

LATCAS B.V.

REPORT AND FINANCIAL STATEMENTS

Period from 1 January 2025 to 31 December 2025

LATCAS B.V.

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LATCAS B.V.

BOARD OF DIRECTORS AND OTHER OFFICERS

Board of Directors: Capital Trust Corporation N.V. (Appointed on 9/9/2025)
e-Management N.V. (Appointed on 6/11/2023 and resigned on 9/9/2025)

Independent Auditors: D. Papademetriou Ltd
Certified Public Accountants and Registrar Auditors
Efesou 9
P.O. Box 33121
5311 Paralimni
Cyprus

Registered office: 17 Chuchubiweg
Curacao

Bankers: ISXMoney
PayDo
XDA

Registration number: 165403

MANAGEMENT REPORT

The Board of Directors presents its report and audited financial statements of the Company for the period from 1 January 2025 to 31 December 2025.

Principal activities and nature of operations of the Company

The principal activities of the Company are focused on organizing, marketing, promoting, managing, supporting and operating all types of remote gaming activities including but not limited to internet websites for casino games and sports betting, under the e-Gaming license of Curacao.

Review of current position, future developments and performance of the Company's business

The Company's development to date, financial results and position as presented in the financial statements are considered satisfactory.

Principal risks and uncertainties

The principal risks and uncertainties faced by the Company are disclosed in notes 6, 7 and 22 of the financial statements.

Existence of branches

The Company does not maintain any branches.

Results

The Company's results for the period are set out on page 6.

Dividends

During the year 2025 the Company in General Meeting declared the payment of a final dividend of €5,000,000 (2024: €NIL).

Board of Directors

The members of the Company's Board of Directors as at 31 December 2025 and at the date of this report are presented on page 1. All of them were members of the Board of Directors throughout the period from 1 January 2025 to 31 December 2025.

In accordance with the Company's Articles of Association all Directors presently members of the Board continue in office.

There were no significant changes in the assignment of responsibilities and remuneration of the Board of Directors.

Events after the reporting period

Any significant events that occurred after the end of the reporting period are described in note 26 of the financial statements.

Independent Auditors

The Independent Auditors, D. Papademetriou Ltd, have expressed their willingness to continue in office and a resolution giving authority to the Board of Directors to fix their remuneration will be proposed at the Annual General Meeting.

By order of the Board of Directors,



Capital Trust Corporation N.V.
Director

Paralimni, 8 June 2026

Independent Auditor's Report

To the Members of LATCAS B.V.

Opinion

We have audited the financial statements of LATCAS B.V. (the "Company"), which are presented in pages 6 to 23 and comprise the statement of financial position as at 31 December 2025, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the period from 1 January 2025 to 31 December 2025, and notes of the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2025, and of its financial performance and its cash flows for the period from 1 January 2025 to 31 December 2025 in accordance with IFRS Accounting Standards as issued by the IASB.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Cyprus, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the Management Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors for the Financial Statements

The Board of Directors is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS Accounting Standards issued by the IASB, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Independent Auditor's Report (continued)

To the Members of LATCAS B.V.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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Independent Auditor's Report (continued)

To the Members of LATCAS B.V.

Other Matter

This report, including the opinion, has been prepared for and only for the Company's members as a body and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whose knowledge this report may come to.



Demetris Papademetriou MSc, DpBA, FCA

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CHARTERED ACCOUNTANTS
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Tel: 23 820 300, Fax: 23 820 301

D. Papademetriou Ltd
Certified Public Accountants and Registrar Auditors
Efesou 9
P.O. Box 33121
5311 Paralimni
Cyprus

Paralimni, 8 June 2026

LATCAS B.V.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Period from 1 January 2025 to 31 December 2025

		2025	06/11/2023- 31/12/2024
	Note	€	€
Revenue	8	85,191,565	7,202,542
Cost of sales	9	<u>(78,592,364)</u>	<u>(4,061,165)</u>
Gross profit		6,599,201	3,141,377
Other operating income	10	75,732	-
Administration expenses	11	<u>(1,074,264)</u>	<u>(99,111)</u>
Operating profit		5,600,669	3,042,266
Net finance costs	12	<u>(1,573,332)</u>	<u>(152,147)</u>
Profit before tax		4,027,337	2,890,119
Tax	13	<u>(1,140)</u>	-
Net profit for the period		4,026,197	2,890,119
Other comprehensive income		-	-
Total comprehensive income for the period		<u>4,026,197</u>	<u>2,890,119</u>

The notes on pages 10 to 23 form an integral part of these financial statements.

LATCAS B.V.

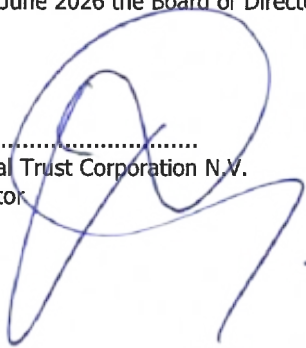
STATEMENT OF FINANCIAL POSITION

31 December 2025

	Note	2025 €	2024 €
ASSETS			
Non-current assets			
Investments in subsidiaries	15	<u>77,000</u>	<u>1,000</u>
		<u>77,000</u>	<u>1,000</u>
Current assets			
Trade and other receivables	16	<u>19,399,748</u>	<u>3,950,749</u>
Cash at bank and in hand	17	<u>2,186,832</u>	<u>5,940,178</u>
		<u>21,586,580</u>	<u>9,890,927</u>
Total assets		<u>21,663,580</u>	<u>9,891,927</u>
EQUITY AND LIABILITIES			
Equity			
Share capital	18	<u>1,000</u>	<u>1,000</u>
Retained earnings		<u>1,916,316</u>	<u>2,890,119</u>
Total equity		<u>1,917,316</u>	<u>2,891,119</u>
Current liabilities			
Trade and other payables	19	<u>14,745,124</u>	<u>7,000,808</u>
Current tax liabilities	20	<u>1,140</u>	<u>-</u>
Payable dividends	21	<u>5,000,000</u>	<u>-</u>
		<u>19,746,264</u>	<u>7,000,808</u>
Total equity and liabilities		<u>21,663,580</u>	<u>9,891,927</u>

On 8 June 2026 the Board of Directors of LATCAS B.V. authorised these financial statements for issue.

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Capital Trust Corporation N.V.
Director



The notes on pages 10 to 23 form an integral part of these financial statements.

LATCAS B.V.

STATEMENT OF CHANGES IN EQUITY

Period from 1 January 2025 to 31 December 2025

	Note	Share capital €	Retained earnings €	Total €
Comprehensive income				
Net profit for the period		-	2,890,119	2,890,119
Transactions with owners				
Issue of share capital	18	1,000	-	1,000
Balance at 31 December 2024/ 1 January 2025		1,000	2,890,119	2,891,119
Comprehensive income				
Net profit for the period		-	4,026,197	4,026,197
Transactions with owners				
Dividends	14	-	(5,000,000)	(5,000,000)
Balance at 31 December 2025		1,000	1,916,316	1,917,316

The notes on pages 10 to 23 form an integral part of these financial statements.

LATCAS B.V.

CASH FLOW STATEMENT

Period from 1 January 2025 to 31 December 2025

	Note	2025 €	06/11/2023- 31/12/2024 €
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		4,027,337	2,890,119
Adjustments for:			
Interest expense	12	-	1,500
		4,027,337	2,891,619
Changes in working capital:			
Increase in trade and other receivables		(15,448,999)	(3,950,749)
Increase in trade and other payables		7,744,316	7,000,808
Cash (used in)/generated from operations		(3,677,346)	5,941,678
CASH FLOWS FROM INVESTING ACTIVITIES			
Payment for purchase of investments in subsidiaries	15	(76,000)	-
Net cash used in investing activities		(76,000)	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Interest paid		-	(1,500)
Net cash used in financing activities		-	(1,500)
Net (decrease)/increase in cash and cash equivalents		(3,753,346)	5,940,178
Cash and cash equivalents at beginning of the period		5,940,178	-
Cash and cash equivalents at end of the period	17	2,186,832	5,940,178

The notes on pages 10 to 23 form an integral part of these financial statements.

LATCAS B.V.

NOTES TO THE FINANCIAL STATEMENTS

Period from 1 January 2025 to 31 December 2025

1. Incorporation and principal activities

Country of incorporation

The Company LATCAS B.V. (the "Company") was incorporated in Curacao on 6 November 2023 as a private company with limited liability. Its registered office is at 17 Chuchubiweg, Curacao.

Principal activities

The principal activities of the Company are focused on organizing, marketing, promoting, managing, supporting and operating all types of remote gaming activities including but not limited to internet websites for casino games and sports betting, under the e-Gaming license of Curacao.

2. Basis of preparation

The financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the IASB. The financial statements have been prepared under the historical cost convention.

3. Adoption of new or revised standards and interpretations

During the current period the Company adopted all the new and revised IFRS Accounting Standards that are relevant to its operations and are effective for accounting periods beginning on 1 January 2025. This adoption did not have a material effect on the accounting policies of the Company.

4. Material accounting policy information

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

Management seeks not to reduce the understandability of these financial statements by obscuring material information with immaterial information. Hence, only material accounting policy information is disclosed, where relevant, in the related disclosure notes.

Subsidiary companies

Subsidiaries are entities controlled by the Company. Control exists where the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Investments in subsidiary companies are stated at cost less provision for impairment in value, which is recognised as an expense in the period in which the impairment is identified.

Revenue

Recognition and measurement

The company generates its revenue by facilitating and processing sports bets, along with providing various online games. Following standard industry practices, the initial recognition of income involves categorizing the net income from customer bets and wagers, as well as payouts to customers, as gross betting and gaming revenue. The statement of profit and loss and other comprehensive income reflects the net gambling and gaming revenue, which is the amount remaining after subtracting bonuses accrued to player accounts.

All bets originally recorded are recognized concerning the dates when the outcomes of the respective bets have been determined, provided that the wagers were placed before the reporting date. However, bets deducted from customers' accounts before the reporting date, for events that are scheduled to take place after the reporting date (referred to as pending bets), are recognized as financial liabilities to customers in accordance with IFRS 9.

NOTES TO THE FINANCIAL STATEMENTS

Period from 1 January 2025 to 31 December 2025

4. Material accounting policy information (continued)

Finance costs

Interest expense and other borrowing costs are charged to profit or loss as incurred.

Foreign currency translation

(1) Functional and presentation currency

Items included in the Company's financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Euro (€), which is the Company's functional and presentation currency.

(2) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Tax

Current tax liabilities and assets are measured at the amount expected to be paid to or recovered from the taxation authorities, using the tax rates and laws that have been enacted, or substantively enacted, by the reporting date.

Dividends

Dividend distribution to the Company's shareholders is recognised in the Company's financial statements in the year in which they are approved by the Company's shareholders.

Financial assets - Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification and subsequent measurement of debt financial assets depends on: (i) the Company's business model for managing the related assets portfolio and (ii) the cash flow characteristics of the asset. On initial recognition, the Company may irrevocably designate a debt financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

For investments in equity instruments that are not held for trading, the classification will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI). This election is made on an investment-by-investment basis.

All other financial assets are classified as measured at FVTPL.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

NOTES TO THE FINANCIAL STATEMENTS

Period from 1 January 2025 to 31 December 2025

4. Material accounting policy information (continued)

Financial assets - Recognition and derecognition

All purchases and sales of financial assets that require delivery within the time frame established by regulation or market convention ("regular way" purchases and sales) are recorded at trade date, which is the date when the Company commits to deliver a financial instrument. All other purchases and sales are recognised when the entity becomes a party to the contractual provisions of the instrument.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Financial assets - Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Fair value at initial recognition is best evidenced by the transaction price. A gain or loss on initial recognition is only recorded if there is a difference between fair value and transaction price which can be evidenced by other observable current market transactions in the same instrument or by a valuation technique whose inputs include only data from observable markets.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets - impairment - credit loss allowance for ECL

The Company assesses on a forward-looking basis the ECL for debt instruments (including loans) measured at amortised cost and FVOCI and exposure arising from loan commitments and financial guarantee contracts. The Company measures ECL and recognises credit loss allowance at each reporting date. The measurement of ECL reflects: (i) an unbiased and probability weighted amount that is determined by evaluating a range of possible outcomes, (ii) time value of money and (iii) all reasonable and supportable information that is available without undue cost and effort at the end of each reporting period about past events, current conditions and forecasts of future conditions.

The carrying amount of the financial assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the statement of profit or loss and other comprehensive income within "net impairment losses on financial and contract assets. Subsequent recoveries of amounts for which loss allowance was previously recognised are credited against the same line item.

Debt instruments carried at amortised cost are presented in the statement of financial position net of the allowance for ECL. For loan commitments and financial guarantee contracts, a separate provision for ECL is recognised as a liability in the statement of financial position.

For debt instruments at FVOCI, an allowance for ECL is recognised in profit or loss and it affects fair value gains or losses recognised in OCI rather than the carrying amount of those instruments.

The impairment methodology applied by the Company for calculating expected credit losses depends on the type of financial asset assessed for impairment. Specifically:

For trade receivables and contract assets, including trade receivables and contract assets with a significant financing component, and lease receivables the Company applies the simplified approach permitted by IFRS 9, which requires lifetime expected credit losses to be recognised from initial recognition of the financial assets.

NOTES TO THE FINANCIAL STATEMENTS

Period from 1 January 2025 to 31 December 2025

4. Material accounting policy information (continued)**Financial assets - impairment - credit loss allowance for ECL (continued)**

For all other financial instruments that are subject to impairment under IFRS 9, the Company applies general approach - three stage model for impairment. The Company applies a three stage model for impairment, based on changes in credit quality since initial recognition. A financial instrument that is not credit-impaired on initial recognition is classified in Stage 1.

Financial assets in Stage 1 have their ECL measured at an amount equal to the portion of lifetime ECL that results from default events possible within the next 12 months or until contractual maturity, if shorter ("12 Months ECL"). If the Company identifies a significant increase in credit risk ("SICR") since initial recognition, the asset is transferred to Stage 2 and its ECL is measured based on ECL on a lifetime basis, that is, up until contractual maturity but considering expected prepayments, if any ("Lifetime ECL"). Refer to note 6, Credit risk section, for a description of how the Company determines when a SICR has occurred. If the Company determines that a financial asset is credit-impaired, the asset is transferred to Stage 3 and its ECL is measured as a Lifetime ECL. The Company's definition of credit impaired assets and definition of default is explained in note 6, Credit risk section.

Additionally the Company has decided to use the low credit risk assessment exemption for investment grade financial assets. Refer to note 6, Credit risk section for a description of how the Company determines low credit risk financial assets.

Financial assets - Reclassification

Financial instruments are reclassified only when the business model for managing those assets changes. The reclassification has a prospective effect and takes place from the start of the first reporting period following the change.

Financial assets - write-off

Financial assets are written-off, in whole or in part, when the Company exhausted all practical recovery efforts and has concluded that there is no reasonable expectation of recovery. The write-off represents a derecognition event. The Company may write-off financial assets that are still subject to enforcement activity when the Company seeks to recover amounts that are contractually due, however, there is no reasonable expectation of recovery.

Financial assets - modification

The Company sometimes renegotiates or otherwise modifies the contractual terms of the financial assets. The Company assesses whether the modification of contractual cash flows is substantial considering, among other, the following factors: any new contractual terms that substantially affect the risk profile of the asset (e.g. profit share or equity-based return), significant change in interest rate, change in the currency denomination, new collateral or credit enhancement that significantly affects the credit risk associated with the asset or a significant extension of a loan when the borrower is not in financial difficulties.

If the modified terms are substantially different, the rights to cash flows from the original asset expire and the Company derecognises the original financial asset and recognises a new asset at its fair value. The date of renegotiation is considered to be the date of initial recognition for subsequent impairment calculation purposes, including determining whether a SICR has occurred. The Company also assesses whether the new loan or debt instrument meets the SPPI criterion. Any difference between the carrying amount of the original asset derecognised and fair value of the new substantially modified asset is recognised in profit or loss, unless the substance of the difference is attributed to a capital transaction with owners.

NOTES TO THE FINANCIAL STATEMENTS

Period from 1 January 2025 to 31 December 2025

4. Material accounting policy information (continued)

Financial assets - modification (continued)

In a situation where the renegotiation was driven by financial difficulties of the counterparty and inability to make the originally agreed payments, the Company compares the original and revised expected cash flows to assets whether the risks and rewards of the asset are substantially different as a result of the contractual modification. If the risks and rewards do not change, the modified asset is not substantially different from the original asset and the modification does not result in derecognition. The Company recalculates the gross carrying amount by discounting the modified contractual cash flows by the original effective interest rate, and recognises a modification gain or loss in profit or loss.

Cash and cash equivalents

For the purpose of the cash flow statement, cash and cash equivalents comprise cash at bank. Cash and cash equivalents are carried at amortised cost because: (i) they are held for collection of contractual cash flows and those cash flows represent SPPI, and (ii) they are not designated at FVTPL.

Classification as trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less loss allowance.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, in which case they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

Trade receivables are also subject to the impairment requirements of IFRS 9. The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. See note 6, Credit risk section.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Company, and a failure to make contractual payments for a period of greater than 180 days past due.

Financial liabilities - measurement categories

Financial liabilities are initially recognised at fair value and classified as subsequently measured at amortised cost, except for (i) financial liabilities at FVTPL: this classification is applied to derivatives, financial liabilities held for trading (e.g. short positions in securities), contingent consideration recognised by an acquirer in a business combination and other financial liabilities designated as such at initial recognition and (ii) financial guarantee contracts and loan commitments.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Trade payables

Trade payables are initially measured at fair value and are subsequently measured at amortised cost, using the effective interest rate method.

NOTES TO THE FINANCIAL STATEMENTS

Period from 1 January 2025 to 31 December 2025

4. Material accounting policy information (continued)**Offsetting financial instruments**

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the statement of financial position.

Prepayments

Prepayments are carried at cost less provision for impairment. A prepayment is classified as non-current when the goods or services relating to the prepayment are expected to be obtained after one year, or when the prepayment relates to an asset which will itself be classified as non-current upon initial recognition. Prepayments to acquire assets are transferred to the carrying amount of the asset once the Company has obtained control of the asset and it is probable that future economic benefits associated with the asset will flow to the Company. Other prepayments are written off to profit or loss when the goods or services relating to the prepayments are received. If there is an indication that the assets, goods or services relating to a prepayment will not be received, the carrying value of the prepayment is written down accordingly and a corresponding impairment loss is recognised in profit or loss.

Share capital

Ordinary shares are classified as equity.

5. New accounting pronouncements

At the date of approval of these financial statements, standards and interpretations were issued by the International Accounting Standards Board which were not yet effective. The Board of Directors expects that the adoption of these accounting standards in future periods will not have a material effect on the financial statements of the Company.

6. Financial risk management**Financial risk factors**

The Company is exposed to credit risk, liquidity risk, currency risk and capital risk management arising from the financial instruments it holds. The risk management policies employed by the Company to manage these risks are discussed below:

6.1 Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to meet an obligation. Credit risk arises [from cash and cash equivalents, as well as trade receivables.

*(i) Risk management**(ii) Impairment of financial assets*

The Company has the following types of financial assets that are subject to the expected credit loss model:

- trade and other receivables
- cash and cash equivalents
- receivables from related parties

Trade and other receivables

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

NOTES TO THE FINANCIAL STATEMENTS

Period from 1 January 2025 to 31 December 2025

6. Financial risk management (continued)**6.1 Credit risk (continued)***(ii) Impairment of financial assets (continued)***Trade and other receivables (continued)**

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due.

The Company always measures the loss allowance for trade receivables at an amount equal to lifetime ECL.

There were no significant trade and other receivables written off during the period that are subject to enforcement activity.

Receivables from related parties

For receivables from related parties lifetime ECL was provided for them upon initial application of IFRS 9 until these financial assets are derecognised as it was determined on initial application of IFRS 9 that it would require undue cost and effort to determine whether their credit risk has increased significantly since initial recognition to the date of initial application of IFRS 9.

For any new loans to related parties, which are not purchased or originated credit-impaired financial assets, the impairment loss is recognised as 12-month ECL on initial recognition of such instruments and subsequently the Company assesses whether there was a significant increase in credit risk.

There were no significant receivables from related parties written off during the period that are subject to enforcement activity.

Cash and cash equivalents

The Company assesses, on a group basis, its exposure to credit risk arising from cash at bank. This assessment takes into account, ratings from external credit rating institutions and internal ratings, if external are not available.

Bank deposits held with banks with investment grade rating are considered as low credit risk.

The ECL on current accounts is considered to be approximate to 0, unless the bank is subject to capital controls.

The Company does not hold any collateral as security for any cash at bank balances.

There were no significant cash at bank balances written off during the period that are subject to enforcement activity.

6.2 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 losses. The Company has procedures with the object of minimising such losses.

The following tables detail the Company's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

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NOTES TO THE FINANCIAL STATEMENTS

Period from 1 January 2025 to 31 December 2025

6. Financial risk management (continued)

6.2 Liquidity risk (continued)

31 December 2025

	Carrying amounts	Contractual cash flows	Within 12 months
	€	€	€
Trade and other payables	7,004,045	7,004,045	7,004,045
Payables to related parties	1,403,834	1,403,834	1,403,834
	8,407,879	8,407,879	8,407,879

31 December 2024

	Carrying amounts	Contractual cash flows	Within 12 months
	€	€	€
Trade and other payables	5,235,756	5,235,756	5,235,756
Payables to related parties	1,000	1,000	1,000
	5,236,756	5,236,756	5,236,756

6.3 Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the Company's measurement currency. The Company is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the US Dollar and the Euro. The Company's Management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

6.4 Capital risk management

Capital includes equity shares.

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Company's overall strategy remains unchanged from last year.

7. Critical accounting estimates, judgments and assumptions

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

- Income taxes**

Significant judgment is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

NOTES TO THE FINANCIAL STATEMENTS

Period from 1 January 2025 to 31 December 2025

7. Critical accounting estimates, judgments and assumptions (continued)*Critical judgements in applying the Company's accounting policies*

- **Impairment of investments in subsidiaries**

The Company periodically evaluates the recoverability of investments in subsidiaries whenever indicators of impairment are present. Indicators of impairment include such items as declines in revenues, earnings or cash flows or material adverse changes in the economic or political stability of a particular country, which may indicate that the carrying amount of an asset is not recoverable. If facts and circumstances indicate that investment in subsidiaries may be impaired, the estimated future discounted cash flows associated with these subsidiaries would be compared to their carrying amounts to determine if a write-down to fair value is necessary.

- **Impairment of financial assets**

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 6, Credit risk section.

8. Revenue

	2025	06/11/2023- 31/12/2024
	€	€
Gaming and gambling revenue	<u>85,191,565</u>	<u>7,202,542</u>
	85,191,565	7,202,542

9. Cost of sales

	2025	06/11/2023- 31/12/2024
	€	€
Services received	<u>78,592,364</u>	<u>4,061,165</u>
	78,592,364	4,061,165

10. Other operating income

	2025	06/11/2023- 31/12/2024
	€	€
Sundry operating income	<u>75,732</u>	<u>-</u>
	75,732	-

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Period from 1 January 2025 to 31 December 2025

11. Administration expenses

	2025	06/11/2023- 31/12/2024
	€	€
Sundry expenses	963	-
Auditors' remuneration	5,000	5,000
Legal fees	186,635	87,861
Administrative service	934	6,250
Web services expenses	19,551	-
Bad debt expenses	304,719	-
Software expenses	556,462	-
	1,074,264	99,111

12. Finance costs

	2025	06/11/2023- 31/12/2024
	€	€
Finance costs		
Loan interest	-	1,500
Bank charges	565,897	130,634
Realised foreign exchange loss/gain	110,612	(7,639)
PSP conversion losses	896,823	27,652
	1,573,332	152,147

13. Tax

	2025	06/11/2023- 31/12/2024
	€	€
Corporation tax	1,140	-
Charge for the period	1,140	-

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NOTES TO THE FINANCIAL STATEMENTS

Period from 1 January 2025 to 31 December 2025

14. Dividends

	2025	06/11/2023- 31/12/2024
	€	€
Declared final dividend	5,000,000	-
	5,000,000	-

During the year 2025 the Company in General Meeting declared the payment of a final dividend of €5,000,000 (2024: €NIL).

Dividends are subject to a deduction of special contribution for defence at 17% for individual shareholders that are both Cyprus tax resident and Cyprus domiciled. Dividends payable to non-residents of Cyprus are not subject to such a deduction.

15. Investments in subsidiaries

	2025	2024
	€	€
Balance at 1 January	1,000	-
Additions	76,000	1,000
Balance at 31 December	77,000	1,000

The details of the subsidiaries are as follows:

<u>Name</u>	<u>Country of incorporation</u>	<u>Principal activities</u>	2025 Holding %	2024 Holding %	2025 €	2024 €
LatcasFin Ltd	Cyprus	Billing management services	100	100	1,000	1,000
Babon Ltd	Cyprus	Billing management services	100		76,000	-
					77,000	1,000

16. Trade and other receivables

	2025	2024
	€	€
Trade receivables	3,159,723	1,682,898
Receivables from related parties (Note 23.1)	16,197,803	2,266,851
Shareholders' current accounts - debit balances (Note 23.3)	-	1,000
Deposits and prepayments	42,222	-
	19,399,748	3,950,749

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NOTES TO THE FINANCIAL STATEMENTS

Period from 1 January 2025 to 31 December 2025

17. Cash at bank and in hand

Cash balances are analysed as follows:

	2025	2024
	€	€
Cash at bank	<u>2,186,832</u>	<u>5,940,178</u>
	<u>2,186,832</u>	<u>5,940,178</u>

18. Share capital

	2025 Number of shares	2025 €	2024 Number of shares	2024 €
Authorised				
Ordinary shares of €1 each	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>
Issued and fully paid				
Balance at 1 January	1,000	1,000	-	-
Issue of shares	<u>-</u>	<u>-</u>	<u>1,000</u>	<u>1,000</u>
Balance at 31 December	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

19. Trade and other payables

	2025	2024
	€	€
Trade payables	6,990,115	5,229,335
Shareholders' current accounts - credit balances (Note 23.4)	9,000	-
Accruals	6,337,245	1,764,052
Other creditors	13,930	6,421
Payables to other related parties (Note 23.2)	<u>1,394,834</u>	<u>1,000</u>
	<u>14,745,124</u>	<u>7,000,808</u>

The fair values of trade and other payables due within one year approximate to their carrying amounts as presented above.

20. Current tax liabilities

	2025	2024
	€	€
Corporation tax	<u>1,140</u>	<u>-</u>
	<u>1,140</u>	<u>-</u>

21. Payable dividends

	2025	2024
	€	€
Dividends for the period	<u>5,000,000</u>	<u>-</u>
Balance at 31 December	<u>5,000,000</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS

Period from 1 January 2025 to 31 December 2025

22. Operating Environment of the Company

The geopolitical situation in Eastern Europe intensified on 24 February 2022 with the commencement of the conflict between Russia and Ukraine. As at the date of authorising these financial statements for issue, the conflict continues to evolve as military activity proceeds. In addition to the impact of the events on entities that have operations in Russia, Ukraine, or Belarus or that conduct business with their counterparties, the conflict is increasingly affecting economies and financial markets globally and exacerbating ongoing economic challenges.

The European Union as well as United States of America, Switzerland, United Kingdom and other countries imposed a series of restrictive measures (sanctions) against the Russian and Belarussian government, various companies, and certain individuals. The sanctions imposed include an asset freeze and a prohibition from making funds available to the sanctioned individuals and entities. In addition, travel bans applicable to the sanctioned individuals prevents them from entering or transiting through the relevant territories. The Republic of Cyprus has adopted the United Nations and European Union measures. The rapid deterioration of the conflict in Ukraine may as well lead to the possibility of further sanctions in the future.

Emerging uncertainty regarding global supply of commodities due to the conflict between Russia and Ukraine conflict may also disrupt certain global trade flows and place significant upwards pressure on commodity prices and input costs as seen through early March 2022. Challenges for companies may include availability of funding to ensure access to raw materials, ability to finance margin payments and heightened risk of contractual non-performance.

The Israel-Gaza conflict has escalated significantly after Hamas launched a major attack on 7 October 2023. Companies with material subsidiaries, operations, investments, contractual arrangements or joint ventures in the War area might be significantly exposed. Entities that do not have direct exposure to Israel and Gaza Strip are likely to be affected by the overall economic uncertainty and negative impacts on the global economy and major financial markets arising from the war. This is a volatile period and situation, however, the Company is not directly exposed. Management will continue to monitor the situation closely and take appropriate actions when and if needed.

The impact on the Company largely depends on the nature and duration of uncertain and unpredictable events, such as further military action, additional sanctions, and reactions to ongoing developments by global financial markets.

The financial effect of the current crisis on the global economy and overall business activities cannot be estimated with reasonable certainty at this stage, due to the pace at which the conflict prevails and the high level of uncertainties arising from the inability to reliably predict the outcome.

The Company has no direct exposure to Russia, Ukraine, and Belarus and as such does not expect significant impact from these countries.

23. Related party transactions

The Company is ultimately controlled by Mr. Danii Kiselev, resident of Republic of Cyprus, who ultimately owns 100% of the Company's shares.

The following transactions were carried out with related parties:

23.1 Receivables from related parties (Note 16)

<u>Name</u>	2025	2024
	€	€
TechOptions (CY) Group Ltd	10,324,415	2,266,851
Latcas Fin Ltd	4,712,486	-
Babon Ltd	1,160,902	-
	<u>16,197,803</u>	<u>2,266,851</u>

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NOTES TO THE FINANCIAL STATEMENTS

Period from 1 January 2025 to 31 December 2025

23. Related party transactions (continued)

23.2 Payables to related parties (Note 19)

	2025	2024
Name	€	€
LatcasFin Ltd	101,000	1,000
Techoptions Group B.V.	76,000	-
Techoptions (CY) Group Ltd	383,693	-
Kouasa Ltd	737,966	-
Babon Ltd	96,175	-
	<u>1,394,834</u>	<u>1,000</u>

23.3 Shareholders' current accounts - debit balances (Note 16)

	2025	2024
	€	€
Shareholders' current accounts	<u>-</u>	<u>1,000</u>

The directors'/shareholders' current accounts are interest free and have no specified repayment date.

23.4 Shareholders' current accounts - credit balances (Note 19)

	2025	2024
	€	€
Shareholders' current accounts	<u>9,000</u>	<u>-</u>

The directors'/shareholders' current accounts are interest free and have no specified repayment date.

24. Contingent liabilities

The Company had no contingent liabilities as at 31 December 2025.

25. Commitments

The Company had no capital or other commitments as at 31 December 2025.

26. Events after the reporting period

As explained in note 22 the geopolitical situation in Eastern Europe and the Middle East remains intense with the continuation of the conflict between Russia and Ukraine and the Israel-Gaza conflict. As at the date of authorising these financial statements for issue, the conflicts continue to evolve as military activity proceeds and additional sanctions are imposed.

Regardless of the duration of the conflict between Russia and Ukraine, the Israel-Gaza conflict and continued negative impact on economic activity, the risk that the Company might experience negative results and liquidity restraints in 2025 which relate to new developments that occurred after the reporting period is low.

Independent auditor's report on pages 3 to 5