**	**109,574**	**34,233**	**21,302**	**10,708**	**9,370**	**73,474**
Interest on non-current financial liabilities		7,959	6,407	5,663	5,124	4,807	4,568

The analysis excludes financial assets such as cash and cash equivalents and trade receivables, which amounted to €270.4 million and €425 million, respectively, at December 31, 2025.

It is recalled that, following the April 2024 refinancing, the Group benefits from a revolving credit agreement with a maximum principal amount of €164 million, subscribed by the Group's relationship banks, which can be drawn down for any purpose by Nova Alexandre III and its indirect subsidiary Fives, maintained with the agreement of the lending banks until December 31, 2026, following the full early repayment of the senior bond of Nova Alexandre III. Its use is free up to €70 million and beyond that, subject to compliance with a quarterly adjusted net leverage ratio, met as of December 31, 2025. The drawn balance is €14.3 million as of December 31, 2025, and is classified in the portion of < 1 year in the same way as the use of the various short-term facilities (Canada, Italy).

In April 2021, the Group exercised its option to extend the French State-guaranteed loan of €200 million for five more years, until 2026. The loan is repayable in equal yearly instalments over the extension period. The fourth and penultimate instalment was paid in July 2025.

The €40 million loan taken out at the end of 2025 for the partial refinancing of the acquisition of Pietro Carnaghi is amortized linearly over a period of five years.

Interest rate risk

The loan granted by the European Investment Bank in 2018 for an aggregate initial amount of €80 million and the Stimulus bonds issued in 2023 for an aggregate initial amount of €75 million bear fixed-rate interest.

The €200 million State-Guaranteed Loan (PGE) arranged at Fives in 2020 was subscribed for €40 million at fixed rate. The vast majority of the residual floating-rate portion (3-month Euribor reference rate) was swapped to fixed rate in September 2024, effective from October 2, 2024, until the final maturity date in July 2026.

The €40 million loan taken out in Italy at floating rate includes a contractual commitment to a fixed-rate hedge of at least 50% for a term of 3 years, to be implemented during 2026.

Given the available cash, the Group considers it is not materially exposed to interest rate risk for the year 2026.

Currency risk

Loans and borrowings denominated in foreign currencies

The Group initially financed the acquisition of some companies in the United States mainly in euros, its main reference currency. The associated payments were refinanced by long-term loans denominated in USD contracted by the operating companies acquired or the Group's holding company in the United States.

In August 2024, the short-term debt of the Group's holding company in the United States was restructured into two long-term loans, including the first $45 million loan with capitalizable interest maturing on January 15, 2034, and the second $65 million amortizable loan maturing on January 15, 2029.

The Loan principal exposure to currency risk on these intercompany loans denominated in USD issued by France amounted to $101.7 million as of December 31, 2025, compared to $112.7 million as of December 31, 2024.

Exchange rate risk on operating profit

The Group is mainly exposed to exchange rate risk on its net selling positions arising from export contracts denominated in currencies other than the functional currency of the contracting companies.

The main currency pairs subject to exchange rate risk are EUR/USD, USD/CAD, JPY/EUR and CNY/EUR.

The Group uses natural hedges to limit its exposure to exchange rate risk on operating profit by purchasing in the currency or currencies used for sales, on a contract-by-contract basis.

The net residual exchange rate risk is hedged when the risk arises, mainly through currency forwards and/or by entering into insurance contracts with the French export credit agency Bpifrance ("Assurance Change") when applicable to French subsidiaries.

Analysis of exchange risk sensitivity

This analysis excludes the effects of translating the financial statements of Group entities into the reporting currency (euros).

On USD loans: exposure at December 31, 2025, in principal and interest projections for 2026

Principal of acquisition loans denominated in USD totaled $101.7 million at December 31, 2025, with projected interest income in 2026 of $5.5 million.
No hedging was in place at December 31, 2025.
Net exposure amounted to $107.2 million, or €91.2 million after translation using the exchange rate at the reporting date.

A 10-basis point increase or decrease in the EUR/USD exchange rates would have the following impact on profit for 2026:

	ER-10bp	ER	ER+10bp
USD loans			
Exchange rate at Dec. 31	*1.075*	*1.175*	*1.275*
Net debt after hedging (EUR)	99.7	91.2	84.1
Total effect on 2025 profit	8.5		(7.2)

On USD loans: net exposure at December 31, 2025, and estimated cash flows for 2026

Expected cash flows in 2026 relating to intercompany loans denominated in USD (interest payments and repayment of principal), assessed in accordance with contractual repayment schedules, amount to $12.4 million.

Cash exposure on expected cash flows in USD in 2025 should be therefore €10.5 million after translation using the exchange rate at the reporting date.

Sales contracts

Foreign exchange risk on sales contracts is generally hedged by financial instruments that are eligible for fair value hedge accounting. The hedged items relating to such contracts are measured at the covered Spot rates.

The companies regularly measure the effectiveness of their foreign exchange (currency) hedges in relation to changes in the underlying.

Credit risk

Credit risk is the risk that one party to a financial liability will cause a loss for the other party by defaulting on its obligations. The Group is exposed to credit risk in its operating activities (mainly trade receivables) and financing activities due to the deposits, foreign exchange hedges and other financial instruments contracted with banks and financial institutions. The Group closely monitors its bank counterparty risk.

Risks relating to trade receivables

The Group believes that there is limited risk that counterparty default could significantly affect its financial position and profit.
The Group carefully manages credit risk relating to trade receivables, as detailed in note 5.18.

Risks relating to other financial assets

The Group uses derivatives solely to reduce its overall exposure to the foreign exchange risk and interest rate risk arising from its ordinary business activities. Derivative transactions are only entered into in organized markets or over-the-counter markets with leading operators.

Risks relating to cash and cash equivalents

At December 31, 2025, all cash and cash equivalents were invested through the top-ranking commercial banks that finance the Group's activities.

5.27. Value of financial assets and liabilities, by category

The valuation methods used are described in the accounting policies. The Group did not identify any material differences between the carrying amount and market value of the financial assets and liabilities reported on the balance sheet, irrespective of the categories and levels of fair value.

The Group distinguishes three categories of financial instruments based on two fair value measurement methods (quoted prices and other valuation techniques):
- level 1: financial instruments with quoted prices traded in active markets;
- level 2: financial instruments the fair value of which is determined based on valuation techniques using observable inputs;
- level 3: financial instruments the fair value of which is determined using a valuation technique that is not based on or only partially based on observable market data (input based on assumptions and not on observable prices or other market data).

Available-for-sale financial assets and money market funds are classified as level one financial instruments and interest rate and exchange rate derivative instruments are classified as level two. Acquisition-related liabilities (earnout liabilities and commitments to purchase non-controlling interests) are classified as level three.

5.28. Off-balance sheet commitments

Guarantees, sureties and other

	Dec. 31, 2025	Dec. 31, 2024
Commitments given	279,684	297,892
Commitments received	35,889	35,748

Guarantees and sureties refer to commitments given or received in connection with the financing of commercial contracts underway and performance bonds.

Pledges

The pledge of all their securities accounts initially granted inter alias by Nova Alexandre III and Novafives in favour of the bond lenders and the lenders of the revolving credit agreement (RCF) is maintained for the latter after the full repayment of the 2024-2029 bond loan which took place in July 2025, as security and guarantee for the obligations of Nova Alexandre III and Fives as borrowers under the revolving credit agreement dated 29 April 2024 now maturing on 31 December 2026.

5.29. Related parties

Related parties mainly comprise:
- Fives's shareholders;
- associates;
- controlled entities that are not consolidated as they are not material.

There were no material transactions with related parties other than those described herein.

Remuneration of the executive officers

In 2025, the aggregate direct and indirect remuneration paid by Fives or its subsidiaries to the Chairman and members of the Management Board, corresponding to 6 people in total, amounted to €4,157k.

5.30. Statutory audit fees

Total fees charged by the statutory auditors of Fives and its subsidiaries, as presented in the consolidated financial statements for the periods ended December 31, 2025 and 2024, amounted to:

	2025			2024		
	Statutory audit	Other work	Total	Statutory audit	Other work	Total
Deloitte	793	104	**898**	901	126	**1,027**
Ernst & Young	614	77	**691**	622	49	**670**
Others	1,235		**1,235**	887		**887**
Total	**2,642**	**181**	**2,824**	**2,410**	**175**	**2,584**

5.31. Subsequent events

On January 1, 2026, Fives absorbed its partner Novafives in a reverse merger. The sole shareholder of Fives is now Nova Alexandre III.

5.32. Consolidated companies at December 31, 2025

Consolidated companies	Location	Consolidation method	Percentage controlling/ownership	Percentage interest
HOLDINGS AND SUBSIDIARIES NOT ALLOCATED TO OPERATING SEGMENTS				
Fives *	Paris, France	FC	Parent company	
FI 2006 *	Paris, France	FC	100.00	100.00
FI2011 *	Paris, France	FC	100.00	100.00
Fives UK Holding Ltd.	United-Kingdom	FC	100.00	100.00
Fives Inc.	United States	FC	100.00	100.00
Fives Italy S.r.l.	Italy	FC	100.00	100.00
Fives Engineering (Shanghai) Co., Ltd.	China	FC	100.00	100.00
Shanghai Fives Automation & Processing Equipment Co., Ltd.	China	FC	100.00	100.00
Fives Japan KK	Japan	FC	100.00	100.00
Eiffel RE	Luxembourg	FC	100.00	100.00
Fives Maintenance *	Montévrain, France	FC	100.00	100.00
Fives Cortx *	Vénissieux, France	FC	100.00	100.00
Fives Nordon *	Nancy, France	FC	100.00	100.00
Fives Nordon ACPP *	La Hague, France	FC	100.00	100.00
Fives Real Estate *	Paris, France	FC	100.00	100.00
Fives Real Estate II*	Paris, France	FC	100.00	100.00
Fives RE Nancy	Paris, France	FC	100.00	100.00
Fives RE Héricourt	Paris, France	FC	100.00	100.00
Fives RE Val d'Europe	Paris, France	FC	100.00	100.00
Fives RE Ronchin	Paris, France	FC	100.00	100.00
Fives RE Le Bignon	Paris, France	FC	100.00	100.00
Fives RE Capdenac	Paris, France	FC	100.00	100.00
Fives RE Mios	Paris, France	FC	100.00	100.00
Fives RE Lorient	Paris, France	FC	100.00	100.00
Fives RE Plœmeur	Paris, France	FC	100.00	100.00
Fives RE Martillac	Paris, France	FC	100.00	100.00
Fives RE Technopole du Château Gombert	Paris, France	FC	100.00	100.00
SMART AUTOMATION SOLUTIONS				
Fives Intralogistics SAS *	Chasse-sur-Rhône, France	FC	100.00	100.00
Fives Syleps *	Lorient, France	FC	100.00	100.00
Fives Xcella*	Larmor-Plage, France	FC	100.00	100.00
Fives Conveying *	Montévrain, France	FC	100.00	100.00
Fives Conveying Iberica	Spain	FC	100.00	100.00
Fives Cinetic *	Héricourt, France	FC	100.00	100.00
Fives Intralogistics S.P.A.	Italy	FC	100.00	100.00
Fives Intralogistics Corp.	États-Unis	FC	100.00	100.00
Fives Cinetic Corp.	États-Unis	FC	100.00	100.00
Fives DyAG Corp.	États-Unis	FC	100.00	100.00
Fives Cinetic Mexico SA de CV	Mexique	FC	100.00	100.00
Fives Intralogistics K.K.	Japon	FC	100.00	100.00
Fives Filling & Sealing *	Le Bignon, France	FC	100.00	100.00
Fives Filling & Sealing K.K.	Japon	FC	100.00	100.00
HIGH PRECISION MACHINES				
Fives AddUp*	Cébézat, France	FC	100.00	100.00
Fives Landis Corp.	États-Unis	FC	100.00	100.00
Fives Grinding Mexico SAPI de CV	Mexique	FC	100.00	100.00
Fives Machining Systems Inc.	United States	FC	100.00	100.00
Fives Lund LLC	United States	FC	100.00	100.00
Fives Liné Machines Inc.	Canada	FC	100.00	100.00
4192567 Canada Inc.	Canada	FC	100.00	100.00
Sogelire Inc.	Canada	FC	100.00	100.00
Pietro Carnaghi Spa	Italy	FC	100.00	100.00
Pietro Carnaghi USA Inc	United States	FC	100.00	100.00
Fives Landis Limited	United-Kingdom	FC	100.00	100.00

Consolidated companies	Location	Consolidation method	Percentage controlling/ownership	Percentage interest
Fives Landis GmbH	Germany	FC	100.00	100.00
Fives Giustina S.r.l.	Italy	FC	100.00	100.00
Fives Machining *	Capdenac-Gare, France	FC	100.00	100.00
Fives Daisho Seiki K.K.	Japan	FC	100.00	100.00
Daisho Seiki Korea Co., Ltd.	South Korea	FC	85.46	85.46
Daisho Seiki American Corporation	United States	FC	100.00	100.00
Fives Machining Systems Korea Inc.	South Korea	FC	100.00	100.00
Fives Giddings & Lewis, LLC	United States	FC	100.00	100.00
PROCESS INDUSTRIES				
Fives FCB *	Villeneuve d'Ascq, France	FC	100.00	100.00
Fives FCB Sénégal	Senegal	FC	100.00	100.00
Fives FCB Services Mexico S de rl de C.V.	Mexico	FC	99.90	99.90
Fives Pillard	Marseille, France	FC	85.20	85.20
Fives Pillard España S.A.U.	Spain	FC	100.00	100.00
Fives Pillard Deutschland GmbH	Germany	EM	47.50	40.06
Fives Combustion Systems Private Ltd.	India	FC	100.00	100.00
Fives Prosim*	Labège, France	FC	100.00	100.00
Fives Cail KCP Ltd.	India	EM	40.00	40.00
Fives North American Combustion France SAS*	Marseille, France	FC	100.00	100.00
Fives North American Combustion Netherlands BV	Netherland	FC	100.00	100.00
Fives North American Combustion Spain S.L.	Spain	FC	100.00	100.00
Fives North American Combustion Inc.	United States	FC	100.00	100.00
Fives North American Combustion Canada Inc.	Canada	FC	100.00	100.00
North American Construction Services Ltd.	United States	FC	100.00	100.00
NAMCO Constructions Services Inc.	United States	FC	100.00	100.00
Fives Itas S.P.A.	Italy	FC	100.00	100.00
Fives Bronx, Inc.	United States	FC	100.00	100.00
Fives Bronx Ltd.	United-Kingdom	FC	100.00	100.00
Fives OTO S.P.A.	Italy	FC	100.00	100.00
F.L. Métal *	Lezennes, France	FC	100.00	100.00
Fives DMS *	Lezennes, France	FC	100.00	100.00
Fives ST Corp.	United States	FC	100.00	100.00
Fives Steel America Inc	United States	FC	100.00	100.00
Fives Steel Spain SA	Spain	FC	100.00	100.00
Fives Keods *	Maisons-Alfort, France	FC	100.00	100.00
Fives Stein *	Maisons-Alfort, France	FC	100.00	100.00
Fives Celes *	Lautenbach, France	FC	100.00	100.00
Fives Stein India Projects Private Ltd.	India	FC	100.00	100.00
Fives Stein Metallurgical Technology (Shanghai) Co., Ltd.	China	FC	100.00	100.00
Fives Stein Ltd.	United-Kingdom	FC	100.00	100.00
Fives India Engineering & Projects Private Ltd.	India	FC	100.00	100.00
Fives Solios *	Givors, France	FC	100.00	100.00
PSA 2000 *	Givors, France	FC	100.00	100.00
Fives Arabia Co. Ltd	Saudi Arabia	FC	100.00	100.00
Fives Services Gulf W.L.L.	Bahreïn	FC	100.00	100.00
Fives Solios Corp.	United States	FC	100.00	100.00
Fives Solios Inc.	Canada	FC	100.00	100.00
Fives Services Southern Africa (Pty) Ltd.	South Africa	FC	100.00	100.00
Fives Services Mzansi (Pty) Ltd.	South Africa	FC	100.00	100.00
Fives ECL *	Ronchin, France	FC	100.00	100.00
Fives Services Inc.	Canada	FC	100.00	100.00
Fives Services Gulf DMCC	United Arab Emirates	FC	100.00	100.00
Fives Services Australia PTY Ltd.	Australia	FC	100.00	100.00

* Companies included in the Nova Orsay tax group.
FC: fully consolidated
EM: accounted for by the equity method

VI

STATUTORY AUDITORS' REPORT

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Financial year ending December 31, 2025

DELOITTE & ASSOCIÉS
6 place de la Pyramide
92908 Paris-La Défense Cedex
SAS au capital de 2 201 424 €
572 028 041 R.C.S. Nanterre
Commissaire aux comptes
Membre de la compagnie régionale de Versailles et du Centre

ERNST & YOUNG ET AUTRES
Tour First - TSA 14444
92037 Paris-La Défense Cedex
S.A.S. à capital variable
438 476 913 R.C.S. Nanterre
Commissaire aux comptes
Membre de la compagnie régionale de Versailles et du Centre

To the Chairman and Chief Executive Officer,

Opinion

In our capacity as statutory auditors of Fives and at your request, we have audited the consolidated financial statements of Fives, which comprise the consolidated statement of financial position as at December 31, 2025, and the consolidated statements of profit or loss, changes in equity and cash flows, and notes to the consolidated financial statements, comprising material accounting policies and other explanatory information, which are included in this report.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the assets and financial position of the Group as at December 31, 2025, and its consolidated financial performance for the year then ended in accordance with IFRS Accounting Standards as adopted in the European Union.

Basis for opinion

Audit reference

We conducted out audit in accordance with the professional standards applicable in France and the professional code of the French association of independent auditors, the Compagnie nationale des commissaires aux comptes. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are further described in the *"Statutory auditor's responsibilities for the audit of the consolidated financial statements"* section of our report.

Independence

We are independent of the Group in accordance with the French Commercial Code and the Statutory Auditors' Code of Ethics, and we have fulfilled our responsibilities in accordance with these requirements.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the IFRS Accounting Standards as adopted in the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management intends either to liquidate the Group or to cease operations.

These consolidated financial statements have been approved by the Chairman and Chief Executive Officer.

Statutory auditor's responsibilities for the audit of the consolidated financial statements

We are responsible for preparing a report about the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. 'Reasonable assurance' is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the professional standards applicable in France and the professional code of the French association of independent auditors will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Our audit of the consolidated financial statements is not a guarantee of the viability or quality of your Group's management.

As part of an audit in accordance with the professional standards applicable in France and the professional code of the French association of independent auditors, we exercise professional judgment throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. 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 Group to cease to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion.

- evaluate the overall presentation of the consolidated financial statements and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

This report is governed by French law. The French courts have sole jurisdiction over any dispute, claim or disagreement arising out of or in connection with our audit engagement letter or this report. Each party irrevocably waives its right to object to an action brought before any such court, to claim that the action was brought before an incompetent court, or to claim that such courts lack jurisdiction.

Paris-La Défense, March 27, 2026

The Statutory Auditors

DELOITTE & ASSOCIÉS	ERNST & YOUNG ET AUTRES
Sébastien Pleynet	Sébastien Vouaux

VII

RESOLUTIONS

SOLE SHAREHOLDER DECISIONS ON APRIL 8, 2026

First decision

The Sole Shareholder, after taking note of:

- the Chairman & Chief Executive Officer's management report and the Statutory Auditors' report on the annual financial statements, and
- the annual financial statements,

approves the Company's financial statements for the financial year ended on December 31, 2025, as presented to them and the transactions reflected in these financial statements or mentioned in these reports, which show a profit of €635,273,097.44.

The Sole Shareholder also approves the total amount of certain non-tax-deductible expenses, €100,245, and the corresponding tax of €25,061.

Second decision

The Sole Shareholder, following the proposal by the Chairman & Chief Executive Officer, hereby allocates the annual profit of €635,273,097.44 to the balance of retained earnings, bringing it to €837,573,914.69.

The Sole Shareholder notes that no dividends have been distributed for the past three financial years.

Third decision

The Sole Shareholder, after taking note of:

- the Chairman & Chief Executive Officer's management report and the Statutory Auditors' report on the consolidated financial statements, and
- the consolidated financial statements,

approves the consolidated financial statements for the financial year ended on December 31, 2025, as presented to them and the transactions reflected in these financial statements or mentioned in these reports, which show a net income for the Group of €476,507k.

Fourth decision

The Sole Shareholder approves the agreements falling within the scope of the provisions of article L. 227-10 of the French Commercial Code.

Fifth decision

The Sole Shareholder, on the basis of the preceding resolutions, fully and unreservedly discharges the Chairman & Chief Executive Officer from his management duties in respect of the financial year ended on December 31, 2025.

Sixth decision

The Sole Shareholder decides, in accordance with Article 16.1 of the Company's bylaws, to renew Mr. Alain CIANCHINI's mandate as a member of the Supervisory Committee for a period of three years, until the decisions of the shareholders regarding the accounts for the 2028 fiscal year are made.

Fives

Simplified joint stock company
Share capital €74,260,000
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fives

Industry can do it