

S3 Tech N.V.

Financial Statements

for the years ended December 31, 2024 and December 31, 2023

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Statement of financial position

(All amounts in EUR)

		31-Dec	
	Note	2024	2023
Assets			
Current assets			
Cash and cash equivalents	4	7,009,483	4,540,718
Receivable from subsidiary	5	-	17,625
Receivable from group company	6	21,175	33,658
Prepaid expenses		16,144	24,094
Total current assets		7,046,802	4,616,095
Non-current assets			
Security deposit		400	400
Investment in subsidiary	7	-	1,000
Total non-current assets		400	1,400
Total assets		7,047,202	4,617,495
Equity and liabilities			
Current liabilities			
Accounts payable		188,534	-
Accrued expenses		-	90,956
Payable to group company	8	500,347	-
Payable to shareholders	9	2,061,752	2,115,465
Payable to players		149,286	-
Profit tax payable	3	2,706	415
Total current liabilities		2,902,625	2,206,836
Equity			
Issued capital	10	44,957	44,957
Retained earnings / (Accumulated losses)		4,099,620	2,365,702
Total equity		4,144,577	2,410,659
Total equity and liabilities		7,047,202	4,617,495

See accompanying notes.

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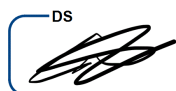

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Statement of profit or loss

(All amounts in EUR)

	Note	2024	2023
Revenue (Net)	11	3,516,621	2,492,513
Direct cost	12	-1,011,192	-1,423,933
Gross profit / (loss)		2,505,429	1,068,580
Selling and marketing expenses		-678,545	-242,959
Administrative expenses	13	-20,111	-40,995
Profit / (loss) from operations		1,806,773	784,626
Finance cost	14	-68,464	-40,958
Profit / (loss) before tax		1,738,309	743,668
Profit tax expense	3	-4,391	-315
Profit / (loss) for the year		1,733,918	743,353
Other comprehensive income		-	-
Total comprehensive income / (loss) for the year		1,733,918	743,353
Attributable to the owners		1,733,918	743,353

See accompanying notes.

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Statement of changes in equity

(All amounts in EUR)

	Issued capital	Retained earnings / (Accumulated losses)	Total
Balance, December 31, 2022	44,957	1,622,349	1,667,306
Profit / (loss) for the year	-	743,353	743,353
Other comprehensive income	-	-	-
Total comprehensive income / (loss) for the year	-	743,353	743,353
Balance, December 31, 2023	44,957	2,365,702	2,410,659
Profit / (loss) for the year	-	1,733,918	1,733,918
Other comprehensive income	-	-	-
Total comprehensive income / (loss) for the year	-	1,733,918	1,733,918
Balance, December 31, 2024	44,957	4,099,620	4,144,577

See accompanying notes.

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Statement of cash flows

(All amounts in EUR)

	Note	2024	2023
Cash flow from operating activities			
Profit / (loss) for the year		1,733,918	743,353
Add: Profit tax expense		2,291	-1,750
(Increase) / decrease in receivable from subsidiary		17,625	-9,600
(Increase) / decrease in receivable from shareholders		-	43,357
(Increase) / decrease in prepaid expenses		7,950	-10,744
Increase / (decrease) in accounts payable		188,534	-892,226
Increase / (decrease) in accrued expenses		-90,956	90,956
Increase / (decrease) in payable to group company		500,347	-
Increase / (decrease) in payable to shareholders		-53,713	2,115,465
Increase / (decrease) in payable to players		149,286	-
Net cash generated from operating activities		2,467,765	2,078,811
Cash flow from investing activities			
(Increase) / decrease in investment in subsidiary		1,000	-
Net cash generated from investing activities		1,000	-
Cash flow from financing activities			
Increase / (decrease) in issued capital		-	-
Net cash generated from financing activities		-	-
Net increase / (decrease) in cash		2,468,765	2,078,811
Cash at the beginning of the year		4,540,718	2,461,907
Cash at the end of the year	4	7,009,483	4,540,718

See accompanying notes.

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Notes to financial statements**1. General information**

S3 Tech N.V. (the company) was established on August 26, 2020 in Curaçao as a limited liability company. The address of its registered office is Korporaalweg 10, Curaçao. The company was registered in the Commercial register of Curaçao Chamber of Commerce & Industry under the number 154961.

The main objectives of the company are:

1. To organize, market, promote, manage, support and operate all types of remote gaming activities, comprising of all types of games, betting and other operation of betting exchange, interactive casinos, bingos, lotteries, poker and other interactive games, for clients established or residing outside of Curaçao.
2. The corporation is authorized to perform everything requisite or profitable to the accomplishment of its purpose or incidental thereto or connected therewith in the widest sense of the word.
3. The corporation has no authority to invoke the annulment of legal acts performed by the corporation, which exceeded the corporate objective.

The management of the company is borne by a board of directors. As of December 31, 2024, the management of the company is borne by a single statutory director:

- Executive Corporate Management B.V.

Statutory Director

2. Summary of material accounting policies

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

Basis of presentation

The separate financial statements of the company have been prepared in accordance with International Financial Reporting Standards (IFRS). The financial statements have been prepared under the historical cost convention. The financial statements are presented in Euro (EUR) and all values are presented in actual, unless otherwise stated.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the company's accounting policies.

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Foreign currency transactions

The financial statements are presented in EUR, which is the company's functional and presentation currency. Transactions denominated in foreign currencies are translated at the exchange rate prevailing when the transaction is realized. The exchange results are recorded in the statement of profit or loss.

Monetary assets and liabilities denominated in foreign currencies are translated into EUR at the exchange rates prevailing at the end of the year.

Cash and cash equivalents

Cash and cash equivalents include deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

Investments

Investment in subsidiary is valued at cost, net of impairment loss, if any.

Financial instruments**Financial assets****Initial recognition and measurement**

Financial assets within the scope of IFRS 9 are classified as financial assets at fair value through profit or loss, loans and receivables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The company determines the classification of its financial assets at initial recognition.

All financial assets are recognized initially at fair value plus transaction costs, except in the case of financial assets recorded at fair value through statement of profit or loss.

The financial assets include cash and cash equivalents, prepaid expenses and other assets.

Financial liabilities**Initial recognition and measurement**

Financial liabilities within the scope of IFRS 9 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognized initially at fair value plus, in the case of loans and borrowings, directly attributable transaction costs.

The financial liabilities include accounts payable, accrued expenses and other payables.

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Subsequent measurement

The subsequent measurement of financial assets and liabilities depends on their classification.

Revenue recognition

Gaming revenue is represented by the difference between the amounts of bets placed by customers less amounts won, net of bonuses and loyalty points, if any. The revenue is recognized at the fair value of the consideration.

Impairment of long-lived assets

Long-lived assets, other than goodwill, are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Recoverability of assets is measured by comparison of the carrying amount of the asset to the net undiscounted future cash flows expected to be generated from the asset. If the future undiscounted cash flows are not sufficient to recover the carrying value of the assets, the assets' carrying value is adjusted to fair value. The company regularly evaluates its long-lived asset for indicators of possible impairment. To date no impairment has been recorded.

Concentration of credit risk and certain other risk

Credit risk represents the accounting loss that would be recognized at the reporting date if counter parties failed to perform as contracted. The company does not have significant exposure to any individual client or counter party. Management of credit risk involves a number of considerations, such as financial profile of the counter party, specific terms and duration of the contractual agreement. There exists a risk of non-performance, however management believes that the company's exposure to credit risk associated with non-performance of its counter party is minimum.

New standards, amendments and interpretations issued but not effective for the financial year beginning 01 January 2024 and not early adopted

There are no other standards, interpretations or amendments to existing standards that are not yet effective that would be expected to have a significant impact on the company.

3. Profit taxes

The company is subject to a territorial tax system, wherein the income earned in Curaçao is subject to 15% taxes on income up to 500,000 XCG and 22% above it and the foreign source of income is subject to 0% of profit taxes.

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4. Cash and cash equivalents

	2024	2023
Balance at bank		
Narvi bank	1,005	5,630
Balance with PSPs		
ProntoPaga	6,980,877	4,516,252
Directa24	14,658	12,684
Astropay	12,245	5,084
Cryptopay	698	635
Pay4Fun	-	433
	7,009,483	4,540,718

5. Receivable from subsidiary

	2024	2023
C/A Sekrit Tech Ltd	-	17,625
	-	17,625

The receivable does not carry any interest and is repayable on demand.

6. Receivable from group company

	2024	2023
C/A Sekrit Tech Ltd	21,175	-
C/A S3 Gestión de Activos e Inversiones SpA	-	33,658
	21,175	33,658

Receivable from group company represents amount due from them net of expenses incurred by the group company on behalf of the company. The receivable does not carry any interest and is repayable on demand.

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7. Investment in subsidiary

As at December 31, 2024 and December 31, 2023, the company owns 0% and 100% of shares respectively of the following company incorporated and domiciled in Republic of Cyprus:

	2024	2023
Sekrit Tech Ltd (1,000 Equity shares of EUR 1.00 each)	-	1,000
	-	1,000

The above investment was sold at cost.

8. Payable to group company

	2024	2023
C/A S3 Gestión de Activos e Inversiones SpA	500,347	-
	500,347	-

Payable to group company represents amount due to them net of expenses incurred by the company on behalf of the group company. The payable does not carry any interest and is repayable on demand.

9. Payable to shareholders

Payable to shareholders represents amount due from them net of expenses incurred by the shareholders on behalf of the company. The payable does not carry any interest and is repayable on demand.

10. Issued capital

The issued capital of the company as at December 31, 2024 and December 31, 2023 consists of 53,000 common shares with a nominal value of USD 1 each and subscribed for EUR 44,957.

No dividends were declared in 2024 and 2023.

11. Revenue (Net)

	2024	2023
Gaming revenue	114,287,899	18,510,545
Less: Payouts	-110,771,278	-16,018,032
	3,516,621	2,492,513

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12. Direct cost

	2024	2023
License and server fees	492,092	1,005,330
Software expenses	212,984	278,125
Wallet charges	306,116	140,478
	1,011,192	1,423,933

13. Administrative expenses

	2024	2023
Annual compliance fees	8,300	2,750
Rent expenses	5,588	5,588
Annual management fees	3,750	3,750
Professional fees	1,950	25,692
Other expenses	350	515
Rates and taxes	173	-
Compliance fees	-	2,700
	20,111	40,995

14. Finance cost

	2024	2023
Exchange loss / (gain)	65,116	37,501
Bank charges	3,348	3,457
	68,464	40,958

15. Fair value

Fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to arrive at the fair value:

Cash and cash equivalents, prepaid expenses, accounts payable, accrued expenses, other assets and other payables approximate the carrying amount largely due to the short-term maturity.

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16. Contingencies, commitments and legal proceedings

The company has no contingent or future purchase liabilities and is not involved in any legal actions.

17. Subsequent events

In connection with the preparation of the financial statements, the company evaluated subsequent events after the balance sheet date of December 31, 2024. Based on their evaluation there are no subsequent events that have a significant effect on the financial statements as at December 31, 2024.

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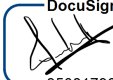
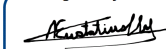
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18. Authorization for issue

These financial statements for the year ended December 31, 2024 were approved by the board of directors and authorized for issue on September 17, 2025.

Board of Directors:

<u>Name</u>	<u>Function</u>	<u>Signature</u>
Xecutive Corporate Management B.V.	Statutory Director	DocuSigned by:  3508179679034CB...
		Signed by:  E9C1A4A3F74E4ED...
		Signed by:  8737E2B30CF043F...