

**CONSOLIDATED FINANCIAL STATEMENTS
SPINEWAY GROUP**

AT 12/31/2025

Consolidated balance sheet

CONSOLIDATED BALANCE SHEET - ASSETS

Consolidated financial statements

	31/12/2025	31/12/2024
Intangible assets	9 500	9 507
<i>Goodwill</i>	5 900	5 900
Tangible assets	2 706	2 529
Financial assets	4 468	4 477
Investments in associates		
Fixed assets	16 674	16 514
Inventories and work in process	4 813	4 731
Accounts receivable and related accounts	3 006	3 156
Other receivables and accruals	1 473	1 488
Cash	3 499	4 519
Current assets	12 790	13 894
TOTAL ASSETS	29 464	30 408

CONSOLIDATED BALANCE SHEET - LIABILITIES

Consolidated financial statements

	31/12/2025	31/12/2024
Share capital	71	58
Issue, merger and contribution premiums	20 967	29 417
Réserves et résultat consolidé	2 021	-5 231
Others		
Shareholders' equity attributable to the group	23 059	24 243
Minority shareholdings		
Other stockholder equities		
Provisions for liabilities and charges	453	270
Loans and miscellaneous financial debts	1 529	1 817
Suppliers and related accounts	2 920	1 895
Other debts and accruals	1 503	2 183
Debts	5 952	5 895
TOTAL LIABILITIES	29 464	30 408

Consolidated income statement

CONSOLIDATED INCOME STATEMENT

Consolidated financial statements

	31/12/2025	31/12/2024
Net Sales	12 430	11 950
Total other operating income	427	795
Operating depreciation reversals		92
Operating provision reversals	807	1 324
Operating Related account	0	0
Operating income	1 235	2 211
Purchases and change in inventory	3 783	3 699
Other purchases and external expenses	4 227	3 691
Taxes	121	162
Personnel cost	4 600	4 890
Operating allowance	1 013	934
Operating provisions charges	571	1 300
Other operating expenses	1 482	370
Operating expenses	15 798	15 047
EBITDA	-2 133	-887
Goodwill impairment and amortization ~Reprises des écarts d'acq. négatifs des sociétés intégrées		
Net Operating Income	-2 133	-887
Joint ventures		
Financial income	3	0
Financial expenses	319	2 464
Net Financial Income	-316	-2 464
Current profit before tax	-2 449	-3 350
Net Extraordinary Income	62	-514
Income taxes and related Deferred tax	-149	
Net income in consolidated companies	-2 238	-3 865
Net result of affiliated companies		
Consolidated net income	-2 238	-3 865
Group net income	-2 238	-3 865
Net income of the minority interests		
Résultat par action	-0,06439445 €	-0,00002653 €
Résultat dilué par action	-0,06439445 €	-0,00002653 €

Consolidated statement of changes in shareholders' equity

CONSOLIDATED CHANGE IN EQUITY

	Capital	Premiums	Group net income	Reserves	INVESTISSEMENT GRANTS	Regulated provisions	Réserves de conversion	Group Shareholder's Equity
Solde December 2023	286	27 043		-8 761			486	19 054
Transfer movements							0	
Changes in the scope of consolidation	0	0		333	0	0	0	333
Changes in capital	-4 151	0		4 151	0	0	0	0
Group net income			-3 865				0	-3 865
Dividends pay-out (-)							0	
Dividends paid by ME							0	
INVESTISSEMENT GRANTS	0	0		0	0	0	0	0
Regulated provisions							0	
Capital Subscription							0	
Changes in equity	0	-2 987		2 987	0	0	0	0
Exchange rate movements	0	0		0	0	0	-229	-229
Other movements	3 922	5 360		-333			0	8 949
Solde December 2024	58	29 417	-3 865	-1 624			257	24 243
Transfer movements							0	
Changes in the scope of consolidation	0	0		0	0	0	0	0
Changes in capital	0	0		0	0	0	0	0
Group net income			-2 238				0	-2 238
Dividends pay-out (-)							0	
Dividends paid by ME							0	
Acquisition							0	
Repayment (-)							0	
INVESTISSEMENT GRANTS	0	0		0	0	0	0	0
Regulated provisions							0	
Capital Subscription							0	
Changes in equity	0	-9 024		9 024	0	0	0	0
Exchange rate movements	0	0		0	0	0	494	494
Other movements	14	574		0			-27	560
Solde December 2025	71	20 967	-2 238	3 532			728	23 059

Consolidated cash flow statement

CASH FLOW STATEMENT		
Consolidated financial statements		
	31/12/2025	31/12/2024
OPERATING OPERATIONS		
Net income in consolidated companies	-2 238	-3 865
Reversal of depreciation and provisions	-12	-43
Provisions and depreciation entered	1 235	1 058
Capital gains & losses on disposal	0	2
Elim of calculated profits and charges	0	0
CASH FLOW FROM OPERATIONS	-1 016	-2 848
Change in financial expenses	0	0
Net change in operating	-24	-1 682
Net change in off-operating	1 463	1 256
CHANGE IN WORKING CAPITAL REQUIREMENTS	1 440	-426
Net operating cash flow	424	-3 274
INVESTMENT OPERATIONS		
Net cash flow on investments	-1 173	-1 011
FINANCING OPERATIONS		
Net cash on financing activities	-269	7 010
Currency effect on cash and capital	-2	-4
NON CASH VARIATION	-1 020	2 720
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	4 515	1 795
CASH AND CASH EQUIVALENTS AT PERIOD-END	3 495	4 515
NON CASH VARIATION	-1 020	2 720

Notes to the consolidated financial statements

These consolidated financial statements of the SPINEWAY group cover the period from January 1st 2025 to December 31st, 2025

All amounts are in thousands of euros unless otherwise stated.

The consolidated financial statements have been prepared as if the Group had always existed

This document is written in English and French. In the event of any discrepancy, the French version shall prevail.

Note 1. Presentation of the Group and major events

1.1 Group information

These consolidated financial statements include SPINEWAY, its US subsidiary SPINEWAY INC, DISTIMP and SPINE INNOVATIONS, which was acquired on July 21, 2022 (together the "Group").

Spineway SA is a société anonyme with a Board of Directors, incorporated under French law, and is the parent company of the Spineway Group. It is registered with the Lyon Trade and Companies Registry under number 484 163 985. The company's registered office is at 7, allée Moulin Berger - 69130 Ecully.

Spineway Inc. is a US company, established on August 1, 2016, with a capital of \$500,000, wholly owned by Spineway SA, and headquartered at 990 Biscayne Blvd, Miami, Florida, USA. This company has been inactive since the end of 2023.

DISTIMP is a French société par actions simplifiée unipersonnelle, a Group subsidiary. It is registered with the Lyon Trade and Companies Registry under number 843 516 782. The company's head office is located at 7, allée Moulin Berger - 69130 Ecully.

Spine Innovations is a French société par actions simplifiée (single-shareholder company), a Group subsidiary. It is registered with the Lyon Trade and Companies Registry under number 887 534 501. The company's registered office is at 7, allée Moulin Berger - 69130 Ecully.

1.2 2025 events

- Revenue of €12.4 million, up 4%

The Spineway Group closed fiscal year 2025 with annual revenue of €12.4 million, representing a 4% increase, thanks to a surge in sales in the second half (up 27%). The year was marked by postponements of approvals in Latin America, delays in awarding tenders in Asia, and supply chain disruptions at some subcontractors.

- End of the bond financing agreement with convertible bonds for an amount of €10.99 million

The Company entered into an agreement on May 24, 2023, for the issuance and subscription of convertible bonds (OCAs) for a maximum total nominal amount of ten million nine hundred and ninety thousand euros (€10,990,000) and a term of 24 months.

Detailed financing terms are attached to the press release of May 25, 2023, and are also available on the Company's website.

From January 1 to June 11, 2025, 180 OCAs were subscribed for and 235 OCAs were converted into 6,752,108 shares, resulting in a capital increase of €13,504.23.

The share capital as of December 31, 2025, is €71,088.78 and consists of 35,544,391 shares with a par value of €0.002 each.

- Group strategic growth plan

Spineway pursues its commercial development and regulatory initiatives dedicated to the approval of Spine Innovations and Distimp products for major export markets.

- New production line dedicated to ESP prostheses

During the first half of 2025, Spine Innovations received validation from GMED (French Notified Body) for its new manufacturing line dedicated to its LP-ESP and CP-ESP intervertebral disc prostheses.

- IMS participation

The Group notes that in 2019, it acquired a stake in Integral Medical Solutions (IMS), a company owned by Strategos. As Strategos failed to implement its planned operational strategy, Spineway initiated proceedings before the Geneva Arbitration Tribunal, which issued an award on January 20, 2022, in favor of Spineway. This award ordered Strategos to return the full purchase price of the shares, amounting to €4,160,000, plus interest, and to reimburse Spineway for its arbitration costs.

The company initiated proceedings to have the Geneva Arbitration Tribunal's decision recognized in the United States, as IMS is headquartered in Delaware. Since IMS did not respond to the petition, Spineway pursued its default judgment in the US, a prerequisite to any recovery action. The Delaware Court of Appeals (United States Court of Appeals for the Third Circuit) decided, in a judgment issued on March 19, 2025, to uphold the lower court's decision dismissing Spineway's request for enforcement of the Geneva arbitration award, which had ruled in favor of Spineway's claim.

The Group notes that in 2019, it acquired a stake in Integral Medical Solutions (IMS), a company owned by Strategos. As Strategos failed to implement the planned operational strategy, Spineway initiated proceedings before the Geneva arbitration tribunal, which issued an award on January 20, 2022, in favor of Spineway. Strategos was ordered to return the full purchase price of the shares, amounting to €4,160,000 plus interest, and to reimburse Spineway for its arbitration costs.

Determined to assert its rights, the Spineway Group is exploring alternative legal avenues to enforce the Geneva arbitration award, which is in its favor on the merits.

To date, there is no indication of a decline in the value of IMS shares.

1.3 Business continuity

Spineway's business requires a high level of working capital, due to delays in the collection of receivables from customers (healthcare institutions in France and distributors outside France), and a high level of inventory, necessitated by the availability of implant ranges.

Going concern 2026 is based on :

- Closing cash position of €3.5 million;
- The cash budget derived from the Company's annual budget ;
- The Company's ability to raise additional financing if necessary.

1.4 Post-balance sheet events

None

Note 2. Accounting principles and consolidation rules

2.1 Basis of preparation

These consolidated financial statements for the period from January 1, 2024 to December 31, 2025 were approved by the Board of Directors on March 24, 2025.

2.2 Accounting standards

The consolidated financial statements have been prepared in accordance with the principles applicable in France.

The accounting rules and methods applied comply with ANC regulation no. 2020-01 applicable from January 1, 2021.

The financial statements of foreign consolidated companies, prepared in accordance with the rules in force in their respective countries, are restated to comply with Group principles.

The consolidated financial statements have been prepared by the Chairman of the Board of Directors on a going concern basis.

The evolution of the PCG 2025 with ANC regulation no. 2022-06 has led to the following changes in the group's accounting methods:

	2024	2025
Stop to R&D projects	Exceptional expenses - account 687100 - i.e. 97K in 2024	Current management costs - account 658000 - 2K in 2025
Procedural fees, IMS, social plan, contract termination compensation...	Various exceptional charges 2024 : Social plan et IMS = 316 K, contract termination compensation = 120K	Current management costs - account 658000 - In 2025 : Destruction of stock 687K, various compensation : 155 K

2.3 Consolidation method

The following consolidation methods are used:

- Companies over which the Group exercises exclusive control are fully consolidated,
- Companies controlled jointly with other shareholders are proportionally consolidated,
- Companies over which the Group exercises significant influence are accounted for by the equity method.

Subsidiaries or equity interests that are not material and are in the process of being sold are not consolidated.

These consolidated financial statements include SPINEWAY, its 100%-owned US subsidiary SPINEWAY Inc, its 100%-owned French subsidiary DISTIMP since June 25, 2021, and its 100%-owned French subsidiary Spine innovations since July 2022. All 3 subsidiaries are fully consolidated.

LIST OF AFFILIATED COMPANIES

Consolidated financial statements

Legal status	Control percentage	Interest percentage	Consolidation method
COMPANY 1	100,00%	100,00%	I.G
COMPANY 2	100,00%	100,00%	I.G
COMPANY 3	100,00%	100,00%	I.G
COMPANY 4	100,00%	100,00%	I.G

2.4 Accounting policies

The consolidated financial statements comply with the following principles:

- Historical costs ;
- Business continuity ;
- Consistency of accounting policies from one year to the next ;
- Exercise independence.

2.4.1 Consolidation restatements

Thus, after harmonization, the following rules are respected:

- Use of financial statements to December 31, 2024 for all Group companies,
- Application of consistent methods for all Group companies,
- Elimination of intercompany transactions.

2.4.1.1 Goodwill

The difference between the acquisition cost and the acquirer's share of the fair value of the acquiree's identifiable assets and liabilities is recorded as an asset in the consolidated balance sheet under "Intangible assets" when positive, and as a liability in a specific line item when negative.

When a company is acquired, the acquisition cost of the shares is allocated, on the basis of their fair value, to the identifiable assets and liabilities of the acquired company. The fair value of identifiable intangible assets, such as brands and licenses, is determined by reference to generally accepted valuation methods, such as those based on revenues, costs or market value.

The Group determines the useful life, limited or unlimited, of goodwill based on a documented analysis of the relevant technical, economic and legal aspects of the acquisition concerned.

Where there is no foreseeable limit to the period over which goodwill will generate economic benefits for the Group, it is not amortized.

Where, at the time of acquisition, there is a foreseeable limit to its useful life, goodwill is amortized on a straight-line basis over this period, or, if this cannot be reliably determined, over 10 years.

Any significant change in the useful life of goodwill is treated prospectively, and the Group identifies at each balance sheet date whether there is any indication that goodwill may be impaired. Where the useful life of goodwill is open-ended, the impairment test is carried out at least once a year, regardless of whether there is any indication of impairment.

An overall impairment test is therefore carried out on the value of net assets. These assets include goodwill. If the present value falls below the net book value of net assets, they are written down to their present value. If necessary, this impairment is allocated to goodwill.

Impairment losses recognized are never reversed.

When the useful life of goodwill, originally estimated as open-ended, becomes limited with regard to one of the criteria mentioned in the second paragraph of this article, an impairment test is carried out; goodwill, if impaired, is amortized over its residual useful life.

Impairment tests did not lead to the recognition of any impairment for the year. It should be noted, however, that the results are highly sensitive to operational and actuarial assumptions.

2.4.1.2 Cumulative translation adjustment

The financial statements of subsidiaries whose functional currency is not the euro have been translated using the historical cost convention. In accordance with this method, translation is carried out as follows:

- Non-monetary items, including shareholders' equity, are translated at the historical rate, i.e. at the exchange rate on the date on which the items are included in consolidated assets and liabilities;
- Monetary items are translated at the exchange rate at the balance sheet date;
- In principle, income and expenses are translated at the exchange rate prevailing on the date they are recognized; in practice, they are translated at the average rate for the year.

2.4.1.3 Deferred taxes

In accordance with ANC regulation 2020-01, the Group recognizes deferred taxes on temporary differences between the tax and book values of assets and liabilities in the consolidated balance sheet. If the amounts are material.

Under the liability method, the effect of any changes in tax rates on previously recognized deferred taxes is recognized in the income statement in the year in which these changes become certain.

Foreign corporate income tax is restated at the tax rate applicable in the country concerned. The tax rate in the United States is progressive and depends on a number of factors (amount of previous losses, etc.). Deferred tax assets arising from temporary differences and tax losses are limited to the estimated amount of tax that is likely to be recovered. This probability is assessed at the end of each fiscal year.

For the periods presented, tax losses have not been capitalized in the absence of visibility as to their offset against future earnings.

2.4.2 Accounting policies

2.4.2.1 Research and development costs

Costs are capitalized only if the initiated projects meet the following criteria:

- The project or process is clearly defined and the associated costs are reliably measured and clearly identified,
- Proven technical feasibility
- The product or process has a good chance of being marketed or used internally,
- Assets generate future economic benefits,
- Adequate technical, financial and other resources are available to complete the project.

Since the second half of 2019, the company has met all the criteria for activating development projects.

Any development costs incurred for projects that do not meet these criteria are recognized in the income statement as soon as they are incurred.

Development expenditure includes direct and indirect costs incurred on projects, notably the salaries of researchers, engineers and technicians, as well as subcontracting costs incurred for development activities.

The development effort gives rise to the capitalization of development costs under intangible assets in progress in the amount of 268 401 euros for 2025, compared with 200 999 euros for 2024.

When the costs are capitalized, they will be amortized on a straight-line basis over 5 years.

Where there is an indication of impairment, and at each year-end, development projects recorded as assets on the balance sheet are analyzed to ensure that each project still meets the criteria for capitalization. Where necessary, an impairment loss is recognized.

It should be noted that, in accordance with French regulations, the existence of unamortized development costs on the assets side of the balance sheet in excess of the amount of unrestricted reserves precludes distribution.

2.4.2.2 Intangible assets and property, plant and equipment

Property, plant and equipment and intangible assets are valued at acquisition cost in the case of assets acquired for valuable consideration, at production cost in the case of assets produced by the company, and at market value in the case of assets acquired free of charge or in exchange.

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset.

- Development costs: 3 to 5 years
- Registration fees: 5 years, these are probate fees
- Concessions, software: 1 to 2 years
- Management software: 1 to 5 years
- Other intangible assets: 8 to 10 years (patents)
- Mat tests/trials: 1 to 2 years
- Industrial machinery and equipment: 3 to 7 years, including instrument kits made available to customers.
- Demonstration equipment: 5 years
- General installations, fixtures and fittings: 3 to 10 years
- Office equipment: 3 to 10 years
- Computer equipment: 3 years
- Furniture: 3 to 10 years

For simplicity's sake, the depreciation period used is the useful life for assets that cannot be broken down at the outset.

A change of estimate has been made in respect of instrument kits on property, plant and equipment.

Approval costs are capitalized when they relate to the acquisition of existing approval files held by third parties.

Leasing :

Leased assets are recorded under property, plant and equipment, with a corresponding financial liability. The corresponding assets are depreciated over a useful life identical to that of owned property, plant and equipment.

Current CB depreciation is calculated on a straight-line basis over the term of the contract.

The capitalization of leasing contracts leads, where material, to the recognition of deferred taxes.

2.4.2.3 Long-term investments

This item mainly comprises :

- Investments in companies not included in the scope of consolidation,
- Deposits and guarantees paid.

A provision for impairment is recognized when the carrying amount of an investment falls below its acquisition cost. This inventory value is the value in use, which represents what the entity would be willing to pay for the investment if it had to acquire it. Factors which may be taken into consideration include profitability, profitability prospects, shareholders' equity, etc., ...

2.4.2.4 Stocks

Inventories are valued at acquisition cost.

Inventory acquisition costs comprise the purchase price and other costs directly attributable to the cost of raw materials, merchandise, work-in-progress and finished goods.

Trade discounts, rebates, cash discounts and similar items are deducted to determine acquisition costs.

Where applicable, inventories are written down to their net realizable value at the balance sheet date, if this is lower than their net book value.

Inventories consist mainly of goods held for sale.

The company reviews and adjusts its inventory values (due to the expiry of certain product batches), in particular :

- 100% depreciation of expired, obsolete, scrap and unusable products (CE marking 0434) with a shelf life of less than 1 year.
- 50% depreciation on expiries between 1 and 2 years old
- Depreciation between 95% and 100% of slow-moving inventories
- 91% depreciation of isolated products.

2.4.2.5 Receivables and payables

Receivables and payables are valued at their nominal value (historical cost). Where necessary, a provision is booked to write down receivables to their estimated net realizable value.

In the course of its business, the Group finances its WCR through the use of short-term instruments, i.e. the mobilization of foreign receivables (MCNE).

Provisions for impairment of trade receivables are determined on the basis of :

- Risks relating to customers in litigation, receivership and liquidation (recognized as impairment).
- A case-by-case analysis of each customer's situation, combined with the situation in the countries concerned.

2.4.2.6 Provisions and contingent liabilities

A provision is recognized when there is a present obligation (legal or constructive) towards a third party, which can be reliably estimated and is likely to result in an outflow of resources for the Group.

A contingent liability is :

- Either a potential obligation of the entity to a third party resulting from events whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity;
- An obligation of the entity to a third party that is not probable or certain to result in an outflow of resources without at least equivalent consideration from the third party.

2.4.2.7 Pension commitments

The Group has opted for the preferential method: the commitments of Group companies are shown as liabilities in the balance sheet under provisions for charges.

The pension obligation borne by the Group consists of end-of-career indemnities (IFC) for employees of the French entity, legislation providing for indemnities to be paid to employees on retirement, based on their length of service and salary at retirement age.

The calculation method used remains unchanged from the previous year. Calculation assumptions are detailed in note 3.10.

2.4.2.8 Borrowings and financial debt

Borrowings are stated at their nominal value. Loan issue costs are expensed immediately. Accrued interest is recognized as a liability at the contractual interest rate.

Advances and guarantees received from public bodies to finance the company's research activities or territorial business prospecting, for which repayment is conditional, are shown under financial liabilities. If the project fails, the waiver is recorded as a grant.

2.4.2.9 Sales figures

For direct sales to hospitals (mainly in France), sales are recognized when ownership of the goods is transferred to the customer. In most cases, the hospital or clinic customer declares to the company the references consumed under consignment or loan stocks. In such cases, the products consumed are invoiced. Sales are recognized at the time of invoicing.

Sales to foreign distributors are accounted for in accordance with INCOTERM rules. An adjustment is calculated, if necessary, to take account of the specific conditions of transfer of ownership defined in orders or contractual agreements.

Sales correspond to invoicing after deduction of commercial discounts and rebates. Transport costs are also included in sales.

2.4.2.10 Leases

The Group uses long-term leases for its vehicle fleet and IT equipment. Given the frequency with which the leased fleet is renewed, no restatement has been made. Leased assets are not capitalized.

2.4.2.11 Fees

Fees paid to the French statutory auditors for the year ended December 31, 2025 amounted to €53,000 for all Group entities.

2.4.2.12 Net financial expense

The financial result corresponds mainly to interest on borrowings, foreign exchange gains and losses, and financial expenses relating to the contractual subscription discount.

2.4.2.13 Exceptional items

Non-recurring income and expenses include items that do not relate to the company's ordinary activities.

2.4.2.14 Tax credits

In accordance with the general principle of substance over form in consolidated accounts and, in particular, the restatement of tax-related entries provided for in ANC Regulation 2020-01, tax credits (research tax credits and innovation tax credits) are presented in the "Other income" section in 2024 and as a reduction of the tax expense in 2025.

2.4.2.15 Earnings per share

Earnings per share are calculated by dividing net income by the weighted average number of shares outstanding during the year.

In accordance with the "treasury stock" method, diluted earnings per share are calculated by dividing net income attributable to equity holders of the parent by the weighted average number of shares outstanding, adjusted for the impact of maximum conversion of dilutive instruments into ordinary shares.

2.5 Use of judgments and estimates

In preparing the consolidated financial statements, estimates, judgments and assumptions have been made by Group management which may affect the reported amounts of assets, liabilities and contingent liabilities at the date of preparation of the financial statements, and the reported amounts of revenues and expenses for the year.

These estimates are based on the going-concern assumption, and are determined on the basis of information available at the time of preparation. They are continually assessed on the basis of past experience and various other factors deemed reasonable, which form the basis of the assessments of the carrying amount of assets and liabilities. Estimates may be revised if the circumstances on which they were based change, or if new information becomes available. Actual results could differ materially from these estimates under different assumptions or conditions.

In preparing these consolidated financial statements, the main judgments made by management and the main assumptions applied were as follows:

- Valuation and impairment of tangible and intangible assets, in particular R&D costs.
- Calculating deferred taxes.
- Valuation of provisions.

2.6 Segment information

The Group has identified a single operating segment corresponding to the design, manufacture and marketing of ranges of innovative surgical implants and ancillaries (instruments) designed to treat severe spinal pathologies.

Note 3. Notes to the consolidated balance sheet

3.1 Intangible assets

INTANGIBLE ASSETS										
Gross amounts in EUR	Opening	Acquisition	Disposition Investments &	Construction work in progress activation	Operating allocation	Increases	Decreases	Changes in the consolidation scope	Other movements and translation adjustments	Year ended
Unleaded subscribed capital	0								0	0
Goodwill gross value	5 900									5 900
Start-up costs										
Research and development costs	1238			194		154	-79			1 353
Software, concessions, patents	2 410						-84			2 326
Leasehold										
Business Goodwill										
Other intangible assets	16							-1		13
Other intangible assets lease										
Intangible assets in progress	1635	440		-194		246			-2	1 933
Intangible assets advances and deposit										
Gross intangible fixed assets	11 208	440				440	-166		-2	11 523
Amortizations and provisions in EUR	Opening	Acquisition	Disposition Investments &	Construction work in progress activation	Operating allocation	Increases	Decreases	Changes in the consolidation scope	Other movements and translation adjustments	Year ended
Amortization of Goodwill										
Amortization of Start-up costs										
Amortization of Research and development costs	625					231	231	-79		771
Amortization of Concessions, patents...	1 189					217	217	-84		1 242
Amortization of Business Goodwill										
Amortization of Other intangible assets	16							-1		13
Other intangible assets lease - Amort										
Goodwill Depreciation										
Impairment on Start-up costs										
Impairment on Research and development charges										
Impairment on Concessions, patents...										
Impairment on Leasehold										
Impairment on Business Goodwill										
Impairment on Other intangible assets										
Impairment on Intangible assets in progress										
Amortizations and provisions	1 750					448	448	-166		2 032
Net amounts in EUR	Opening	Acquisition	Disposition Investments &	Construction work in progress activation	Operating allocation	Increases	Decreases	Changes in the consolidation scope	Other movements and translation adjustments	Year ended
Unleaded subscribed capital	0								0	0
Goodwill gross value	5 900									5 900
Start-up costs										
Research and development costs	613			194		-231	-17			576
Software, concessions, patents	1300					-217	-217			1 084
Leasehold										
Business Goodwill										
Other intangible assets	0									0
Other intangible assets lease										
Intangible assets in progress	1635	440		-194		246			-2	1 933
Intangible assets advances and deposit										
Net intangible fixed assets	9 507	440				448	-8		-2	9 498

The breakdown of fixed assets by business segment and geographic or currency zone (representing more than 10% of the consolidated total) is not applicable, given the insignificant nature of the US subsidiary's assets. Approval costs represent the cost incurred by the Group in acquiring existing marketing authorizations, thus avoiding the cost of preparing the application.

Goodwill on acquisition of DISTIMP

SAS DISTIMP, which was acquired at 100% on June 25, 2021 for €580,000 including acquisition costs, gave rise to the recognition of goodwill, adjusted where appropriate by earn-outs payable on the basis of the financial statements at June 30 in 2022, 2023 and 2024. These earn-outs depend on actual sales, gross margin, working capital requirements and specific business expenditure (regulatory costs, instrument kit loans) recorded at the end of June

Accordingly, goodwill is adjusted each year when an earn-out is payable in the year concerned. An earn-out of €498,000 was booked for 2024.

The Group believes there is no foreseeable limit to the length of time these goodwill assets will provide economic benefits to the Group. Therefore, they are not amortized. The company will perform an impairment test annually to ensure the fair value of the goodwill.

3.2 Property, plant and equipment

TANGIBLE ASSETS						
Gross amounts in EUR	Opening	Increases	Decreases	Changes in the consolidation scope	Other movements and translation adjustments	Year ended
Lands						
Lands - Finance leases						
Buildings	240	15	-58			196
Buildings - Finance leases						
Machinery and equipment	5 334	1 598	-2 172		-12	4 747
Machineries and equipments - Finance leases	55					55
Other tangible assets	540	7	-263			284
Other tangible assets - Finance leases						
Tangible assets in progress	877	-877				0
Tangible assets advances and deposit						
Gross tangible fixed assets	7 045	743	-2 493		-12	5 282
Amortizations and provisions in EUR	Opening	Increases	Decreases	Changes in the consolidation scope	Other movements and translation adjustments	Year ended
Amortization of lands						
Amortization of leased lands						
Amortization of Buildings	123	15	-58			80
Buildings - Finance leases - Amortization						
Amortization of Machinery and equipment	3 872	521	-2 172		-12	2 209
Machinery and equipment - Finance leases - Amortization	22	8				30
Amortization of Other tangible assets	499	22	-263			258
Other tangible assets - Finance leases - Amortization						
Impairment on Lands						
Lands - Finance leases - Impairment						
Impairment on Buildings						
Buildings - Finance leases - Impairment						
Impairment on Machinery and equipment						
Impairment on Leasing Machinery and equipment						
Impairment on Other tangible assets						
Impairment on Leasing Other tangible assets						
Impairment on Tangible assets in progress						
Amortizations and provisions	4 516	566	-2 493		-12	2 576
Net amounts in EUR	Opening	Increases	Decreases	Changes in the consolidation scope	Other movements and translation adjustments	Year ended
Lands						
Lands - Finance leases						
Buildings	117	0				117
Buildings - Finance leases						
Machinery and equipment	1 462	1 077	0		0	2 539
Machineries and equipments - Finance leases	33	-8				25
Other tangible assets	41	-15	0			26
Other tangible assets - Finance leases						
Tangible assets in progress	877	-877				0
Tangible assets advances and deposit						
Net tangible fixed assets	2 529	177	0		0	2 706

Technical installations correspond mainly to instrument kits on deposit or loan with customers.

3.3 Long-term investments

FINANCIAL ASSETS					
Gross amounts in EUR	Increases	Decreases	Changes in the consolidation scope	Other movements and translation adjustments	Year ended
Investment securities					4 420
Receivables rel. to subsidiaries & affiliated cies				0	0
Deposits & guarantees	5	-14			48
Other long-term investments					0
Gross financial assets	5	-14		0	4 468
Provisions in EUR	Increases	Decreases	Changes in the consolidation scope	Other movements and translation adjustments	Year ended
Impairment on Loans to related external company					0
Impairment on Long-term investments					0
Provisions					0
Net amounts in EUR	Increases	Decreases	Changes in the consolidation scope	Other movements and translation adjustments	Year ended
Investment securities					4 420
Receivables rel. to subsidiaries & affiliated cies				0	0
Deposits & guarantees	5	-14			48
Other long-term investments					0
Net financial assets	5	-14		0	4 468

Non-consolidated investments correspond to a minority stake in INTEGRAL MEDICAL SOLUTIONS (IMS), the holding company at the head of a group of companies in the healthcare sector heavily invested in hospital management in Latin America and Africa.

3.4 Inventories

INVENTORIES AND WORK IN PROGRESS						
	Gross figures	Depreciations	31/12/2024	Gross figures	Depreciations	31/12/2023
Raw materials and other supplies inventories	42		42	110		110
Work in progress						
Finished and semi-finished products inventories						
Goods Inventories	5 681	993	4 689	5 357	1 064	4 292
Total inventories and work in progress	5 723	993	4 731	5 466	1 064	4 402

Inventory corresponds to goods ready for sale.

The provision for depreciation concerns certain batches of products that have reached the end of their useful life, are obsolete, need to be scrapped, or whose CE marking number no longer allows them to be marketed. It also concerns depreciation for slow turnover.

When inventory that has been written off (and is 100% depreciated) is actually destroyed, the change in inventory is reallocated to Other Expenses (658) to avoid distorting the company's profit margin. In 2025, the amount of inventory destroyed and reallocated to Other Expenses is €687 000.

3.5 Trade accounts receivable

CREANCES CLIENTS						
By type	Gross figures	Depreciations	31/12/2025	Gross figures	Depreciations	31/12/2024
Advances and installments				274		274
Trade receivables and related accounts	3 006	141	2 865	2 881	168	2 713
Doubtful accounts	141		141	168		168
Receivables - invoice to be drawn up	0		0	0		0
Notes receivable						
Receivables - credit note to be received						
OPERATING RECEIVABLES	3 147	141	3 006	3 324	168	3 156

The end-users of Group companies' products are hospitals and clinics, which have particularly long payment terms, especially in certain countries. This is the reason for the volume of trade receivables.

At December 31, 2025, total doubtful receivables amounted to €141,000, fully impaired.

3.6 Deferred tax assets

Tax losses amounted to €40 million at December 31, 2025. They have not been capitalized in the absence of visibility as to their allocation to future earnings.

Deferred taxes arising from consolidation adjustments and temporary differences (which are not material) have also not been recognized.

3.7 Other receivables

AUTRES CREANCES						
By type	Gross figures	Depreciations	31/12/2025	Gross figures	Depreciations	31/12/2024
Social receivables	31		31	130		130
Tax receivables	1 021		1 021	584		584
Receivables - credit note to be received				9		9
Debtor current accounts				0		0
Sundry debtors	4		4	4		4
State - Income taxes	149		149	583		583
Prepaid expenses	104		104	178		178
Exchange rate adjustments assets	164		164			
Assets intended to be sold						
NON OPERATING RECEIVABLES	1 473		1 473	1 488		1 488

As of December 31, 2025, all research tax credit (CIR) and innovation tax credit (CII) receivables for the 2024 fiscal year have been refunded by the tax authorities. The receivables for the 2025 fiscal year amount to €130,837 and €18,376 respectively.

3.8 Cash and cash equivalents

NET CASH		
	31/12/2025	31/12/2024
Marketable securities held to maturity		
Trading marketable securities		
MS on treasury stocks		
MS Available for sale		
Cash at bank and in hand	3 493	4 519
<i>Total assets cash</i>	<i>3 493</i>	<i>4 519</i>
Bank overdrafts	4	4
<i>Total liabilities cash</i>	<i>4</i>	<i>4</i>
Total	3 495	4 515

3.9 Share capital

The share capital at December 31, 2025 was 71 088.78 euros, made up of 35 544 391 shares with a par value of 0.002 euros each.

3.10 Provisions

PROVISIONS FOR LIABILITIES AND CHARGES						
	Opening	Increases	Decreases	Changes in the consolidation scope	Other movements and translation adjustments	Year ended
For losses on foreign exchange	0	164				164
For other risks	60	6	-37			29
Provision for risks	60	169	-37			193
For pensions and retirements	210	52	-2			260
Provisions for load	210	52	-2			260
Total	270	221	-39			453

Provisions for retirement indemnities are valued on the basis of the following main actuarial data:

	December 31, 2024	December 31, 2024
Starting age	Age 64 - Chairman Age 67	64 years old - Chairman 67 years old
Discount rate	3,96%	3,38%
Salary growth rate	0%	0%
Social security charges	44% to 45% executives - 28% to 37% employees	44% to 45% executives - 28% to 37% employees
Mortality table	Insee 2018-2020	Insee 2018-2020
Probability of presence at retirement age (before mortality)	Under 30s: 85% Aged 30 to 40: 90% From 40 to 50 : 97% From 50 to 60: 100% Over 60: 100%	Under 30s: 85% Aged 30 to 40: 90% From 40 to 50 : 97% From 50 to 60: 100% Over 60 : 100%

As a reminder, the Group has opted for the preferential method: the commitments of Group companies are shown as liabilities in the balance sheet under provisions for charges in the amount of 260 K€ at December 31, 2025, compared with 210 K€ at December 31, 2024.

The pension obligation borne by the Group consists of end-of-career indemnities (IFC) for employees of the French entity, legislation providing for indemnities to be paid to employees on retirement, based on their length of service and salary at retirement age.

The commitments to be provisioned at the balance sheet date are calculated on the basis of employees' salaries at retirement age, and on the basis of each employee's length of service at the balance sheet date in relation to his or her length of service at retirement age. The assumptions used to calculate these commitments are as follows:

- Discount rate: 3.96% at December 31, 2025 (3.38% at December 31, 2024) ;
- Mortality table: according to Insee 2018-2020 at December 31, 2025 and 2024.
- Average staff turnover at December 31, 2025 and 2024

3.11 Borrowings and financial liabilities

LOANS AND MISCELLANEOUS FINANCIAL DEBTS						
Values in Euro	Opening	Increases	Decreases	Changes in the consolidation scope	Other movements and translation adjustments	Year ended
Other bond issues	138	450			-588	
Banks and credit institutions loans	1642		-142			1 500
Debts on employees participation	0		18		-18	0
Garanty	0					0
Financial debts - Financial Leases	33		-8			25
Bank overdrafts	4	0			0	4
Loans and miscellaneous financial debts	1 817	0	-269		-19	1 529

Maturity schedule of financial liabilities :

LOANS AND MISCELLANEOUS FINANCIAL DEBTS			
Maturity	Less than 1 year	1 to 2 years	More than 5 years
Banks and credit institutions loans		1 344	156
Financial debts - Financial Leases	8	17	
Bank overdrafts	4		
Emprunts et dettes financières par échéance	12	1 361	156

Bank overdrafts have maturities of less than one year. In 2023, the Group took out a €1.5 million loan. It bears interest at an annual rate of 5%, with maturities extending from 2027 to 2031.

The bond issue was repaid during the first half of 2025.

3.12 liabilities

CURRENT LIABILITIES			
	31/12/2025	31/12/2024	
Accounts payable	1 891	984	
Invoice to be received	1 029	911	
Social debts	982	1 069	
Tax debts	509	450	
Credit. current account	9	9	
Other debts	3	336	
Related account	0	0	
Unrealized positive translation differences		319	
By type	4 423	4 078	
	Less than 1 year	1 to 2 years	More than 5 years
Accounts payable	1 891		
Invoice to be received	1 029		
Social debts	982		
Tax debts	509		
Credit. current account	9		
Other debts	3		
Related account	0		
By maturity	4 423		

Note 4. Notes to the income statement

4.1 Sales

The Spineway Group designs, manufactures and markets innovative surgical implants and ancillaries (instruments) for the treatment of severe pathologies.

Sales (K€)	31/12/2025		31/12/2024	
Sales of goods France	3 035	24%	3 122	26%
Sales of goods Export, of which :	9 395	76%	8 828	74%
ASIA	2 259	18%	1 901	16%
EUROPE	2 100	17%	2 182	18%
LATIN AMERICA	4 266	34%	4 242	35%
MEA	770	6%	503	4%
Sales figures	12 430	100%	11 950	100%

4.2 Other products and charges

DETAILS OF OPERATING PRODUCTS		
	31/12/2025	31/12/2024
Production in stock		
Fixed production	362	201
Operating grants	21	
Other operating incomes	45	12
Research tax credit		582
Détails of operating products	427	795

In 2025, the products corresponding to the Research Tax Credit and the Innovation Tax Credit are no longer recorded as Operating Income. They appear in the "Taxes due on profits and similar items" section of the Consolidated Income Statement (negative expenses).

DETAILS OF OPERATING CHARGES

	31/12/2025	31/12/2024
Patent royalties	485	369
Inventory destructions	687	
Miscellaneous allowances	155	
Invoices reclassification	90	
Others	65	1
Détails of operating charges	1 482	370

The increase in other operating expenses is due to the application of ANC Regulation No. 2022-06 concerning the modernization of financial statements. This regulatory change is applied prospectively, without restatement of comparative accounts.

These amounts (inventory destruction, various allowances, etc.) are therefore recorded in the 2025 operating profit, whereas they would have been included in extraordinary income before the Regulation's application.

4.3 Net financial expense

FINANCIAL RESULT

	31/12/2025	31/12/2024
Other debtors & MS revenues	0	0
Discounts obtained	2	
Foreign exchange gains	1	2
Other financial income	0	-2
Risks and expenses provision writing back		0
Total des produits financiers	3	0
Financial interest & expenses	-77	-93
Foreign exchange losses	-4	-6
Financial interests and expenses	-75	-2 385
Financial assets provision allowance	0	
Expenses and risks provision allowance	-164	
Financial related account	0	0
Total des charges financières	-319	-2 464
Financial result	-316	-2 464

Net financial income includes interest on bank loans, provisions and reversals of provisions.

At December 31, 2024, the financial result also includes financial charges for the "subscription discount" and the contractual compensation mechanism linked to the Negma contract.

4.4 Non-recurring items

EXCEPTIONAL RESULT		
	31/12/2025	31/12/2024
Extraordinary income on operating transaction	62	7
*Produits de cession exceptionnelle		-2
Intangible assets prov. writting back		20
Total des produits exceptionnels	62	26
Management transactions extraordinary expenses		-37
Other extraordinary expenses		-406
Tangible assets Prov. allowance		-97
Total des charges exceptionnelles		-540
Exceptional result	62	-514

Non-recurring income and expenses include items that do not relate to the company's ordinary activities.

At December 31, 2024, non-recurring items included €193,000 in compensation for the austerity plan. Extraordinary expenses also include 123K in consulting fees.

4.5 Earnings per share

Earnings per share were determined with reference to OEC notice no. 27.

EARNING PER SHARE		
	31/12/2025	31/12/2024
Consolidated net income	-2 238	-3 865
Group net income	-2 238	-3 865
Nombre d'actions	35 544	28 792 276
Nombre moyen pondéré d'actions	34 756	145 700 481
Nombre de bons attribués non encore exercés	86 974	86 974
Nombre d'actions nouvelles pouvant être créées	6 850	6 850
Résultat par action	-0,06439445 €	-0,00002653 €
Résultat dilué par action	-0,06439445 €	-0,00002653 €

4.6 Related party disclosures

Related parties with whom transactions are carried out include entities that directly or indirectly hold an interest in the Company.

All of these transactions have been identified and their impact on the Group's financial statements is as follows by nature and by related party:

SCI ALLPA

This SCI grants SPINEWAY a sublease for an annual rent of €192,000 excluding VAT.

4.7 Executive compensation

This information is not disclosed as it would enable us to identify the situation of the managers.

4.8 Average headcount

GROUP'S HEADCOUNT		
	31/12/2025	31/12/2024
Senior executive	36	38
Technicians and supervisors	4	5
Employees	3	6
Workers		
Headcount	43	49

4.9 Financial commitments

OFF-BALANCE-SHEET COMMITMENTS		
	31/12/2025	31/12/2024
Guarantees given		
Cautions given		15
Counterparty given		
Guarantees received		
Securities received		
Out of Balance Sheet Commitments	▾	▾ 15

Concerning commitments given :

The commitments made are null and void as of December 31, 2025.

As part of the Distimp acquisition, earn-out payments were planned for 2025 and were subject to specific financial criteria (see 3.1).

Concerning commitments received :

Commitments received are nil at December 31, 2025