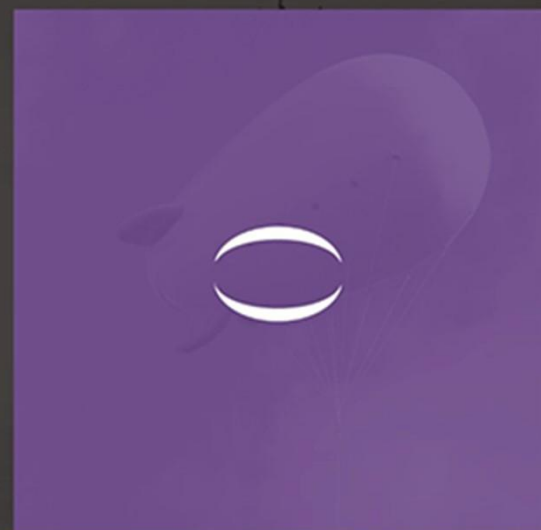


MTI Annual Report  
**2024**



**Made to  
Innovate**

## Company Overview

**MTI Wireless Edge Ltd** (“MTI”, the “Company” or the “Group”) (AIM: MWE.L) has established over the last 50 years its reputation as a technology group focused on comprehensive communication and radio frequency solutions across multiple sectors through three core divisions:

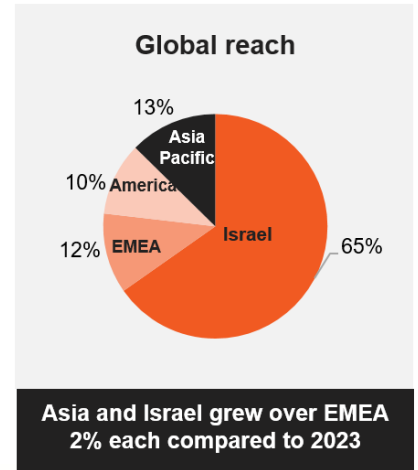
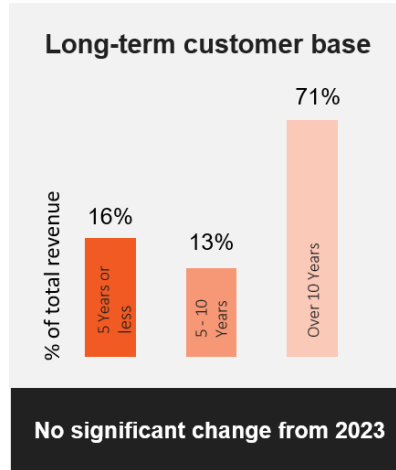
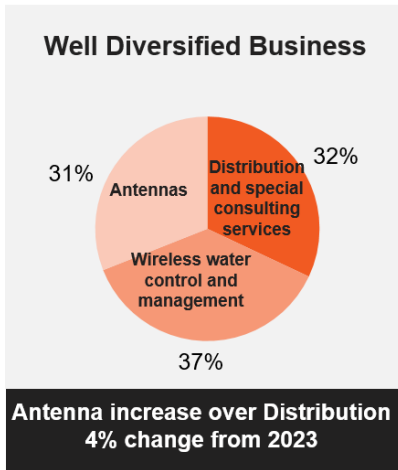
**Antennas:** A one stop shop for the sale of ‘off the shelf’ flat and parabolic antennas, combined with the provision of custom-developed antenna solutions to a range of commercial and military customers, with a growing focus on providing 5G backhaul antenna solutions to support mobile phone operators as they roll-out their 5G networks.

**Water Control & Management:** This division provides wireless control systems to manage agricultural irrigation and water distribution for municipal authorities and commercial entities. It operates under the “Mottech” brand and utilises hardware technology from Motorola, integrated with the Company's own proprietary management software. Mottech's solutions reduce water and power usage whilst providing clients with higher revenue from accurate irrigation, leading to an increased number and improved quality of crops being cultivated.

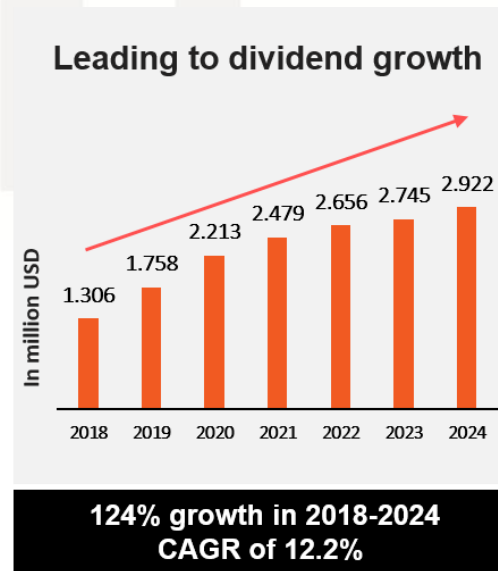
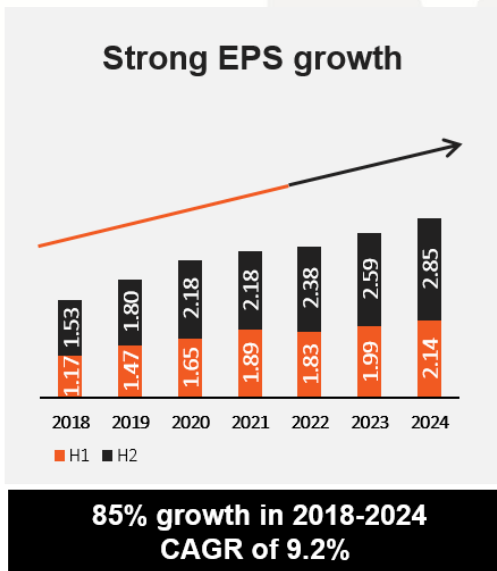
**Distribution & Professional Consulting Services:** Operating under the “MTI Summit Electronics” brand, this division exclusively represents 40 international suppliers of radio frequency/microwave components and sells these products to Israeli and global customers. Expert knowledge of both the international suppliers and customers further enables MTI to act as a consultant to all parties and assist with devising complete radio frequency/microwave solutions.

MTI is based in Israel, India, the USA, Canada, South Africa and Australia. As at 31 December 2024, MTI had a total of 235 employees.

## 2024: Diversified revenue base & long-term customer base



## 2024: Continued to be resilient with a good track record



## 2024 Highlights

### Resilient financial performance

- Revenues held up well at US\$45.6m (2023: US\$45.6m) in a very challenging environment
- Profit from operations decreased 3% to US\$4.51m (2023: US\$4.65m)
- Profit before tax similar to last year at US\$4.81m (2023: US\$4.84m)
- Net Profit increased 3% to US\$4.2m (2023: US\$4.1m)
- Earnings per share increased by 9% to 4.99 US cents (2023: 4.58 US cents)
- Net cash of US\$6.0m at 31 December 2024 (31 December 2023: US\$8.1m) following purchase of 2.3m shares in the Company under the buyback programme
- Increased final dividend by 6% to 3.3 US cents per share (2023: 3.1 US cents per share)

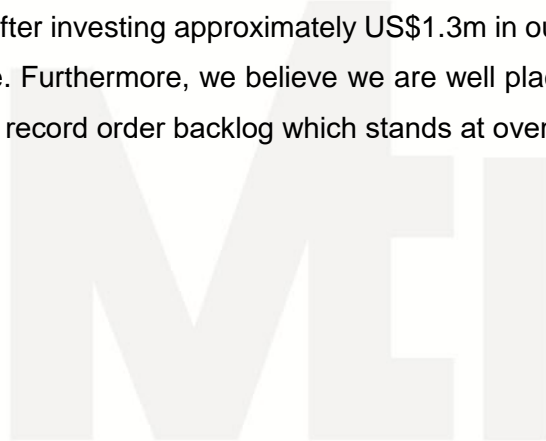
### 2024 was a resilient year with a substantial backlog of orders for 2025

- Antennas – an excellent year for this division with 16% revenue growth in 2024 and the prospect of increasing revenues in 2025. Sales of 5G backhaul solutions and the ABS® antenna solution doubled in 2024 while revenue from military antennas increased due to demand from both local and international markets, leading to a 56% rise in the division's operating profits.
- Water management – revenue reduced by 2% due to slower activity in some international markets, however, increased revenue from higher margin services together with the impact of price increases led to a 16% rise in the division's operating profit. Water scarcity continues to be a critical issue, driving demand for Mottech's expanding product range, from both existing clients and new customers in new markets.
- Distribution – revenue was 11% lower compared to 2023. Primarily due to a weak performance by PSK which led to a significant reduction in the division's operating profits. However, this division, including PSK, began 2025 with a very healthy order backlog and a long pipeline of opportunities driven by Governments seeking to increase their investment in defence. The issues with PSK are being resolved, making the prospects for this division quite promising.

**Moni Borovitz, Chief Executive Officer of MTI Wireless Edge**, said: “We are proud of these results which show good progress during a period of extremely difficult conditions in Israel. The business again proved its resilience, operating largely as normal and our target end-markets remain buoyant. In particular, the increase in defence budgets worldwide and the opening of the Indian market for E-Band 5G backhaul present substantial opportunities for us over the medium term.

Fundamentally, our core business remains strong, with three well established and well-led divisions focused on three substantial growth markets, all of which leverage the Group’s core expertise in radio frequency communications technology.

Looking ahead, the business is in a solid financial position with net cash of US\$6m at the year end, even after investing approximately US\$1.3m in our own shares under the buyback programme. Furthermore, we believe we are well placed for 2025, especially given the size of our record order backlog which stands at over US\$25m.”



## Chairman's statement

2024 was a challenging year, given the ongoing conflict and unsettled markets but despite this, the business performed resiliently and finished the period in a strong position. We secured a number of new contracts throughout the year with both new and existing customers and as a result we have a larger backlog of orders than we have ever had before.

Furthermore, demand across our three core markets remains high and is expected to grow. The defence sector is showing very positive momentum, and when coupled with the global adoption of 5G and the continuing need for water management solutions, this creates a solid foundation for future demand for the Group's services.

### Trading overview

Unsurprisingly, the dominant market driver in 2024 was defence spending and this is likely to be true in 2025 too. The defence market, which was already expanding, is now poised for even greater growth due to actions taken by the new US government. In response, European governments have unveiled plans for significantly increased defence spending, and MTI is well-positioned to benefit. Enquiries for military related orders (both for military antennas and distribution of components, including PSK's solution offerings) have increased to support expanded budgets and our pipeline of potential orders is higher than we have ever seen.

### Dividend

Reflecting the strength of the Company's operational performance and order backlog and pipeline the Board is pleased to declare a final dividend of US\$0.033 per share representing a 6% increase on the previous year (2024: US\$0.031). The dividend will be paid on 11 April 2025 to shareholders on the register at the close of trading on 28 March 2025 (ex-dividend on 27 March 2025). The currency translation into British Pounds will be made on 2 April 2025 and there will not be a scrip dividend alternative.

We have also decided to maintain the Company's share buyback programme and continue holding the shares purchased for a longer period. The Board has agreed to use the existing funding committed to the buyback programme, along with the dividends received from the shares in treasury, to continue the programme until the end of March 2026, reflecting our strong confidence in the business' prospects.



## **People**

The MTI teams worldwide performed exceptionally well throughout the year, maintaining high operational performance levels and delivering margin progression in the antenna division and Mottech. I would like to extend a special thank you to our teams in Israel for their excellent work during what has undoubtedly been the most challenging year in the country's history. Their dedication, solidarity and unwavering focus was crucial in helping us navigate this very difficult period.

## **Outlook**

MTI is a growth business operating in growth markets. Our products and services are in demand across all three divisions. We continue to invest in innovation, product development and acquisitions when the opportunities arise, whilst always remaining focused on radio frequency communications which lies at the heart of our success.

2025 has undoubtedly started well for the Company with an increased backlog and pipeline of opportunities across all of our three divisions. We are therefore looking forward to delivering a year of growth and increased returns for our shareholders.

**Zvi Borovitz**

**Chairman**

## Chief Executive's review

### Introduction

2024 was a challenging, yet successful year for the Company. Despite the conflict, the Company continued to operate smoothly, achieving many of its commercial targets. As a result, the business maintained revenue levels and achieved an increase in net profits. Mottech and the Antenna division both contributed strongly to the profitability of the business, while the Distribution division was held back by a weak performance from PSK. The issues at PSK are being resolved which once completed, together with the record Group order backlog, will put the Company in a prime position for a good year in 2025.

### Financial results

Revenues for the twelve months to 31 December 2024 were maintained at US\$45.6m (2023: US\$45.6m) with the key 5G backhaul and military markets driving growth in the Antenna division, offsetting the decline in revenues from PSK.

Gross margin was 1% below last year reflecting the mix of products sold in different markets and the costs incurred in PSK. Gross margin in both the antenna division and Mottech improved in 2024 demonstrating the scalability of our business.

Operating profit in 2024, was 3% lower at US\$4.51m (2023: US\$4.65m), as a result of the losses in PSK while both the Antenna division and Mottech showed significant increases in operating profits.

Profit before tax was US\$4.8m (2023: US\$4.8m) reflecting the strength of our balance sheet's financial income gained from deposits as well as a result of writing off part of the contingent liability relating to the potential deferred consideration for the PSK acquisition which was based on PSK's 2024 target results which were not achieved.

Net Profit to shareholders increased 8% led by lower tax rates and helped by the share repurchase programme, while earnings per share grew 9% to US4.99 cents (2023: US4.58 cents).

Cash flow generated from operations for 2024 was US\$3.1m, similar to 2023 (US\$3.6m) reflecting some minor delays in collections, which moved into January 2025, and was generally in line with our business model to convert the majority of operating profits into operating cash flow. This resulted in a net cash balance of



approximately US\$6m (31 December 2023: US\$8.1m), following the spending of US\$1.3m to purchase the Company's shares under the Share Repurchase Programme.

The Board has agreed to continue with the Share Repurchase Programme (on similar terms and conditions originally announced by the Company on 13 April 2022) and extend it until 31 March 2026.

### **Operational review**

Over the last 54 years MTI has established its reputation as a global provider of comprehensive radio frequency solutions across multiple sectors through three core divisions.

#### Antennas

This division is a one stop shop for the sale of 'off the shelf' flat and parabolic antennas, combined with the provision of custom-developed antenna solutions to a range of commercial and military customers, with a growing focus on providing 5G backhaul antenna solutions to support mobile phone operators as they roll-out their 5G networks.

In 2024, revenues from this division increased by 16%, which is considered a good result, reflecting a sharp increase in demand for 5G backhaul antenna solutions and increases in military antennas, combined with a moderate decrease in legacy antennas for fixed wireless access and slower Radio Frequency Identification (RFID) sales. Overall, this combined to produce a 56% rise in divisional operating profit.

E-Band 5G backhaul antenna sales doubled in 2024 compared to 2023 as a result of better installation rates in key markets, which bodes well for future sales of our 5G solutions.

Our investment in expanding our physical presence in India is paying off, serving as a key driver of 5G sales. The quality and reliability of MTI's products and solutions, which are core strengths, further differentiated us from competitors. As a result, we have earned, and continue to build, trust with India's leading mobile operators and OEM suppliers. This reinforces our belief that our solutions are well-positioned to generate significant long-term revenues as 5G networks are rolled out both in India and globally by major mobile operators.

Military antenna sales increased moderately in 2024 following a significant increase in 2023, reflecting very high enquiry levels and a significant rise in global military spending. Demand came from multiple international and local projects, including sales to defence companies in Europe. In many cases MTI's solutions are sold globally via Israeli defence companies exporting larger-scale solutions. Moreover, in 2024 there was a growing trend amongst Israel's defence companies to outsource military antenna manufacturing – creating new revenue opportunities for MTI, the benefit of which will come through in future years.

The conflicts in the Middle East have triggered a need to restock antennas used during these conflicts, and a requirement to maintain higher stock levels, which will change the overall volume of antennas needed.

Critically, the E-Band 5G backhaul antenna and military antenna segments together accounted for 70% of our antenna revenues in 2024, which is promising for the future as we expect these areas to experience the strongest growth moving forward.

#### *Water Control & Management*

This division provides wireless control systems to manage irrigation and water distribution for agriculture, municipal authorities and commercial entities. It operates under the Mottech brand and utilises part of the hardware technology from Motorola, integrated with the Company's own proprietary solutions, including management software. Our solutions reduce water and power usage, whilst providing higher revenue from accurate irrigation, leading to an increased number and improved quality of crops being cultivated.

Mottech had another good year, although revenue declined by 2% primarily due to some projects and orders in Europe being delayed, together with some planned installations being slow to occur in Israel due to the conflict. Nevertheless, the increased revenue from higher margin services, and new pricing initiated in 2023 helped improve profit margins, resulting in operating profit improving by 16%. Recurring revenues continued to improve and represented over 25% of the division's income in 2024.

Mottech always continues to seek to innovate and expand its services to existing and new clients. For over 30 years, Mottech has been providing irrigation services to a number of municipalities in Israel, ensuring efficient water usage across public parkland and green open spaces. Despite the conflict, the division continued to secure new

mandates, including for comprehensive encrypted fountain management solutions, such as winning the contract to manage Jerusalem's fountains in 2024. Implementation of this solution began last year with further installations to be completed in 2025.

Mottech also introduced new hardware solutions, increasing its offering to existing, new and potential customers. These solutions, including the Elite controller, are also aimed at opening fresh market opportunities which we anticipate will become part of future growth drivers.

Droughts fuelled by human destruction of the environment are projected to affect 3 in 4 people by 2050, highlighting how investing in sustainable land and water management is essential to mitigate the issue, which currently incurs over US\$307billion per year in global costs, according to a new report launched at the Conference of the Parties of the United Nations Convention to Combat Desertification (UNCCD)\*.

This level of challenge underlines the importance of water conservation and how solutions like Mottech's can make a substantial difference - often able to save a farmer or a city up to 30% in water usage, while helping the farmer to grow more crops at a better level of quality.

*\*UN economics of drought – December 2024*

### *Distribution & Professional Consulting Services*

Operating under the MTI Summit Electronics brand ("**MTI Summit**"), this division exclusively represents approximately 40 international suppliers of radio frequency/microwave components and sells these products to Israeli customers. Expert knowledge of both the international suppliers and customers enables MTI to act as a consultant to all parties and assist with devising complete radio frequency/microwave solutions.

2024 was a mixed year for MTI Summit, after nine years of delivering uninterrupted growth, revenues were lower by 11% compared to 2023 mainly due to a weak performance by PSK.

During the second half of 2024, changes were implemented at PSK to seek to avoid such losses being repeated. A larger part of PSK's work is now subcontracted, rather than performed inhouse, providing more flexibility when project levels are lower. Given the existing order backlog and robust pipeline of opportunities for both PSK and MTI Summit, the Company believes in the division's prospects.

For MTI Summit and PSK, the increased defence spending by governments globally creates a very positive market environment in which to operate. A key factor behind the order backlog for 2025 as well as the future pipeline of opportunities, is the mix of direct domestic demand and international demand via Israeli defence companies.

### **Outlook**

Global conflicts have led to a significant increase in defence budgets which began impacting MTI's results in 2023 and continued into 2024 with over 40% of the Group's sales now being defence related. We expect this trend to continue in the medium term, supported by the current high backlog of orders, and a significant pipeline of opportunities.

Overall, MTI is well positioned across all three divisions, each benefitting from strong macro trends underpinning future prosperity. The first two months of 2025 have been in line with internal expectations and judging from the pipeline of potential opportunities, the Group is well placed, to continue to seek to expand through a mix of organic and acquisition-led growth, supported by a strong financial foundation.

**Moni Borovitz**

**Chief Executive Officer**

## Our Board

### **Zvi Borovitz** – Chairman of the Board

Zvi founded MTI in the early '70s together with his late wife Aya. He has more than 50 years of experience in the development and management of high tech companies. Zvi holds an MS in Electrical Engineering from the Polytechnic Institute of Brooklyn.

### **Moshe (Moni) Borovitz** – Chief Executive, Executive Director

Moni is the son of Zvi Borovitz. He was a consultant with Ernst & Young's Israeli affiliate Kost Forer & Gabbay, a leading Israeli certified public accountancy firm. Moni is a certified public accountant with a B.A. in Computer Science from Tel Aviv University, and has an MBA from Ben Gurion University.

### **Dov Feiner** – General Manager of the Company's antenna division, Executive Director

Dov has planned and implemented the Company's entry into the commercial antenna market. Prior to joining the Company, Dov served for 12 years in the research and development division of the Israeli Defense Force. Dov holds a B.Sc. in Electrical and Computer Engineering from Ben Gurion University where he graduated with honors.

### **Hani Lerman** - Non Executive Director

Hani Lerman is a director of NASDAQ listed dermatology company Sol-Gel Technologies Ltd. Mrs Lerman has served as Chief Financial Officer at Arkin Holdings since 2015. She holds a Master's Degree in Business Administration with a major in Finance and a B.A. in Economics and Accounting, both from Tel-Aviv University, Israel.

**Michael Yehezkel Karo - Non Executive Director**

Michael Yehezkel Karo is a highly experienced program manager with a thorough technical background and strong proven leadership. He has worked for over 35 years in RAFAEL Advanced Defense Systems Ltd. in multiple positions including development, system engineering, integration and programme management. Mr. Karo holds an MBA in business administration from Haifa University.

**Luke Ahern - Non Executive Director**

Luke Ahern has worked in the financial services sector for over 25 years, principally in equity sales and investment research. Luke is currently the Head of Developed Markets Sales at Investec Bank Plc. Prior to this he worked at Macquarie Capital (Europe), Blue Oar Securities and Seymour Pierce. He has a degree from Royal Holloway, University of London.

**David Yariv - Non Executive Director**

David Yariv started his career with the Israeli Naval Academy in 2000 and was a Naval officer from 2002 to 2006. In 2009 he began his engineering career at Elbit Systems and today he serves as Chief System Engineer at Israel Aerospace Industries (IAI). Mr Yariv holds a B.Sc in Electrical Engineering from the Tel-Aviv University, specializing in Computers, micro-waves and optics, and an MBA from Bar-Ilan University, specializing in finance.



## Corporate Governance

The following statement of corporate governance reflects the position of the Company as at 31 December 2024. The Company applies the Quoted Companies Alliance Corporate Governance Code (the "QCA Code").

The Board is responsible for the Company's corporate governance policy, and recognizes the importance of high standards of integrity, and seeks to apply the principles set out in the QCA Code.

Details of how the Company addresses key principles in the QCA Code can be found on the Company's website - <https://www.mtiwirelessedge.com/?CategoryID=458>

### Strategy

Our strategy is focused around five key areas:

#### 1. *Profitable sales growth*

The key guideline in our business is to continue growth in revenue and profits. We are concentrating only on growing markets where we have advantages over our competition and are continuously looking to develop our products and services ahead of the market, to strengthen our position and grow revenue and profits.

#### 2. *Introducing new products*

We focus on securing blue chip customers that are seeking technology solutions through MTI's "first to develop" approach, using MTI's intellectual property and licensed technology from leading partners. As such, we aim to introduce new products to answer the demands of our markets. We invest in research and development and work closely with our customers and vendors to bring new products to the market. Some of this investment is performed in collaboration with our customers, as part of a project from which we can derive technology that can be applied in other areas.

Our antenna segment brings both new products and new technologies to market. While new products are introduced several times a year, new technologies are introduced over wider periods of time. These new technologies are applied towards new products over the years following such introduction. As an example, in 2017 we introduced a dual band technology, which led to new products in 2018 which have led the growth in the antenna division since 2021 and are expected to continue to be a growing part of the business. This was followed by the development of the ABS<sup>®</sup> antenna solutions which we started developing in 2022. In 2024 we started to produce ABS<sup>®</sup> antennas and received numerous ABS<sup>®</sup> pre-production orders which we believe should in turn drive part of the growth of our antenna division over the coming years as part of the expanding 5G cellular backhaul market.

In the military antenna segment, we developed several technologies over the last couple of years, the fruit of which we are seeing now. Some of these developments relate to active antennas (similar to the ABS<sup>®</sup> antenna) and some relate to manufacturing technologies and expertise. We are continuing to develop more

capabilities in this segment of the business, allowing us to move up to the sub system antenna level, which includes software and part of the digital RF head.

In the Water Control & Management division, we work closely with different partners, including Motorola, to develop new solutions, including both new hardware and software. In 2024 we introduced several new solutions and applications that have been well accepted in the market. These new solutions should help us increase our product offering to customers and we believe that widening our portfolio offering will be key to the continued growth of this segment.

In the Distribution & Professional Consulting Services division's representation business, we use our vendors' new technology and development capabilities as a foundation to introduce new products and in parallel we continuously search for new vendors or solutions to bring to the market.

### *3. Supporting our existing brands*

As leaders in the market, our goal is to continue to support our existing brands and strengthen our relationships with the key participants in our markets and our existing customers, while introducing solutions to new markets and customers. Some of the markets that we work in are very conservative and being able to support a brand for decades is essential. This means that our ability to continue to develop new, more advanced solutions while supporting legacy solutions on the same platform is a key capability. In order to continue to support our brands, we invest in sales and marketing, customer service, pre and post sales support, as well as in technology.

### *4. Enhancing our operational capabilities*

As a global provider of various technology solutions, we continue to work on improving our operational capabilities, by outsourcing most of our production, whilst performing final assembly and testing in house, in order to provide assurance of the quality of the product that we provide. While production is sourced worldwide, the assembly is performed in several continents, which allows us to improve our support to customers, while improving our profitability. This is a key focus for the Group, as we believe that the profits on marginal sales should be greater than average, which should lead to overall profits growing faster than revenue growth. In order to meet these goals, we continually search for new operational solutions. Some of these can include technological improvements or merging similar processes and activities over the different segments of our business.

### *5. Strategic acquisitions*

Our Group has completed several successful acquisitions in the past years, which has helped strengthen the Company and its position in the market. We believe that we should use our strong balance sheet to continue to grow the business by performing selective acquisitions, while also pushing our internal growth engines.

Our key criteria for acquisitions include ascertaining that any acquisition will be complementary to our existing business segments and that synergies will arise from it.

We continuously dedicate time and effort to searching for acquisitions, but are very selective in this process, as we believe that it is critical to find suitable targets under the right terms.

### Directors

Pursuant to the provisions of the Israeli Companies Law, the Company has nominated Hani Lerman and Luke Ahern as external (independent) directors. The initial term of an external director is three years and this may be extended for two additional three-year terms. The external directors have to serve on the Audit committee, the Financial Statements committee and on the Remuneration committee. The rest of the Board members are elected annually via the shareholders' meeting.

Pursuant to the provisions of the Israeli Companies Law, the Company has to nominate an independent director in addition to two external directors and Mr. Michael Yehezkel Karo was elected as independent director.

All of the directors have access to the advice and services of the Company Secretary and may in furtherance of their duties, take independent legal and financial advice at the Company's expense. They also have access to the minutes of the Board, in which any concerns expressed by them regarding matters pertaining to the Company are recorded. All members of the Board are free to bring any matter to the attention of the Board, at any time.

### Performance of the board

During 2023 the Company reviewed the performance of the Board as a whole, to ensure that the members of the Board collectively function in an efficient and productive manner. When conducting this review, the Company used a self-assessment process to evaluate the performance of the Directors and the Board as a whole. The Company also evaluated the Board's committees to assess the committees on their roles and terms of reference and the effectiveness of communicating relevant information to the Board in a timely manner, and the overall effectiveness and efficiency of the committees in discharging their duties. There were no significant findings or recommendations from the 2023 review process. The 2023 review process used the same assessment processes as used for the previous review in 2021, from which there were no significant recommendations. As part of the above review process, the Board decided that such a review process should be repeated once every two years going forward and accordingly the next review will be in 2025.

Key issues in relation to the value of the Board members' contributions would be their contribution to the strategy planning of the Company, ongoing business development, legal expertise in the Company's areas of business and accounting, finance and economic specialties.

The Company currently considers any succession planning requirements at appropriate junctures on an ongoing basis and, after the above mentioned Board review process, the Directors believe that the Company has planned sufficiently for its succession planning needs in the medium-term.

All Board members are required to devote their time as needed by the Company. While there is no specific time requirement from the non-executive Board members, the Board is satisfied that during the year ended 31 December 2024 the non-executive Board members have devoted the amount of time that was required (usually not more than several hours per month). The chairman of the board, Mr. Zvi Borovitz, and the executive directors, Mr. Moshe Borovitz and Mr. Dov Feiner have greater time requirements, which are detailed in the Company's remuneration policy which was approved by the Company in 2022 and as indicated in the proposed new remuneration policy which was announced on 5 February 2025 and put to shareholders for approval on 18 March 2025.

### Board meetings

The Board is responsible for formulating, reviewing and approving the Company's strategy, budgets and corporate actions. The Board generally meets five times a year and at such other times as required. The Board receives regular reports on a wide range of key issues including operational performance, risk management and corporate strategy, budget and corporate actions etc., and other areas which are either required by law or deemed relevant by the management.

Over the year ended 31 December 2024, in total the Board and its committees held 15 meetings. The table below shows the number of Board or committee meetings in which each of the directors could have participated (taking into consideration their membership of the committees and or their date of nomination to the Board) and their actual participation:

Board member name	Total number of Board and/or committee meetings applicable	Total number of meetings attended
Zvi Borovitz	7	7
Dov Feiner	7	5
Moshe Borovitz	7	7
Luke Ahern	15	15
Hani Lerman *	10	10
David Yariv	7	7
Michael Yehezkel Karo	15	15

(\*) Joined the board in April 2024

### Committees

#### Audit & Financial Statements Committees

The Audit committee and the Financial Statements committee are chaired by Mr. Luke Ahern. The other members are Hani Lerman and Michael Yehezkel Karo. The external auditors, together with the Company's management, are invited to attend these meetings as and when required.

In accordance with its terms of reference, the principal function of the Audit committee is to determine the appropriateness of accounting policies to be used in the Company's annual results. In addition, the committee is responsible for assessing the Company's audit arrangements and the Company's system of internal controls, and for reviewing the quarterly and annual results before publication. The responsibilities of the Audit committee include all matters required to be covered by the Israeli Companies Law.

The Company has also decided pursuant to the Companies Law that the audit committee shall act as its Financial Statements committee which is responsible for reviewing the financial statements in detail and suggesting to the Board whether to amend or approve the financial statements.

The Israeli Companies Law requires the Company to have an internal auditor appointed by the Board. The internal auditor is responsible for examination of the Company's internal controls and reviewing their effectiveness and reports to the Audit committee.

### **Remuneration Committee**

The Remuneration committee is chaired by Luke Ahern. The other members are Hani Lerman and Michael Yehezkel Karo. In accordance with its terms of reference, the committee reviews the performance of the executive directors and key employees and makes recommendations to the Board and the shareholders of the Company, pursuant to Rule 20 of the Israeli Companies Law, on matters relating to their remuneration and terms of employment. Such remuneration usually includes both a fixed and variable compensation package, including share options and other equity incentives pursuant to any share option scheme or equity incentive scheme. The remuneration arrangements of the non-executive directors are determined by the Board as a whole and, in accordance with the Israeli Companies Law, approved at General Meetings of the Company's Shareholders where appropriate.

On 12 November 2012, Amendment No. 20 to the Israeli Companies Law was published (the "Amendment"). According to the Amendment, a public company is required to appoint a remuneration committee (its composition and manner of discussion shall be in accordance with the provisions of the Amendment), and adopt a policy regarding the conditions of service and employment of officers of the Company, in accordance with the recommendations of such remuneration committee, subject to the approval of the general meeting of the shareholders of the Company. In addition, the Amendment regulates the method of approval of the terms of service and employment of officers of public companies.

The Company established its three year policy in July 2013, after receiving the approval of its shareholders. This policy was renewed in March 2022 for another three year term and a new policy was announced on 5 February 2025 and put to shareholders for approval on 18 March 2025.

### **External Auditor**

The external auditor of the Company is BDO Israel and in accordance with the Israeli Companies Law the audit committee of the board of directors makes recommendations to the board regarding the appointment and annual fee for the external auditor. The fee paid in 2024 was 365,000 NIS and includes the audit of all Israeli based companies, the consolidated report and support with filing reports with tax authorities in Israel. The Group's international subsidiaries use local external auditors (which is paid for separately at the local level) which prepare the financial statements in accordance with IFRS and BDO in Israel communicates directly with these local auditors as part of the consolidation audit and the preparation of the consolidated financial reports.



## Relations with shareholders

The Board welcomes the views of shareholders. The Annual General Meeting (“AGM”) is used as an opportunity to communicate with shareholders. All shareholders are encouraged to attend the Company’s AGM in order to take advantage of the opportunity to ask questions of the directors.

Shareholders may also contact the Company in writing or via its website, which is regularly updated. Additional information is supplied through the circulation of the Quarterly Reports and the Annual Report and Accounts. During the year the Company issued a series of announcements via the Regulatory News Service and updated its website in accordance with AIM Rule 26. The Chief Executive and other directors from time to time meet individual and institutional shareholders and provide such information as is permissible in order to facilitate a better understanding of the Company’s business and operations.

## Internal controls

The Board as a whole, the audit and financial statements committee and the Company’s internal auditor (further details of which can be found below) contribute towards the Company’s framework for the identification, assessment and management of risk. The Board has overall responsibility both for the Company’s system of internal controls, which includes internal financial controls, and for reviewing their effectiveness. Through its involvement in the Company’s risk management procedures, the Board is satisfied that the Company’s framework for the identification, assessment and management of risk is effective, although the directors recognize that no system of internal control can provide absolute assurance. The Company’s systems are designed to manage the risk of failure to achieve business objectives and therefore can only provide the directors with reasonable assurance against material misstatement or loss. The key elements of the Company’s internal control system, which have been operational since the Company’s flotation on AIM in March 2006, are as follows:

### Management Structure

The Board has overall responsibility for the Company and there is a formal schedule of matters specifically reserved for decisions by the Board. Each executive director has been given responsibility for specific aspects of the Company’s affairs.

### Monitoring Systems used by the Board

The Board receives regular reports on the financial and business performance of the Company. The Board is regularly advised through these reports on the financial performance relative to the Company’s approved budget and updates on the order book and pipeline status.

### Internal Audit

The Board has, in accordance with the Israeli Companies Law, appointed Mr. Eyal Weitzman as its internal auditor. Risk assessment work (involving a systematic process of evaluating the various areas in the Company) was performed in 2022, in order to identify those areas with high risk and the greatest exposure, on which the Internal Audit will focus. The internal audit plan in 2024 was based on the outcome of this work and an audit on payment processes within the Group was performed with the main goal of identifying areas



that are exposed to the possibility of fraud within the Group's payment related processes, following which several recommendations were adopted.

### **Going Concern**

The directors have a reasonable expectation that the Company has adequate financial resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements.

### **Compliance Statement**

Corporate Governance procedures are subject to regular review by the Board. Details of how the Company addresses key principles in the QCA Code can be found on the Company's website.

## **Report on Directors' Remuneration**

### **Remuneration Committee**

The Remuneration Committee was responsible for managing the executive remuneration process and defining the new remuneration policy adopted by the Company pursuant to the Board's and shareholder's approval on 9 March 2022, as required by the Israeli Companies Law. Following such approval the remuneration committee is responsible for overseeing the remuneration process and making changes, if any, in the remuneration of each of the executive directors of the Company within the boundaries of the approved policy. The remuneration committee have issued a proposal to update the remuneration policy of the Company, which was announced on 5 February 2025 and put to shareholders for approval at the coming shareholders meeting on 18 March 2025, as required by the Israeli Companies Law.

### **Policy on Company remuneration**

The Company operates in the telecommunications industry. Accordingly, in setting remuneration, the Board has to be mindful of competitive pressures from the market, and at the same time controlling the Company's fixed cost base where a high proportion of the expenses are staff related.

The Company maintains a balance between remaining market-competitive and ensuring that some element of total staff remuneration is related to the financial performance of the Company as a whole.

### **Policy on senior executive remuneration**

It remains the Company's policy to set the remuneration of senior executives (including executive directors) at a level that attracts and retains executives of appropriate ability, experience and integrity to manage the affairs of the Company. In formulating its remuneration policy, the Remuneration committee considers pay and employment conditions throughout the Company.

## 2024 Directors' remuneration – all figures represent annual costs to the Company

Name	Basic Salary / Management Fee (US\$000s)	Pension Contribution (US\$000s)	Non Cash benefits (US\$000s)	Bonuses (US\$000s)	Total remuneration (US\$000s)	Options granted***	Shares held by each Director
Dov Feiner	302	32	22	70	426	100,000	3,528,265
Moshe Borovitz*	340	-	29	102	471	600,000	371,254
Zvi Borovitz*	259	-	36	100	395	-	1,146,429
Non-Executive Directors**	72**	-	-	-	72**	-	

(\*) Each of Zvi and Moshe Borovitz also has an interest in 25% of Mokirei Aya Ltd., which controlled 31.35% of the issued share capital of the Company, as of 31 December 2024 (or 30.52% without taking into consideration the shares held by the Company as treasury shares).

Zvi and Moshe Borovitz provide management services to the Company through a company controlled by them (the "Management Company"). These management services consisted of the services of Mr. Zvi Borovitz who serves as an executive chairman of the Company and Mr. Moshe Borovitz who serves as the CEO of the Company. Therefore, their management fee includes all benefits required by law including a pension contribution.

(\*\*) Remuneration for Mrs. Hani Lerman (together with Mrs. Lihi Elimelech Bechor whom she replaced), Mr. Luke Ahern, Mr. David Yariv and Mr. Michael Yehezkel Karo - each non-executive director is entitled to US\$18,000 per annum plus expenses. Mr. Michael Yehezkel Karo, Mr. Luke Ahern and Mr. David Yariv served on the Board for the entire of the year ended 31 December 2024 and were each paid US\$18,000 for the year. Mrs. Lihi Elimelech Bechor retired from the Board on 20 March 2024 and was paid US\$3,600 for the period of the year over which she served on the Board, Mrs. Hani Lerman was appointed to the Board on 20 March 2024 and was paid US\$14,400 for her service for the remainder of the year.

(\*\*\*) See below for information on the option's terms.

### Grant of options

In accordance with the Company's remuneration policy, the Company's remuneration committee and board of directors (the "Board") approved an option plan for the Company's employees (the "Option Plan") on 20 November 2023.

The Option Plan includes the authority to grant 2,000,000 share options (being 2.2% of the Company's issued share capital on fully diluted basis) to employees and executive directors of the Company.

Grants of share options made under the Option Plan have the following terms:

1. each option can be exercised into one ordinary share of the Company (the "Ordinary Shares") at a price of 40 pence, being 25% above the Company's share price at the date preceding the announcement of the Option Plan in November 2023; and
2. the vesting of the options will be: 50% after two years; 25% after three years; and 25% after four years, with expiration of the options being six years after issue.

The Company's remuneration policy requires that the grant of share options to directors, the Chairman of the Board and controlling shareholders (and their relatives) requires the approval of shareholders at a general meeting of shareholders. Therefore, on 5 January 2024 an extra ordinary shareholders meeting approved the grant of the following share options, on the terms stated above:

1. 600,000 share options to Mr. Moshe (Moni) Borovitz, the Company's CEO; and
2. 100,000 share options to Mr. Dov Feiner, the general manager of the Company's Antenna division.

Both Mr. Borovitz and Mr. Feiner are directors of the Company.

### Service contracts

The Company has a service agreement with the Management Company, as described above, in respect of the services of Messrs Zvi and Moshe Borovitz. Shareholders approved the term of the agreement for a period of three years starting from 1 March 2022. The terms of an updated management agreement were announced on 5 February 2025 and put to shareholders for approval at the coming general meeting on 18 March 2025.

Dov Feiner has a service contract with the Company with a notice provision in excess of three months. As announced in November 2024, Dov will become a Non-Executive Director of the Company and step down from his role as General Manager at the end of April 2025. At the coming general meeting on 18 March 2025 the Company seeks shareholder approval to grant Dov an adaptation grant equal to three month's salary.

The two non-executive external directors are each entitled to a fee of US\$18,000 per annum, paid quarterly. According to the Israeli Companies Law, non-executive independent directors (defined as external directors in the Israeli Companies Law) are elected for three year terms and are allowed to be elected for a maximum of three terms (a total of nine years). Mrs. Hani Lerman was appointed for her first term on 20 March 2024, and Mr. Luke Ahern was appointed for his first term on 9 March 2022 and the Company wishes to reappoint him at the coming shareholder's meeting on 18 March 2025 for another three year term.

Mr. Michael Yehezkel Karo and Mr. David Yariv, the two other non-executive directors, are each entitled to US\$18,000 per annum, paid quarterly, similar to the external directors.

These fees are determined with reference to available information on the fees paid to non-executive directors in other companies of broadly similar size, market capitalisation and complexity. Non-executive directors are entitled to be reimbursed for reasonable out-of-pocket expenses in line with the policy applied to the Company's employees.

A large, light gray, semi-transparent version of the 'MTI' logo is centered on the page, serving as a background for the title.

# Financial Statements

**M.T.I WIRELESS EDGE LTD.**

Annual Report and Financial Statements

Year Ended

December 31, 2024

# **M.T.I WIRELESS EDGE LTD.**

**(An Israeli Corporation)**

## **CONSOLIDATED FINANCIAL STATEMENTS**

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## **Independent Auditors' Report to Shareholders of M.T.I Wireless Edge Ltd.**

We have audited the accompanying consolidated statements of financial position of M.T.I Wireless Edge Ltd and its subsidiaries (hereafter the "Company"), as of December 31, 2024 and 2023 and the related consolidated statements of comprehensive income, changes in equity and cash flows for each of the years then ended. These financial statements are the responsibility of the Company's Board of Directors and management. Our responsibility is to express an opinion on these financial statements based on our audits.

We did not audit the financial statements of certain subsidiaries, whose assets included in consolidation constitute approximately 13% and 14% of total consolidated assets as of December 31, 2024 and 2023 respectively, and whose revenues included in consolidation constitute approximately 13% and 13% of total consolidated revenues for the years ended on those dates, respectively. The financial statements of those subsidiaries were audited by other auditors, whose reports have been furnished to us, and our opinion, insofar as it relates to financial information included for these companies, is based on the reports of the other auditors.

We conducted our audits in accordance with auditing standards generally accepted in Israel, including those prescribed by the Auditors Regulations (Auditor's Mode of Performance), 1973. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Company's Board of Directors and management, as well as evaluating the overall financial statement presentation. We believe that our audits and the reports of the other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the reports of the other auditors, the financial statements referred to above present fairly, in all material respects, the financial position of the Company and its subsidiaries as of December 31, 2024 and 2023, and the results of their operations, changes in equity and their cash flows for each of the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

### **Key Audit Matter**

The key audit matter below was communicated or required to be communicated to the audit committee and in our professional judgment, was of most significance in our audit of the financial report of the current period, and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved us especially challenging, subjective or complex judgments. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## **Inventories**

At December 31, 2024, the Company had USD 8,168 thousands of Inventories.

The cost of inventories is based on the first-in, first-out method. In the case of manufactured inventories, cost includes an appropriate share of production overheads based on normal operating capacity. Also, inventories are valued at the lower of cost and net realisable value, where net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The quantity of inventories is based on a perpetual inventory computerized system as well as on physical counts to verify the actual quantity. Inventories are held at company sites, and the Company is required to maintain protocols to ensure its integrity.

A change in inventory quantity may have a material impact on the Company's financial statements. Considering the above, examining the existence and valuation of the inventories is significant in our audit and required our knowledge and experience, therefore, based on our professional judgment, we have determined that existence and valuation of inventories is a key audit matter.

### **How We Addressed the Matter in Our Audit**

The main procedures we performed in connection with this key matter as part of our audit are:

we obtained an understanding of the key controls associated with the inventory process, we assessed the design and implementation of key controls relevant to the existence and valuation of inventories.

We performed substantive procedures which included:

1. Selected a sample of inventories items and compared the quantities we counted to the quantities recorded.
2. Observed management's inventory count procedures to assess compliance with the Company's policy.
3. Checking the cost of a sample of inventories.
4. Checking the first-in, first-out method calculation of a sample of inventories.
5. Reviewing Company policy regarding inventory impairment and verifying that this policy is reasonable and consistent.

Tel-Aviv, Israel      March 16, 2025

Ziv Haft  
Certified Public Accountants (Isr.)  
BDO Member Firm

**M.T.I Wireless Edge Ltd.****Consolidated Statements of Comprehensive Income**

	Note	For the year ended December 31,	
		2024	2023
		\$'000	\$'000
Revenues	4, 6	45,573	45,634
Cost of sales		31,370	30,963
<b>Gross profit</b>		14,203	14,671
Research and development expenses		1,016	1,047
Distribution expenses		3,413	3,709
General and administrative expenses		5,321	5,278
Profit from sale of property, plant and equipment		59	13
<b>Profit from operations</b>	5	4,512	4,650
Finance expense	7	282	342
Finance income	7	(582)	(527)
<b>Profit before income tax</b>		4,812	4,835
Tax expenses	8	619	759
<b>Profit</b>		4,193	4,076
Other comprehensive income (loss) net of tax:			
<i>Items that will not be reclassified to profit or loss:</i>			
Remeasurements on defined benefit plans		16	62
<i>Items that may be reclassified to profit or loss:</i>			
Adjustment arising from translation of financial statements of foreign operations		(149)	(216)
Total other comprehensive (loss)		(133)	(154)
<b>Total comprehensive income</b>		4,060	3,922
<b>Profit attributable to:</b>			
Owners of the parent		4,364	4,045
Non-controlling interest		(171)	31
		4,193	4,076
<b>Total comprehensive income attributable to:</b>			
Owners of the parent		4,231	3,891
Non-controlling interest		(171)	31
		4,060	3,922
<b>Earnings per share</b>			
Basic and diluted (dollars per share)	9	0.0499	0.0458

The accompanying notes form an integral part of these financial statements.

M.T.I Wireless Edge Ltd.

Consolidated Statements of Changes in Equity

**For the year ended December 31, 2024:**

	Attributable to owners of the parent						Total equity
	Share capital	Additional paid-in capital	Translation differences	Retained earnings	Total attributable to owners of the parent	Non-controlling interests	
	U.S. \$ in thousands						
<b>Balance as at January 1, 2024</b>	209	23,061	(466)	5,226	28,030	1,222	29,252
<b>Changes during 2024:</b>							
<b>Comprehensive income</b>							
Profit for the year	-	-	-	4,364	4,364	(171)	4,193
<b>Other comprehensive income (loss)</b>							
Re measurements on defined benefit plans	-	-	-	16	16	-	16
Translation differences	-	-	(149)	-	(149)	-	(149)
<b>Total comprehensive income (loss) for the year</b>	-	-	(149)	4,380	4,231	(171)	4,060
Dividend	-	-	-	(2,745)	(2,745)	-	(2,745)
Share based payment	-	106	-	-	106	-	106
Acquisition and disposal, net of treasury shares (note 23)	-	(1,165)	-	-	(1,165)	-	(1,165)
<b>Balance as at December 31, 2024</b>	<u>209</u>	<u>22,022</u>	<u>(615)</u>	<u>6,861</u>	<u>28,457</u>	<u>1,051</u>	<u>29,508</u>

The accompanying notes form an integral part of these financial statements.

M.T.I Wireless Edge Ltd.

Consolidated Statements of Changes in Equity (Cont.)

For the year ended December 31, 2023:

	Attributable to owners of the parent						
	Share capital	Additional paid-in capital	Translation differences	Retained earnings	Total attributable to owners of the parent	Non- controlling interests	Total equity
U.S. \$ in thousands							
<b>Balance as at January 1, 2023</b>	209	23,078	(250)	3,775	26,812	1,226	28,038
<b>Changes during 2023:</b>							
<b>Comprehensive income</b>							
Profit for the year	-	-	-	4,045	4,045	31	4,076
<b>Other comprehensive income (loss)</b>							
Re measurements on defined benefit plans	-	-	-	62	62	-	62
Translation differences	-	-	(216)	-	(216)	-	(216)
<b>Total comprehensive income (loss) for the year</b>	-	-	(216)	4,107	3,891	31	3,922
Dividend	-	-	-	(2,656)	(2,656)	-	(2,656)
Acquisition of minority holdings in subsidiary	-	-	-	-	-	(35)	(35)
Acquisition and disposal, net of treasury shares (note 23)	-	(17)	-	-	(17)	-	(17)
<b>Balance as at December 31, 2023</b>	<u>209</u>	<u>23,061</u>	<u>(466)</u>	<u>5,226</u>	<u>28,030</u>	<u>1,222</u>	<u>29,252</u>

The accompanying notes form an integral part of the financial statements.

**M.T.I Wireless Edge Ltd.**

**Consolidated Statements of Financial Position**

	Note	As at December 31,		As at December 31,	
		2024	2024	2023	2023
		\$'000	\$'000	\$'000	\$'000
<b>ASSETS</b>					
<b>Non-current assets :</b>					
Property, plant and equipment	11	5,584		5,398	
Customer relations	12	1,280		1,439	
Goodwill	12	2,068		2,068	
Deferred tax assets	13	1,187		968	
Long-term prepaid expenses		34		37	
<b>Total non-current assets</b>			10,153		9,910
<b>Current assets:</b>					
Inventories	14	8,168		7,484	
Current tax receivables		297		381	
Unbilled revenue	15	3,200		4,190	
Trade and other receivables	15	16,726		14,284	
Cash and cash equivalents	16	6,269		8,454	
<b>Total current assets</b>			34,660		34,793
<b>TOTAL ASSETS</b>			44,813		44,703
<b>LIABILITIES</b>					
<b>Non-current liabilities :</b>					
Contingent consideration and Put option liability	3	837		1,117	
Lease liabilities, net of current maturities	11	601		514	
Loans from banks, net of current maturities	17	37		64	
Employee benefits, net	18	770		719	
<b>Total non-current liabilities</b>			2,245		2,414
<b>Current Liabilities:</b>					
Current tax payables		255		283	
Trade and other payables	19	12,531		12,440	
Current maturities and short-term bank credit	20	274		314	
<b>Total current liabilities</b>			13,060		13,037
<b>Total liabilities</b>			15,305		15,451
<b>TOTAL NET ASSETS</b>			29,508		29,252

The accompanying notes form an integral part of these financial statements.



**M.T.I Wireless Edge Ltd.****Consolidated Statements of Financial Position (Cont.)**

	Note	As at December 31,		As at December 31,	
		2024	2024	2023	2023
		\$'000	\$'000	\$'000	\$'000
<b>Capital and reserves attributable to owners of the parent</b>	23				
Share capital		209		209	
Additional paid-in capital		22,002		23,061	
Translation differences		(615)		(466)	
Retained earnings		<u>6,861</u>		<u>5,226</u>	
			28,457		28,030
<b>Non-controlling interests</b>			<u>1,051</u>		<u>1,222</u>
<b>TOTAL EQUITY</b>			<u>29,508</u>		<u>29,252</u>

The financial statements on pages 4 to 40 were approved by the Board of Directors and authorised for issue on March 16, 2025, and were signed on its behalf by:

March 16, 2025			
<u>Date of approval of financial statements</u>	<u>Moshe Borovitz Chief Executive Officer</u>	<u>Elhanan Zeira Controller</u>	<u>Zvi Borovitz Chairman of the Board</u>

**The accompanying notes form an integral part of these financial statements.**

**M.T.I Wireless Edge Ltd.**

**Consolidated Statements of Cash Flows**

	<b>For the year ended December 31,</b>		<b>For the year ended December 31,</b>	
	<b>2024</b>	<b>2024</b>	<b>2023</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
<b>Operating Activities:</b>				
Profit for the year	4,193		4,076	
Adjustments for:				
Depreciation and amortization	1,370		1,511	
Equity settled share-based payment expense	106		-	
Loss (Gain) on disposal of property, plant and equipment	(26)		(13)	
Changes in Contingent consideration and Put option liability	(280)		(315)	
Finance Income, net	(180)		(5)	
Income tax expense	619		759	
		5,802		6,013
<b>Changes in working capital and provisions</b>				
Decrease (increase) in inventories	(749)		158	
(Increase) in trade receivables	(2,171)		(2,477)	
(Increase) decrease in unbilled revenues	990		(1,986)	
(Increase) in other accounts receivables	(319)		(897)	
Increase in trade and other accounts payables	192		3,228	
Increase (Decrease) in employee benefits, net	67		29	
		(1,990)		(1,945)
Interest received	109		69	
Interest paid	(79)		(59)	
Income tax paid	(780)		(540)	
		(750)		(530)
<b>Net cash provided by operating activities</b>		<b>3,062</b>		<b>3,538</b>

**The accompanying notes form an integral part of these financial statements.**

**M.T.I Wireless Edge Ltd.****Consolidated Statements of Cash Flows (Cont.)**

	For the year ended		For the year ended	
	December 31,		December 31,	
	2024	2024	2023	2023
	\$'000	\$'000	\$'000	\$'000
<b>Investing Activities:</b>				
Proceeds from sale of property, plant and equipment	56		62	
Purchase of property, plant and equipment	<u>(891)</u>		<u>(426)</u>	
<b>Net cash used in investing activities</b>		<b>(835)</b>		<b>(364)</b>
<b>Financing Activities:</b>				
Dividend	(2,745)		(2,656)	
Payments of lease liabilities	(364)		(485)	
Treasury shares acquired	(1,165)		(516)	
Treasury shares sold	-		499	
Acquisition of the non-controlling interest in subsidiary	-		(35)	
Repayment of long-term loans from banks	(101)		(247)	
Receipt of loans from banks	<u>14</u>		<u>460</u>	
<b>Net cash used in financing activities</b>		<b><u>(4,361)</u></b>		<b><u>(2,980)</u></b>
<b>Increase (Decrease) in cash and cash equivalents</b>		<b>(2,134)</b>		<b>194</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>8,454</b>		<b>8,279</b>
Exchange differences on balances of cash and cash equivalents		<u>(51)</u>		<u>(19)</u>
<b>Cash and cash equivalents at the end of the year</b>		<b><u>6,269</u></b>		<b><u>8,454</u></b>

The accompanying notes form an integral part of these financial statements.

## **1. General description of the Group and its operations**

M.T.I Wireless Edge Ltd. (hereafter - the “Company”, or collectively with its subsidiaries, the “Group”) is an Israeli corporation. The Company was incorporated under the Companies Act in Israel on December 30, 1998 and commenced operations on July 1, 2000. Since March 2006, the Company’s shares have been traded on the AIM market of the London Stock Exchange.

The formal address of the Company is 11 Hamelacha Street, Afek industrial Park, Rosh-Ha'Ayin, Israel.

The Company and its subsidiaries are engaged in the following areas:

- Development, design, manufacture and marketing of antennas for the military and civilian sectors.
- A leading provider of remote control solutions for water and irrigation applications based on Motorola’s IRRInet state of the art control, monitoring and communication technologies.
- Providing consulting, representation and marketing services to foreign companies in the field of radio frequency (RF) and Microwave, including engineering services in the field of aerostat systems and system engineering services, together with the development, manufacture and integration of communication systems and advanced monitoring and control systems for the Government and defence industry market.

## **2. Accounting policies**

The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated.

### **A. Basis of preparation**

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards). The financial statements have been prepared under the historical cost convention, except for the measurement of employee benefit plan assets.

The Company has elected to present the statement of comprehensive income using the function of expense method.

### **B. Estimates and assumptions**

The preparation of the financial statements requires management to make estimates and assumptions that have an effect on the application of the accounting policies and on the reported amounts of assets, liabilities, revenues and expenses. These estimates and underlying assumptions are reviewed regularly. Changes in accounting estimates are reported in the period of the change in estimate and thereafter.

The key assumptions made in the financial statements concerning uncertainties at the end of the reporting period and the critical estimates used by the Group that may result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

- **Deferred tax assets:** Deferred tax assets are recognized for unused carryforward tax losses and deductible temporary differences to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the estimated timing and the level of future taxable profits together with future tax planning strategies.

**2. Accounting policies (Cont.)**

*C. Revenue recognition*

*Revenue from contracts with customers*

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services

1. Revenues from Construction Contracts are recognized based on the percentage of completion to date. The percentage of completion is determined using the inputs method

The Company elected not to adjust the transaction price for the effects of financing components in contracts where the period between when the Company transfers a promised good or a service to the customer and when the customer pays for it is one year or less.

2. Revenues from the sale of goods are recognized at the point in time when control of the asset is transferred to the customer, generally upon delivery of the equipment.

At the end of each reporting period, the Company updates its estimates of variable consideration.

*D. Functional currency and Foreign currency transactions*

The reporting currency of the Group is U.S. Dollars (“dollar”; “USD”), which is the currency of the primary economic environment in which the Company and the majority of the Group’s subsidiaries operate. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

*E. Property, plant and equipment*

Items of property, plant and equipment are initially and subsequently recognized at cost including directly attributable costs. Depreciation is calculated on a straight line basis, over the useful lives of the assets at annual rates as follows:

	<u>Rate of depreciation</u>	<u>Mainly %</u>
Buildings	3 - 4 %	3.13
Machinery and equipment	6 - 20 %	10
Office furniture and equipment	6 - 15 %	6
Computer equipment	10 - 33 %	33
Vehicles	15 %	15

*F. Provision for warranty*

The Group generally offers up to three year warranties on its products. Based on past experience, the Group does not record any provision for warranty of its products and services due to immateriality.

*G. Employee benefits*

1. **Short-term employee benefits:** Short-term employee benefits are benefits that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related services. These benefits include salaries, paid annual leave, paid sick leave, recreation and social security contributions and are recognized as expenses as the services are rendered.

**2. Accounting policies (Cont.)**

**2. Post-employment benefits:** The plans are normally financed by contributions to insurance companies and classified as defined contribution plans or as defined benefit plans.

The Group has defined contribution plans pursuant to Section 14 of the Severance Pay Law since 2004 under which the Group pays fixed contributions to a specific fund and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient amounts to pay all employee benefits relating to employee service in the current and prior periods. Contributions to the defined contribution plan in respect of severance or retirement pay are recognized as an expense simultaneously with receiving the employee's services and no additional provision is required in the financial statements except for the unpaid contribution. The Group also operates a defined benefit plan in respect of severance pay pursuant to the Severance Pay Law. According to the Law, employees are entitled to severance pay upon dismissal, retirement and several other events prescribed by that Law. The liability for post employment benefits is measured using the projected unit credit method. The actuarial assumptions include rates of employee turnover and future salary increases based on the estimated timing of payment. The amounts are presented based on discounted expected future cash flows using a discount rate determined by reference to yields on high quality corporate bonds with a term that matches the estimated term of the benefit plan.

In respect of its severance pay obligation to certain of its employees, the Company makes deposits into pension funds and insurance companies ("Plan assets"). Plan assets comprise assets held by a Long-term employee benefits fund or qualifying insurance policies. Plan assets are not available to the Group's own creditors and cannot be returned directly to the Group. The liability for employee benefits presented in the statement of financial position presents the present value of the defined benefit obligation less the fair value of the plan assets.

*H. Segment reporting*

Segment revenue and segment costs include items that are attributable to the relevant segments and items that can be allocated to segments. Items that cannot be allocated to segments include the Group's financial income and expenses and income tax.

*I. Accounting standards issued but not yet effective*

A new accounting standard is effective for annual reporting periods beginning after 1 January 2024 and earlier application is permitted. However, the Group has not early adopted the following new or amended accounting standards in preparing these consolidated financial statements.

*IFRS 18 Presentation and Disclosure in Financial Statements*

IFRS 18 will replace IAS 1 Presentation of Financial Statements and applies for annual reporting periods beginning on or after 1 January 2027. The new standard introduces the following key new requirements.

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities' net profit will not change.
- Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.

**2. Accounting policies (Cont.)**

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

The Group is still in the process of assessing the impact of the new standard, particularly with respect to the structure of the Group's statement of profit or loss, the statement of cash flows and the additional disclosures required for MPMs. The Group is also assessing the impact on how information is grouped in the financial statements, including for items currently labelled as 'other'.

**3. Acquisition of subsidiary:**

On 3 January 2022 the Company, via its wholly-owned subsidiary, MTI Summit Electronics Ltd. ("MTI Summit"), entered into a share purchase agreement, which included both a purchase of existing shares in and the making of a new equity investment into P.S.K. WIND Technologies Ltd. ("PSK"), after which MTI Summit owns 51% of PSK (the "Acquisition"). In addition to the Acquisition, MTI Summit has an option to purchase and the Shareholders of PSK ("Original Owners") have an option to sell to MTI Summit the remaining 49% of PSK (the "Option") starting from 2027.

The cost of the Acquisition was allocated to tangible assets, intangible assets and liabilities which were acquired based on their fair value at the time of the acquisition. The intangible assets recognized include order backlog and customer relations in the total amount of US\$ 111 thousands and US\$ 1,599 thousands respectively, deferred taxes in the total amount of US\$ 394 thousands and goodwill in the total amount US\$ 1,400 thousands. The intangible assets associated with customer relations are amortized over a useful life of up to 15 years.

The goodwill arising on Acquisition is attributed to the expected benefits from the synergies of the combination of the activities of the Company and PSK. The goodwill recognized is not expected to be deductible for income tax purposes. All transaction costs have been recorded in General and administrative expenses.

*Contingent consideration:*

As part of the purchase agreement with the owners of PSK, it was agreed that the sellers, who retain a 49% holding in PSK would be entitled to further consideration to be paid pursuant to an earn out mechanism dependent on PSK's actual revenues in 2022 and 2024 versus certain agreed targets in each of those years and is capped at a maximum of NIS 8,000,000 (approximately US\$2.56m), to be paid in cash.

*Put Option liability:*

MTI Summit has an option to purchase and the vendors of PSK have an option to sell to MTI Summit the remaining 49% of PSK (the "Option") starting from 2027. The value of PSK under the Option is to be calculated on the basis of eight times the average EBITDA level of PSK in 2025 and 2026, with MTI being required to pay 49% of this value upon exercise. If the Option is to be exercised at any time after the preparation of PSK's financial results for the first quarter of 2027, the calculation will be based on PSK's average EBITDA for the last eight quarters. The Option will remain in place until exercised.

**3. Acquisition of subsidiary (Cont.):**

The significant non-observable data used in measuring the fair value of the liability in respect of the contingent consideration and the Put Option liability are as follows:

Discount rate: 15.5%

A significant increase (or decrease) in the estimated amount of PSK's pre-tax income will result in a significant increase (decrease) in the fair value of the liability in respect of the contingent consideration whereas a significant increase (decrease) in the discount rate and default risk rate will result in a decrease (an increase) in the fair value of the liability.

At the end of 2023, MTI Summit and the Original Owners of 49% of PSK signed an amendment to PSK's share purchase agreement according to which:

- a. On 1 January 2024, MTI Summit granted a new loan to PSK (the "New Loan") totalling NIS 2,260,000 (approximately US\$625,000), replacing the Original Loan. This New Loan bears interest equal to the interest that PSK pays for short term credit in the bank minus 2% (currently the interest of the New Loan is 6.9% per annum). The obligations on PSK to secure the repayment of the New Loan remain unchanged compared to the Original Loan.
- b. The Company will provide PSK with guaranties in order for PSK to receive bank guaranties in favour of customers, related to projects performed by PSK, with the costs of such guaranties to be borne by PSK.
- c. The value of PSK under the Option is to be calculated on the basis of six (rather than eight in the original agreement) times the average EBITDA level of PSK in 2025 and 2026. All other terms of the option shall remain unchanged.

The Company revalued the Contingent consideration and the Put option liabilities of PSK, as stated in the balance sheet on 31 December 2023, resulting in financial income of USD 315 thousand. On 31 December 2024 the contingent liability expired (but not the put option) without any payments from the Group, as the revenue level in 2024 was below the lower limit, resulting in financial income of USD 280 thousand.

**4. Revenues**

	<b>For the year ended December 31,</b>	
	<b>2024</b>	<b>2023</b>
<b>Revenues arises from:</b>	<b>\$'000</b>	<b>\$'000</b>
Sale of goods *	32,827	32,525
Rendering of services **	8,075	7,178
Projects **	4,671	5,931
	<u>45,573</u>	<u>45,634</u>

(\*) at a point in time

(\*\*) over time



**5. Profit from operations**

	For the year ended December 31,	
	2024	2023
	\$'000	\$'000
This has been arrived at after charging:		
Material and subcontractors	21,807	21,993
Wages and salaries	13,709	13,498
Plant, Machinery and Usage	1,827	1,557
Depreciation and amortization	1,476	1,511
Travel and Exhibition	342	336
Advertising and Commissions	656	710
Consultants	637	505
Others	607	874
	<u>41,060</u>	<u>40,984</u>

**6. Operating segments**

The Company and its subsidiaries are engaged in the following segments:

- Development, design, manufacture and marketing of antennas for the military and civilian sectors.
- A leading provider of remote control solutions for water and irrigation applications based on Motorola's IRRInet state of the art control, monitoring and communication technologies.
- Providing consulting, representation and marketing services to foreign companies in the field of RF and Microwave, including engineering services in the field of aerostat systems and system engineering services together with the development, manufacture and integration of communication systems and advanced monitoring and control systems for the Government and defence industry market.

1. Segment information

**Year ended December 31, 2024**

	Antennas	Water Solutions	Distribution & Consultation	Eliminations	Total
	U.S. \$ in thousands				
<i>Revenues</i>					
External	14,136	16,888	14,549	-	45,573
Inter-segment	-	-	296	(296)	-
<i>Total</i>	<u>14,136</u>	<u>16,888</u>	<u>14,845</u>	<u>(296)</u>	<u>45,573</u>
<i>Segment profit</i>	<u>1,311</u>	<u>2,307</u>	<u>471</u>	<u>423</u>	<u>4,512</u>
Finance income, net					300
Profit before tax					<u>4,812</u>
Tax expenses					<u>619</u>
Profit					<u>4,193</u>

**M.T.I Wireless Edge Ltd.**

**Notes forming part of the consolidated financial statements for the year ended December 31, 2024**

**6. Operating Segments (cont.)**

**December 31, 2024**

	Antennas	Water Solutions	Distribution & Consultation	Eliminations	Total
<b>U.S. \$ in thousands</b>					
<i>Segment assets</i>	17,404	13,406	11,672	-	42,482
<i>Unallocated assets</i>					2,295
<i>Segment liabilities</i>	5,363	4,618	4,394	-	14,375
<i>Unallocated liabilities</i>					894

**Year ended December 31, 2023**

	Antennas	Water Solutions	Distribution & Consultation	Eliminations	Total
<b>U.S. \$ in thousands</b>					
<i>Revenues</i>					
External	12,237	17,164	16,233	-	45,634
Inter-segment	-	-	344	(344)	-
<i>Total</i>	12,237	17,164	16,577	(344)	45,634
<i>Segment profit</i>	841	1,986	1,552	271	4,650
Finance income, net					185
Profit before tax					4,835
Tax expenses					759
Profit					4,076

**December 31, 2023**

	Antennas	Water Solutions	Distribution & Consultation	Elimination	Total
<b>U.S. \$ in thousands</b>					
<i>Segment assets</i>	17,124	12,468	12,711	-	42,303
<i>Unallocated assets</i>					2,400
<i>Segment liabilities</i>	4,952	4,326	5,293	-	14,571
<i>Unallocated liabilities</i>					880

**6. Operating Segments (cont.)**

2. Entity wide disclosures of External revenue by location of customers.

	<b>For the year ended December 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Israel	29,742	28,750
America	4,797	4,824
Europe Middle East & Africa	5,270	7,503
Asia Pacific	5,764	4,557
	<u>45,573</u>	<u>45,634</u>

3. Additional information about revenues:

There is one single customer from which revenues amount to 11.2% in 2024 (13.6% in 2023) of total revenues reported in the financial statements. This is a customer for the antenna and distribution & consultation segments and the credit terms with it are usually end of month + 90 days.

**7. Finance expense and income**

	<b>For the year ended December 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
<i>Finance expense</i>		
Net Foreign exchange loss	-	-
Leases	25	32
Interest and bank fees	257	315
	<u>282</u>	<u>342</u>
<i>Finance income</i>		
Net Foreign exchange profit	111	35
Change in contingent consideration and Put Option liability	280	315
Interest from bank deposits	191	177
	<u>582</u>	<u>527</u>
	<u>(300)</u>	<u>(185)</u>

**8. Tax expenses***A. Tax Laws in Israel*

1. Amendments to the Law for the Encouragement of Capital Investments, 1959 (the "Encouragement Law"):

In December 2010, the "Knesset" (Israeli Parliament) passed the Law for Economic Policy for 2011 and 2012 (Amended Legislation), 2011 ("the Amendment"), which prescribes, among others, amendments to the Law. The Amendment became effective as of January 1, 2011. According to the Amendment, the benefit provisions in the Law were modified and a flat tax rate applies to the Company's entire preferred income. Commencing from the 2011 tax year, the Group will be able to opt to apply (the waiver is non-recourse) the Amendment and from the elected tax year and onwards, it will be subject to the amended tax rates that are: 2014 and thereafter will be 16% (in development area A - 9%).

**8. Tax expenses (cont.)**

The Group applied the Amendment effectively from the 2011 tax year.

On 15 November 2021 an amendment to the Encouragement Law was approved (the “2021 Amendment”). According to the 2021 Amendment companies that had retained earnings from exempt income earned before 31 December 2020 can distribute those earnings with a lower tax rate of 10% to the Company and withholding tax of 15% to the shareholders.

**2. Tax rates:**

On December 29, 2016, the Law for Economic Efficiency (Legislative Amendments for Achieving the Budgetary Goals for 2017-2018) was published in Reshumot (the Israeli government official gazette), which enacts, among other things, the following amendments:

- Decreasing the corporate tax rate to 24% in 2017 and to 23% in 2018 and thereafter (instead of 25%).
- Commencing tax year 2017 and thereafter the tax rate on the income of preferred enterprises of a qualifying Company in Development Zone A as stated in the Encouragement of Capital Investment Law, shall decrease to 7.5% (instead of 9%) and for companies located in zones other than Zone A the rate shall remain 16%.
- In addition, the tax rate on dividends distributed on January 1, 2014 and thereafter originating from preferred income under the Encouragement Law will be raised to 20% (instead of 15%).

Therefore the Company’s applicable corporate tax rate for 2014 and thereafter is 16%.

**B. The principal tax rates applicable to the subsidiaries whose place of incorporation is outside Israel are:**

A company incorporated in India - The statutory tax rate is 28% and the Company was in an exempt zone until end of March 2013 and further in a 50% tax exempt zone until end of March 2018. Nevertheless from the Tax Year 2011-12, in the absence of taxable income or tax due on taxable income (calculated as per normal rates) being less than 18.5% of the Accounting Book Profits during a particular year, the Indian regulation states that the company has to pay a Minimum Alternate tax at a rate of 18.5% of the Accounting Book Profits for that year. Such excess Minimum Alternate Tax paid on book profits over the Tax due on Actual Taxable Income (calculated as per normal rates) of each year is capable of set off against the taxable profits of future years. One of the subsidiaries in India still enjoys a 50% tax exemption until end of March 2028.

A company incorporated in Switzerland - The weighted tax rate applicable to a company operating in Switzerland is about 25% (composed of Federal, Cantonal and Municipal tax). Provided that the company meets certain conditions, the weighted tax rate applicable to its income in Switzerland will not exceed 10%.

A company incorporated in South Africa - the statutory tax rate is 27%

A company incorporated in Australia - the statutory tax rate is 30%

A company incorporated in United States of America - the statutory tax rate is 21%.

A company incorporated in Canada – the statutory tax rate is 25%.

**8. Tax expenses (cont.)**

*C. Income tax assessments*

The Company has tax assessments considered as final up to and including the year 2018.

	<b>For the year ended December 31,</b>			
	<b>2024</b>	<b>2024</b>	<b>2023</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
<i>Current tax expense</i>				
Income tax on profits for the year	849		768	
Taxes in respect of previous years	<u>(11)</u>		<u>(204)</u>	
		<u>838</u>		<u>564</u>
<i>Deferred tax expenses (income)</i> (see note 13)				
Origination and reversal of temporary differences	<u>(219)</u>		<u>195</u>	
		<u>(219)</u>		<u>195</u>
<b>Total tax expenses</b>		<u><u>619</u></u>		<u><u>759</u></u>

The adjustments for the difference between the actual tax charge for the year and the standard rate of corporation tax in Israel applied to profits for the year are as follows:

	<b>For the year ended</b>	
	<b>December 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Profit before income tax	<u>4,813</u>	<u>4,835</u>
Tax using the Company's domestic tax rate of 16%	770	773
Non-deductible expenses	77	53
Taxes resulting from different tax rates applicable to foreign and other subsidiaries	(129)	55
Utilization of prior year's tax losses for which deferred taxes were not provided	(94)	(119)
Adjustments for current income tax of prior years	(11)	(204)
Other	<u>6</u>	<u>201</u>
Total income tax expense	<u><u>619</u></u>	<u><u>759</u></u>

**9. Earnings per share**

Net earnings per share attributable to equity owners of the parent

	<b>For the year ended</b>	
	<b>December 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Net earnings used in basic and diluted EPS	4,364	4,045
Weighted average number of shares used in basic EPS	87,371,990	88,283,490
Weighted average number of shares used in diluted EPS	87,460,876	88,283,490
Basic and diluted net EPS (dollars)	<u><u>0.0499</u></u>	<u><u>0.0458</u></u>

**M.T.I Wireless Edge Ltd.**

**Notes forming part of the consolidated financial statements for the year ended December 31, 2024**

**10. Dividends**

	<b>For the year ended December 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Dividend paid	<u>2,745</u>	<u>2,656</u>

**11. Property, plant and equipment**

	<b>Building</b>	<b>Machinery &amp; equipment</b>	<b>Office furniture &amp; equipment</b>	<b>Computer equipment</b>	<b>Vehicles</b>	<b>Right of use asset</b>	<b>Total</b>
	<b>\$'000</b>						
<b>Cost:</b>							
Balance as of January 1, 2024	5,320	6,855	768	2,678	1,353	2,020	18,994
Acquisitions	115	371	18	80	307	548	1,439
Disposals	-	-	-	(1)	(181)	-	(182)
Exchange differences	(2)	(8)	(5)	(2)	(25)	-	(42)
Balance as of December 31, 2024	<u>5,433</u>	<u>7,218</u>	<u>781</u>	<u>2,755</u>	<u>1,454</u>	<u>2,568</u>	<u>20,209</u>
<b>Accumulated Depreciation:</b>							
Balance as of January 1, 2024	2,764	5,790	678	2,517	721	1,126	13,596
Additions	116	202	26	144	204	519	1,211
Disposals	-	-	-	(1)	(151)	-	(152)
Exchange differences	-	(8)	(4)	(1)	(17)	-	(30)
Balance as of December 31, 2024	<u>2,880</u>	<u>5,984</u>	<u>700</u>	<u>2,659</u>	<u>757</u>	<u>1,645</u>	<u>14,625</u>
<b>Net book value as of December 31, 2024</b>	<u>2,553</u>	<u>1,234</u>	<u>81</u>	<u>96</u>	<u>697</u>	<u>923</u>	<u>5,584</u>

**Lease liabilities**

	<b>Year ended December 31</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Interest expense	25	32
Total cash outflow for leases	389	517
Additions to right-of-use assets	548	643

The Company has two types of lease agreements mainly for the (i) premises on lease at the Cochin Special Economic Zone (CSEZ) in India for 15 years and (ii) leases of cars in Israel for the use of its employees for up to three years.

	<b>Less than one year</b>	<b>1 to 2 years</b>	<b>2 to 3 years</b>	<b>3 to 4 years</b>	<b>&gt; 4 years</b>	<b>Total</b>
	<b>\$'000</b>					
<b>December 31, 2024</b>						
<b>Lease liabilities</b>	<u>294</u>	<u>188</u>	<u>94</u>	<u>15</u>	<u>303</u>	<u>894</u>
<b>December 31, 2023</b>						
<b>Lease liabilities</b>	<u>366</u>	<u>132</u>	<u>57</u>	<u>11</u>	<u>314</u>	<u>880</u>

**M.T.I Wireless Edge Ltd.**

**Notes forming part of the consolidated financial statements for the year ended December 31, 2024**

**11. Property, plant and equipment (cont.)**

	Building	Machinery & equipment	Office furniture & equipment	Computer equipment	Vehicles	Right of use asset	Total
	<b>\$'000</b>						
<b>Cost:</b>							
Balance as of January 1, 2023	5,316	6,763	752	2,547	1,324	1,936	18,638
Acquisitions	10	94	18	135	169	643	1,069
Disposals	-	-	-	-	(125)	(559)	(684)
Exchange differences	(6)	(2)	(2)	(4)	(15)	-	(29)
Balance as of December 31, 2023	<u>5,320</u>	<u>6,855</u>	<u>768</u>	<u>2,678</u>	<u>1,353</u>	<u>2,020</u>	<u>18,994</u>
<b>Accumulated Depreciation:</b>							
Balance as of January 1, 2023	2,644	5,645	652	2,375	606	1,143	13,065
Additions	120	147	26	144	193	530	1,160
Disposals	-	-	-	-	(76)	(547)	(623)
Exchange differences	-	(2)	-	(2)	(2)	-	(6)
Balance as of December 31, 2023	<u>2,764</u>	<u>5,790</u>	<u>678</u>	<u>2,517</u>	<u>721</u>	<u>1,126</u>	<u>13,596</u>
<b>Net book value as of December 31, 2023</b>	<u><u>2,556</u></u>	<u><u>1,065</u></u>	<u><u>90</u></u>	<u><u>161</u></u>	<u><u>632</u></u>	<u><u>894</u></u>	<u><u>5,398</u></u>

**12. Intangible assets**

	Goodwill from business combination	Customer relations *	Total
	<b>\$'000</b>		
<b>Cost:</b>			
Balance as of December 31, 2024	3,488	2,425	5,913
<b>Accumulated Amortization and impairments:</b>			
Balance as of January 1, 2024	1,420	986	2,406
Amortization and impairments charge	-	159	159
Balance as of December 31, 2024	<u>1,420</u>	<u>1,145</u>	<u>2,565</u>
<b>Net book value as of December 31, 2024</b>	<u><u>2,068</u></u>	<u><u>1,280</u></u>	<u><u>3,348</u></u>
<b>Cost:</b>			
Balance as of December 31, 2023	3,488	2,425	5,913
<b>Accumulated Amortization and impairments:</b>			
Balance as of January 1, 2023	1,227	828	2,055
Amortization and impairments charge	193	158	351
Balance as of December 31, 2023	<u>1,420</u>	<u>986</u>	<u>2,406</u>
<b>Net book value as of December 31, 2023</b>	<u><u>2,068</u></u>	<u><u>1,439</u></u>	<u><u>3,507</u></u>

(\*) Customer relations is amortized over an economic useful life of between 6.5 to 15 years.

**12. Intangible assets (cont.)**

In December 2023, the Group performed its annual impairment test of the cash generating unit (PSK) based on a 'value in use' calculation, using cash flow projections from financial budgets approved by senior management covering a five-year period. The pre-tax discount rate applied to cash flow projections was 23%. The projected cash flows for the period exceeding five years were estimated using a fixed growth rate of 2%. It was concluded that the fair value less costs of disposal did not exceed the value in use. As a result of this analysis, management has recognized an impairment charge of USD 193 thousand in the current year against goodwill. This charge is included in general administrative expenses.

In December 2024, the Group performed its annual impairment test of the cash generating units based on a 'value in use' calculation, using cash flow projections from financial budgets approved by senior management covering a five-year period. The pre-tax discount rate applied to cash flow projections was 23%. The projected cash flows for the period exceeding five years were estimated using a fixed growth rate of 2%. It was concluded that the fair value less costs of disposal exceed the value in use. Therefore, the Company didn't recognize any impairment against goodwill.

**13. Deferred tax assets**

Deferred tax assets are calculated on temporary differences under the liability method using the tax rates that are expected to apply to the period when the asset is realised.

The movement in the deferred tax assets is as shown below:

	<u>2024</u>	<u>2023</u>
	<u>\$'000</u>	<u>\$'000</u>
<i>At January 1</i>	968	1,163
Charged to profit or loss	219	(195)
<i>At December 31</i>	<u>1,187</u>	<u>968</u>

Deferred tax assets have been recognized in respect of all differences giving rise to deferred tax assets because it is probable that these assets will be recovered.

Composition:

	<u>31.12.2024</u>	<u>31.12.2023</u>
	<u>\$'000</u>	<u>\$'000</u>
Accrued severance pay	100	103
Other provisions and employee-related obligations	120	113
Research and development expenses deductible over 3 years	148	147
Carry forward tax losses	1,066	922
Customer relations – arising from acquisition of P.S.K	(247)	(317)
	<u>1,187</u>	<u>968</u>

Carry forward capital losses of the Group total approximately \$1,031 and \$984 thousand as of 31 December 2024 and 2023 respectively were not recognized for deferred tax assets in the financial statements because their utilization in the foreseeable future is not probable.



**14. Inventories**

	<u>31.12.2024</u>	<u>31.12.2023</u>
	<u>\$'000</u>	<u>\$'000</u>
Raw materials and consumables	6,494	5,638
Work-in-progress	17	56
Finished goods and goods for sale	<u>1,657</u>	<u>1,790</u>
	<u>8,168</u>	<u>7,484</u>

**15. Trade receivables, other receivables and unbilled revenue**

	<u>31.12.2024</u>	<u>31.12.2023</u>
	<u>\$'000</u>	<u>\$'000</u>
Trade receivables	14,252	12,124
Unbilled revenue – Projects	3,200	4,190
Other receivables	<u>2,474</u>	<u>2,160</u>
	<u>19,926</u>	<u>18,474</u>

**Trade receivables:**

	<u>31.12.2024</u>	<u>31.12.2023</u>
	<u>\$'000</u>	<u>\$'000</u>
Trade receivables (*)	14,125	11,858
Notes receivable	202	353
Allowance for expected credit losses	<u>(75)</u>	<u>(87)</u>
	<u>14,252</u>	<u>12,124</u>

(\*) Trade receivables are non-interest bearing. They are generally on 60-120 day terms.

As at 31 December 2024 trade receivables of \$1,790,000 (2023 – \$320,000) were past due but not impaired. They relate to the customers with no default history.

**Unbilled revenue:**

	<u>31.12.2024</u>	<u>31.12.2023</u>
	<u>\$'000</u>	<u>\$'000</u>
Actual completion costs	4,517	4,610
Revenue recognised	3,740	1,954
Billed revenue	<u>(5,057)</u>	<u>(2,374)</u>
Total Unbilled receivables – Projects	<u>3,200</u>	<u>4,190</u>

**Other receivables:**

	<u>31.12.2024</u>	<u>31.12.2023</u>
	<u>\$'000</u>	<u>\$'000</u>
Prepaid expenses	1,646	1,056
Advances to suppliers	457	818
Tax authorities – V.A.T	55	106
Employees	<u>316</u>	<u>180</u>
	<u>2,474</u>	<u>2,160</u>

**M.T.I Wireless Edge Ltd.****Notes forming part of the consolidated financial statements for the year ended December 31, 2024****16. Cash and cash equivalents**

	<u>31.12.2024</u>	<u>31.12.2023</u>
	<u>\$'000</u>	<u>\$'000</u>
In U.S. dollars	3,647	4,236
In other currencies	2,622	4,218
	<u>6,269</u>	<u>8,454</u>

**17. Loans from banks**

	<u>31.12.2024</u>	<u>31.12.2023</u>
	<u>\$'000</u>	<u>\$'000</u>
NIS	311	375
South African Rand	-	3
Less - current maturities	<u>(274)</u>	<u>(314)</u>
	<u>37</u>	<u>64</u>

All bank loans are for the purchase of cars and are secured by a fixed lien on the cars, aside from the use of a short term credit line by PSK.

Mottech South Africa had a loan agreement of approximately US\$ 30 thousand for the purchase of cars for which was repaid in Q1 2024. The interest rate was linked to the South Africa prime lending rate.

During 2022 PSK entered into a loan agreement of approximately US\$ 133 thousand for the purchase of cars, which is payable over 36 - 48 months on a monthly basis. The interest rate is linked to the Prime interest rate.

<i>At December 31 2024</i>	<b>First year</b>	<b>Second year</b>	<b>Third year and thereafter</b>
	<u>\$'000</u>		
Long-term loan	<u>274</u>	<u>27</u>	<u>10</u>

**18. Employee benefits****A. Composition:**

	<b>As at December 31</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Present value of the obligations	1,744	1,757
Fair value of plan assets	(974)	(1,038)
	<u>770</u>	<u>719</u>

**B. Movement in plan assets:**

	<b>For the year ended December 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
<i>Year beginning</i>	1,038	908
Foreign exchange gain (loss)	(108)	73
Interest income	32	33
Contributions	13	15
Benefit paid	-	(9)
<i>Re measurements gain (loss)</i>		
Actuarial gain (loss) from financial assumptions	-	(1)
Return on plan assets (excluding interest)	(1)	19
<i>Year end</i>	<u>974</u>	<u>1,038</u>

**C. Movement in the liability for benefit obligation:**

	<b>For the year ended December 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
<i>Year beginning</i>	1,757	1,660
Foreign exchange loss (profit)	(183)	48
Interest cost	156	105
Current service cost	31	43
Benefits paid	-	(48)
<i>Re measurements loss (gain)</i>		
Actuarial gain from financial assumptions	(1)	(12)
Adjustments (experience)	(16)	(39)
<i>Year end</i>	<u>1,744</u>	<u>1,757</u>

**18. Employee benefits (cont.)**

*Supplementary information*

1. The Group's liabilities for severance pay, retirement and pensions pursuant to Israeli law and employment agreements are recognized in full - in part by managers' insurance policies, for which the Group makes monthly payments and accrued amounts in severance pay funds and the rest by the liabilities which are included in the financial statements.
2. The amounts funded displayed above include amounts deposited in severance pay funds with the addition of accrued income. According to the Severance Pay Law, the aforementioned amounts may not be withdrawn or mortgaged as long as the employer's obligations have not been fulfilled in compliance with Israeli law.
3. Principal nominal actuarial assumptions:

	<b>As at December 31,</b>	
	<b>2024</b>	<b>2023</b>
Discount rate on plan asset	5.51%	5.20%
Expected increase in pensionable salary	2%	2%

4. Sensitivity test for changes in the expected rate of salary increase or in the discount rate of the plan assets and liability:

	<b>Change in defined benefit obligation</b>	
	<b>As at December 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
The change as a result of:		
Salary increases of 1 %	32	37
Salary decreases of 1 %	(26)	(34)
The change as a result of:		
Increase of 1% in discount rate	(37)	(32)
Decrease of 1% in discount rate	31	35

	<b>Year ended December 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Expenses in respect of defined contribution plans	543	524

**19. Trade and other payables**

	<b>As at December 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Trade payables	8,433	7,882
Employees' wages and other related liabilities	1,832	1,816
Advances from trade receivables	650	1,004
Accrued expenses	669	848
Government authorities	170	171
Lease liability	293	366
Others	484	353
	<u>12,531</u>	<u>12,440</u>

**20. Current maturities and short-term bank credit**

	<b>Interest rate as at December 31, 2024 %</b>	<b>As at December 31,</b>	
		<b>2024</b>	<b>2023</b>
		<b>\$'000</b>	<b>\$'000</b>
Current maturities In NIS	Prime + 0.9 – 2.2	274	311
Current maturities In SA ZAR		-	3
Total Current maturities and short-term bank loans		<u>274</u>	<u>314</u>

**Changes in liabilities arising from financing activities**

Reconciliation of the changes in liabilities for which cash flows have been, or will be classified as financing activities in the statement of cash flows

	<b>Loans and borrowings</b>	<b>Lease liabilities</b>	<b>Total</b>
	<b>\$'000</b>		
<b>At 1 January 2024</b>	<b>378</b>	<b>880</b>	<b>1,258</b>
<i>Changes from financing cash flows:</i>			
Payments of lease liabilities	-	(491)	(491)
Receipt loans from banks	14	-	14
Repayment of long-term loans from banks	(101)	-	(101)
Total changes from financing cash flows	<u>291</u>	<u>389</u>	<u>680</u>
New leases	-	548	548
Interest expense	-	25	25
Interest paid	-	(25)	(25)
Effects of foreign exchange	20	(43)	(23)
<b>At 31 December 2024</b>	<u><b>311</b></u>	<u><b>894</b></u>	<u><b>1,205</b></u>

**20. Current maturities and short-term bank credit (cont.)**

	Loans and borrowings	Lease liabilities	Total
	\$'000		
<b>At 1 January 2023</b>	<b>141</b>	<b>752</b>	<b>893</b>
<i>Changes from financing cash flows:</i>			
Payments of lease liabilities	-	(485)	(485)
Receipt loans from banks	460	-	460
Repayment of long-term loans from banks	(247)	-	(247)
Total changes from financing cash flows	<b>354</b>	<b>267</b>	<b>621</b>
New leases	-	643	643
Interest expense	-	32	32
Interest paid	-	(32)	(32)
Effects of foreign exchange	24	(30)	(6)
<b>At 31 December 2023</b>	<b>378</b>	<b>880</b>	<b>1,258</b>

**21. Financial instruments - Risk Management**

The Group is exposed through its operations to the following financial risks:

- Foreign currency risk
- Liquidity risk
- Credit risk

*Foreign currency risk*

Foreign exchange risk arises when Group companies enter into transactions denominated in a currency other than their functional currency.

The Group's policy is to allow the Group's entities to pay liabilities denominated in their functional currency using the cash flows generated from the operations of each entity. When the Group's entities have liabilities denominated in a currency other than their functional currency (and the entity does not have sufficient cash balances in this currency to settle the liability) the Group, if possible, transfers cash balances from one entity to another entity in the Group. The Group's currency risks are as follows:

Most of the Company's revenues are in US dollars or linked to that currency, and the Company's inputs are mainly linked due to the importation of raw materials paid for in US Dollars, but the wages and salary expenses (which constitutes a material input in the Company's operations) are in NIS. Therefore, there is an exposure to changes in the exchange rate of the NIS against the Dollar.

Management mitigates that risk by holding some cash and cash equivalents and deposit accounts in NIS. The Company also purchases from time to time some forward contracts on the NIS/\$ exchange rate to hedge part of the salary costs. Since the purchase of Mottech the Group has an additional currency risk due to its subsidiaries' activity.

**21. Financial instruments - Risk Management (Cont.)**

The following is a sensitivity analysis of a change of 5% as of the date of the financial position in the NIS exchange rates against the functional currency, while the rest of the variables remain constant, and their effect on the pre-tax profit or loss on equity:

	<b>Profit (loss) from change</b>	<b>Book value</b>	<b>Profit (loss) from change</b>
	<b>December 31, 2024</b>		
NIS exchange rate	0.260	0.2742	0.288
<b>Total assets, net (\$'000)</b>	<b>241</b>	<b>4,812</b>	<b>(241)</b>
	<b>December 31, 2023</b>		
NIS exchange rate	0.262	0.276	0.289
<b>Total assets, net (\$'000)</b>	<b>217</b>	<b>4,341</b>	<b>(217)</b>

The Company's exposure to changes in foreign currency in all other currencies is immaterial.

	<b>USD</b>	<b>NIS</b>	<b>Other currencies</b>	<b>Total</b>
	<b>\$'000</b>			
	<b>As of December 31, 2024</b>			
<b>Assets</b>				
<b>Current assets:</b>				
Cash and cash equivalents	3,647	1,159	1,463	6,269
Trade receivables	8,052	8,826	574	17,452
Other receivables	193	2,184	97	2,474
<b>Liabilities</b>				
<b>current liabilities:</b>				
Current maturities and short-term bank credit and loans	-	274	-	274
Trade payables	3,341	3,986	1,106	8,433
Other accounts payables	106	2,839	860	3,805
<b>non- current liabilities:</b>				
Contingent consideration and Put option liability	-	-	-	-
Loans from banks, net of current maturities	-	37	-	37
<b>Total assets, net</b>	<b>8,445</b>	<b>5,033</b>	<b>168</b>	<b>13,646</b>

## 21. Financial instruments - Risk Management (Cont.)

	USD	NIS	Other currencies	Total
	\$'000			
	As at December 31, 2023			
<b>Assets</b>				
<b>Current assets:</b>				
Cash and cash equivalents	4,237	1,983	2,234	8,454
Trade receivables	7,222	8,513	579	16,314
Other receivables	151	1,850	159	2,160
<b>Liabilities</b>				
<b>current liabilities:</b>				
Current maturities and short-term bank credit and loans	-	311	3	314
Trade payables	2,486	4,502	894	7,882
Other accounts payables	194	3,128	870	4,192
<b>non- current liabilities:</b>				
Contingent consideration and Put option liability	-	1,117	-	1,117
Loans from banks, net of current maturities	-	64	-	64
<b>Total assets, net</b>	<b>8,930</b>	<b>3,224</b>	<b>1,205</b>	<b>13,359</b>

Liquidity Risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability but can also increase the risk of insufficient liquidity means to fulfil its immediate obligations. The Group's objective is to maintain a balance between continuity of funding and flexibility. The Group has sufficient availability of cash, including the short-term investment of cash surpluses, and can raise loans to meet its obligations by cash management, subject to the Group's policies and guidelines. The table below summarizes the maturity profile of the Group's financial liabilities based on contractual undiscounted payments (including interest payments):

<i>December 31, 2024</i>	<b>Less than one year</b>	<b>1 to 2 years</b>	<b>2 to 3 years</b>	<b>3 to 4 years</b>	<b>&gt; 4 years</b>	<b>Total</b>
	\$'000					
Put option liability	-	-	837	-	-	837
Loans from banks	274	27	10	-	-	311
Trade payables	8,433	-	-	-	-	8,433
Payables	4,098	-	-	-	-	4,098
	<u>12,805</u>	<u>27</u>	<u>847</u>	<u>-</u>	<u>-</u>	<u>13,679</u>
<i>December 31, 2023</i>	<b>Less than one year</b>	<b>1 to 2 years</b>	<b>2 to 3 years</b>	<b>3 to 4 years</b>	<b>&gt; 4 years</b>	<b>Total</b>
	\$'000					
Contingent consideration and Put option liability	-	280	-	-	837	1,117
Loans from banks	314	36	28	-	-	378
Trade payables	7,882	-	-	-	-	7,882
Payables	4,558	-	-	-	-	4,558
	<u>12,754</u>	<u>316</u>	<u>28</u>	<u>-</u>	<u>837</u>	<u>13,935</u>



**21. Financial instruments - Risk Management (Cont.)**

*Credit risks*

Financial instruments which have the potential to expose the Group to credit risks are mainly deposit accounts, trade receivables and other receivables. The Group holds cash and cash equivalents in short term deposit accounts in banking institutions in Israel that are considered financially sound, thereby substantially reducing the risk to suffer credit loss.

With respect to trade receivables, the Group believes that there is no material credit risk which is not mitigated in light of Group's policy to assess the credit risk of customers before entering contracts. Moreover, the Group evaluates trade receivables on a timely basis and adjusts the allowance for expected credit losses accordingly. Since January 2019 the Company has had an agreement with a credit insurance company to further mitigate this risk. The aging analysis of these trade-receivable balances by business segment is as follows:

*Fair value*

**A. Fair value of financial assets and liabilities:**

	Fair value measurements using input type			
	Level 1	Level 2	Level 3	Total
<b>As of December 31, 2024</b>				
Contingent consideration liability (see note 3)	-	-	-	-
<b>As of December 31, 2023</b>				
Contingent consideration liability (see note 3)	-	-	280	280

*Reconciliation of fair value measurements that are categorized within Level 3 of the fair value hierarchy:*

	2024	2023
	\$'000	\$'000
Balance as of January 1	1,117	1,432
Contingent consideration liability (see note 3)	-	-
Net loss (profit) recognized in Profit or loss	(280)	(315)
Balance as of December 31	837	1,117

**B. Financial instruments not measured at fair value:**

The carrying amount of cash and cash equivalents, trade receivables, other accounts receivable, credit from banks and others, trade payables and other accounts payable approximate their fair value.

The Group is not exposed to cash flow risk due to interest rates since the long-term loan bears fixed interest.

The following table demonstrates the carrying amount and fair value of the groups of financial instruments that carrying amounts does not approximate fair value:

21. Financial instruments - Risk Management (Cont.)

	Carrying amount		Fair value	
	2024	2023	2024	2023
Financial liabilities:	\$'000			
Long-term loan with interest (1)	69	64	69	64

- (1) The fair value of the long-term loan received with fixed interest is based on the present value of cash flows using an interest rate currently available for a loan with similar terms.

Linkage terms of financial liabilities by groups of financial instruments

December 31, 2024:				
	NIS	Unlinked	S.A Rand	Total
	\$'000			
Financial liabilities measured at amortized cost	242	-	-	242
December 31, 2023:				
	NIS	Unlinked	S.A Rand	Total
	\$'000			
Financial liabilities measured at amortized cost	311	-	3	314

Capital management

The Group's objective is to maintain, as much as is possible, a stable capital structure. In the opinion of Group's management its current capital structure is stable. Consistent with others in the industry, the Group monitors capital, including others also, on the basis of the gearing ratio.

This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the consolidated statement of financial position) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated statement of financial position plus net debt.

The gearing ratios at 31 December 2024 and 2023 were as follows:

	31.12.2024	31.12.2023
	\$'000	
Loans from banks	37	103
bank credit	274	275
<b>Total liabilities</b>	<b>311</b>	<b>378</b>
	\$'000	
Share capital	209	209
Additional paid-in capital	22,022	23,061
Retained earnings	6,861	5,226
Capital reserves	(615)	(466)
Non-controlling interest	1,051	1,222
<b>Total equity</b>	<b>29,508</b>	<b>29,252</b>
<b>Leverage ratio</b>	<b>1%</b>	<b>1.3%</b>

**21. Financial instruments - Risk Management (Cont.)**

The net debt ratios stem from the Board of Directors' decision to continue to invest in the Company's development, but without the use of excessive leverage. The Group intends to examine the leverage ratio from time to time and to define it according to its needs. The decrease in the net debt ratio in 2024 is derived mainly from the decrease in short-term credit used by the Company, although it purchased its own shares which reduced the equity of the Company. The Group intends to maintain the leverage ratio in future periods as well. Beyond that stated above, there were no other material changes in the objectives, policies or processes of managing the Group's capital during the year, as well as in the Group's definition of capital.

**22. Subsidiaries:**

A. The principal subsidiaries of the Company, all of which have been consolidated in these consolidated financial statements, are as follows:

<u>Name</u>	<u>Country of incorporation</u>	<u>Proportion of ownership interest on 31 December</u>		<u>Held by</u>
		<u>2024</u>	<u>2023</u>	
AdvantCom Sarl	Switzerland	100%	100%	M.T.I Wireless Edge
Global Wave Technologies PVT Limited	India	80%	80%	AdvantCom Sarl
Ginat Wave India Private ltd.	India	100%	100%	M.T.I Wireless Edge
MTI Wireless Communication India Pvt. Ltd.	India	100%	100%	M.T.I Wireless Edge
Mottech water solutions ltd.	Israel	100%	100%	M.T.I Wireless Edge
Aqua infrastructure management systems ltd	Israel	100%	100%	Mottech water solutions
Mottech Water Management (pty) ltd.	South Africa	85%	85%	Mottech water solutions
Mottech USA Inc.	United states	100%	100%	Aqua water control solution
Mottech Water Management (Shenzhen) Ltd.	China	-	100%	Mottech water solutions ltd.
Mottech Parkland (pty) Ltd.	Australia	50%	50%	Mottech water solutions ltd.
Mottech Water Management ltd.	Canada	100%	100%	Mottech water solutions ltd.
M.T.I Engineering ltd.	Israel	100%	100%	M.T.I Wireless Edge
Summit electronics ltd.	Israel	100%	100%	M.T.I Engineering ltd.
M.T.I Summit electronics ltd.	Israel	100%	100%	M.T.I Wireless Edge
P.S.K Wind Technologies Ltd. *	Israel	51%	51%	M.T.I Summit electronics ltd.

(\*) MTI Summit electronics ltd has an option to purchase and the vendors of PSK have an option to sell to MTI Summit Electronics ltd the remaining 49% of PSK .

**M.T.I Wireless Edge Ltd.****Notes forming part of the consolidated financial statements for the year ended December 31, 2024****23. Share capital**

A.

	<b>Authorized</b>			
	<b>2024</b>	<b>2024</b>	<b>2023</b>	<b>2023</b>
	<b>Number</b>	<b>NIS</b>	<b>Number</b>	<b>NIS</b>
Ordinary shares of NIS 0.01 each	100,000,000	1,000,000	100,000,000	1,000,000

	<b>Issued and fully paid</b>			
	<b>2024</b>	<b>2024</b>	<b>2023</b>	<b>2023</b>
	<b>Number</b>	<b>NIS</b>	<b>Number</b>	<b>NIS</b>
<i>Ordinary shares of NIS 0.01 each at beginning and at the end of the year</i>	88,538,724	885,388	88,538,724	885,388

B. On 24 January 2019, the Company announced a share repurchase program to conduct market purchases of ordinary shares of par value 0.01 Israeli Shekels each ("Ordinary Shares") in the Company up to a maximum value of £150,000 (the "Programme"). Thereafter, the board of directors of the Company and the board of directors of MTI Engineering decided to continue with the Programme for several further periods. On 13 April 2022, the Company announced that it would extend the Programme until 31 March 2023, with the Programme having an increased maximum value of up to £200,000 and with the Programme being managed by Shore Capital Stockbrokers Limited pursuant to the terms as announced. On 10 March 2024 the board of directors of the Company and the board of directors of MTI Engineering decided to extend the Programme effective from 12 March 2024 until 31 March 2025 and increase the maximum value of the Programme up to £700,000, with the intention to hold the Ordinary Shares purchased for a longer period of time. On 20 August 2024 the Board of directors of the Company and the board of directors of MTI Engineering decided to increase the maximum value of the Programme to up to £1,000,000, repeating the intention to hold the Ordinary Shares purchased for a longer period of time. As at 31 December 2024, 2,343,000 Ordinary Shares were held in treasury under the Programme.

## **24. Share-based payment**

On 19 November, 2023 the remuneration committee and the board of directors approved an option plan in relation to the Company's shares ("Option Plan").

The Option Plan includes the authority to grant 2,000,000 options (2.2% of the Company's issued share capital on a fully diluted basis) with the following terms:

1. Each option can be exercised into one ordinary share of the Company at a price of 40p being 25% above the share price at the date preceding the announcement of the Option Plan in November 2023.
2. The vesting of the options will be: 50% after two years, 25% after three years and 25% after four years with expiration of the options being six years after granting.
3. The economic value of the options based on a Black-Scholes calculation is US\$259,000 for the total 2 million options approved by the board of directors.

As part of the Option Plan, and after receipt of approval at the Company's General Meeting, the Company granted 600,000 share options to Mr. Moshe (Moni) Borovitz, the Chief Executive Officer, and 100,000 share options to Mr. Dov Feiner, the General Manager of the Company's Antenna Division. The expense for share-based payments (such as stock options) typically appears on the income statement as part of the Company's operating expenses.

Unexercised options expire six years after the date of the grant after which they will be void. Options are forfeited when the employee leaves the Company.

There is no cash settlement of the options. The weighted average fair value of the options as at the grant date is 11 pence (approximately 14 cents) per option, and was estimated using a Black and Scholes option pricing model based on the following significant data and assumptions:

Share price - 32.875 pence (representing approximately 40 cents)

Exercise price - 40 pence (representing approximately 49 cents)

Expected volatility - 42.23%

Risk-free interest rate - 4.36%

And expected average life of options 4.375 years

The volatility measured the standard deviation of expected share price returns is based on the historical volatility of the Company's share price. The options were granted as part of a plan that was adopted in accordance with the provision of section 102 of the Israeli Income Tax Ordinance.

The expense recognized in the financial statements for employee services received for the year ended December 31, 2024 was US \$106,000.

**24. Share-based payment (Cont.)**

The following table lists the number of share options, the weighted average exercise prices of share options and modification in employee option plans during the current year:

	<u>2024</u> <b>weighted average exercise price</b>	<u>2024</u> <b>Number</b>
	<u>\$</u>	
Outstanding at beginning of year	-	-
Exercised during the year	-	-
Granted during the year	0.40	2,000,000
Forfeited during the year	-	-
Outstanding at the end of the year	0.40	<u>2,000,000</u>
Exercisable at the end of the year	-	<u>-</u>

The weighted average remaining contractual life for the share options outstanding as of December 31, 2024 was 4 years.

**25. Commitments and guarantees**

*A. Royalty commitments*

(i) The Group is committed to pay royalties to the Government of Israel on proceeds from the sales of products that have resulted from research and development activity funded by the Government of Israel by way of grants. Under the terms of the Group's funding from the Government of Israel, royalties of 2%-3.5% are payable on sales of products developed from a project so funded, up to 100% of the amount of the grant received, including amounts received since July 1, 2000. In 2024 the Group did not receive any development grants while in 2023 it received \$90,000. The maximum royalty amount payable by the Group as at December 31, 2024, is US\$ 830,000.

No provision is recognized as the Group does not expect to sell relevant products in the foreseeable future and in relation to new products a provision will be created once development is in more advanced stages.

During 2024 and 2023 the Group did not pay any royalties.

(ii) The Group is committed to pay royalties to the Government of Israel on proceeds from growth in sales of Mottech's products in China of which the Government of Israel participates by way of grants. Under the terms of the Group's funding from the Government of Israel, royalties of 3% from the increase of sales in China (base year was 2017) shall be paid up to 100% of the amount of the grant received and shall begin after completion of the grant receipt, which occurred in 2020. The maximum royalty amounts payable by the Group as at December 31, 2024 and 2023 are US\$ 217,000.

*B. Guarantees*

The Group has provided guarantees in favour of customers and government institutes in the amount of US\$ 582,000 and US\$ 118,000 respectively. The guarantees are mainly to guarantee advances received from customers and the performance of contracts signed.

**26. Transactions with related parties:**

**A. Service Agreement with controlling shareholder:**

On 9 March 2022, an amendment to the agreement with Mokirey Aya Management Ltd. (hereinafter: the “Management Company”) was renewed to include remuneration (per month) of:

1. 56,000 NIS to Mr. Zvi Borovitz for his service as the chairman of the board of the Company for at least 50% of a standard working week; and
2. 79,000 NIS to Mr. Moni Borovitz for his service as CEO of the Company for at least 90% of a standard working week.

All amounts are prior to VAT which will be added to the invoices and are linked to the increase in the consumer price index. In addition to the above, and in accordance with the remuneration policy adopted by the Company, as required under rule 20 of the Israeli Companies Law, a bonus scheme was granted to each of the managers. The bonus scheme states that Zvi Borovitz and Moni Borovitz will each be entitled to a bonus amounting to 2.5% of the Company’s net profit exceeding US\$800,000 per year, prior to any bonuses granted by the Company. In the case of a loss in a year, the bonus for the next year will be for a net profit exceeding US\$800,000 above the loss made in the previous year. In addition, Mr. Moni Borovitz shall be entitled to a bonus equal to three months’ management fee, based on the meeting of targets specified by the remuneration committee at the beginning of each year or per the remuneration committee’s decision to give such for special performance, plus one month’s management fee if the consolidated revenue of the Company increases by more than 5% from the previous year. A ceiling to the bonuses was set at eight months management fees for Mr. Moni Borovitz and US\$100,000 for Mr. Zvi Borovitz. The agreement also states that the Company shall reimburse the Management Company for any expense made in performance of the manager’s duty. The Company shall also provide each of the managers with a car and phones and will be responsible for all of the related expenses, including all relevant taxes.

For participation of Mr. Moni Borovitz in the employee share option plan please see note 23 D above.

**B. Transaction with the Parent Group:**

The following transactions occurred with the Controlling shareholder and other related parties:

	<u>2024</u>	<u>2023</u>
	<u>\$'000</u>	<u>\$'000</u>
Management Fee	<u>866</u>	<u>793</u>

Compensation of key management personnel of the Group:

	<u>2024</u>	<u>2023</u>
	<u>\$'000</u>	<u>\$'000</u>
Short-term employee benefits *	<u>1,365</u>	<u>1,274</u>
Share based payment	<u>40</u>	<u>-</u>

**26. Transactions with related parties (cont.)**

\* Including Management fees for the CEO, Directors, Executive Management and other related parties including the Controlling shareholder. Please see note 23 D regarding share-based payments to the controlling shareholders which are not included under short term benefits.

Balances with related parties:

	<u>2024</u>	<u>2023</u>
	<u>\$'000</u>	<u>\$'000</u>
Other accounts payables	<u>350</u>	<u>353</u>

**27. Significant Events:**

- A. On January 5, 2024, following approval at an extraordinary shareholders' meeting, the Company granted 600,000 share options to Mr. Moshe (Moni) Borovitz, the Chief Executive Officer, and 100,000 share options to Mr. Dov Feiner, the General Manager of the Company's Antenna Division. The expense for share-based payments (such as stock options) typically appears on the income statement as part of the Company's operating expenses.
- B. On 20 March 2024 at the Company's extraordinary meeting, Mrs. Hani Lerman was elected as an external non-executive director.
- C. On 7 October 2023 Israel was attacked by the Hamas terror organization leading to war in the Gaza region and Israel followed by Hezbollah attacking Israel which led to war in the area. The war has led to a slowdown in the Israeli economy and if this war continues for a prolonged period, then it may begin to impact the Company. The wide usage of military reserve personnel, adverse foreign currency exchange rates and restrictions on access to certain areas in Israel are risks which may affect the Company if there is a prolonged period of war. As of the date of this report, and to the best of the Company's knowledge, the war has not had a significant effect on the Company. The Company continues to review the effects of the war on its trading as it believes that if the war continues for a long period of time, then the overall Israeli economy will be effected, and factors including the lack of available manpower, interest rates and foreign currency exchange rates may have an impact on its trading. On 27 November 2024 a ceasefire agreement between Israel and Lebanon was signed followed by a temporary ceasefire agreement between Israel and Gaza on 19 January 2025. As at the date of publication of this report a final ceasefire agreement has not been reached.

**28. Subsequent events**

- A. The Board of directors has decided to declare a cash dividend of 3.3 US cents per share being approximately \$2,922,000. This dividend will be paid on 11 April 2025 to shareholders on the register at the close of trading on 28 March 2025 (ex-dividend on 27 March 2025). The currency translation into British Pounds will be made on 2 April 2025 and there will not be a scrip dividend alternative.
- B. The financial statements were authorized for issue by the board as a whole following their approval on 16 March 2025.