

A2F B.V.

FINANCIAL STATEMENTS

31 December 2024

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A2F B.V.

BOARD OF DIRECTORS AND OTHER OFFICERS

Board of Directors: Marcin Juliusz Wasik

Registered office: Abraham Mendez Chumaceiro
Boulevard 03
Curacao

Registration number: 151745

A2F B.V.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 31 December 2024

	Note	2024 €	2023 €
Revenue	8	16,832,327	19,285,768
Cost of sales	9	(8,115,567)	(16,088,968)
Gross profit		8,716,760	3,196,800
Other operating income	10	29,919	43,522
Administration expenses	11	(3,416,067)	(1,811,096)
Operating profit		5,330,612	1,429,226
Net finance costs	12	(18,603)	(8,086)
Profit before tax		5,312,009	1,421,140
Tax		-	(2,006)
Net profit for the year		5,312,009	1,419,134
Other comprehensive income		-	-
Total comprehensive income for the year		5,312,009	1,419,134

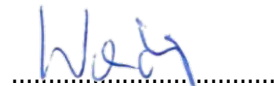
The notes on pages 6 to 15 form an integral part of these financial statements.

A2F B.V.

STATEMENT OF FINANCIAL POSITION 31 December 2024

	Note	2024 €	2023 €
ASSETS			
Current assets			
Trade and other receivables	15	6,490,931	2,332,054
Cash at bank and in hand	16	2,872,042	2,227,630
		9,362,973	4,559,684
Total assets		9,362,973	4,559,684
EQUITY AND LIABILITIES			
Equity			
Share capital	17	1,817	1,817
Retained earnings		5,399,249	3,687,240
Total equity		5,401,066	3,689,057
Current liabilities			
Trade and other payables	18	3,961,907	870,627
		3,961,907	870,627
Total equity and liabilities		9,362,973	4,559,684

On 27 June 2025 the Board of Directors of A2F B.V. authorised these financial statements for issue.



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Marcin Juliusz Wasik
Director

The notes on pages 6 to 15 form an integral part of these financial statements.

A2F B.V.

STATEMENT OF CHANGES IN EQUITY 31 December 2024

	Note	Share capital €	Retained earnings €	Total €
Balance at 1 January 2023		1,817	3,068,106	3,069,923
Comprehensive income				
Net profit for the year		-	1,419,134	1,419,134
Transactions with owners				
Dividends	13	-	(800,000)	(800,000)
Balance at 31 December 2023/ 1 January 2024		1,817	3,687,240	3,689,057
Comprehensive income				
Net profit for the year		-	5,312,009	5,312,009
Transactions with owners				
Dividends	13	-	(3,600,000)	(3,600,000)
Balance at 31 December 2024		1,817	5,399,249	5,401,066

The notes on pages 6 to 15 form an integral part of these financial statements.

A2F B.V.

CASH FLOW STATEMENT

31 December 2024

	Note	2024 €	2023 €
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		5,312,009	1,421,140
Adjustments for:			
Depreciation of property, plant and equipment	14	-	199
Unrealised exchange profit		(29,919)	-
		5,282,090	1,421,339
Changes in working capital:			
Increase in trade and other receivables		(4,158,877)	(1,569,022)
Increase in trade and other payables		3,091,280	803,951
Cash generated from operations		4,214,493	656,268
Tax paid		-	(2,006)
Net cash generated from operating activities		4,214,493	654,262
CASH FLOWS FROM INVESTING ACTIVITIES		-	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Unrealised exchange profit		29,919	-
Dividends paid		(3,600,000)	(800,000)
Net cash used in financing activities		(3,570,081)	(800,000)
Net increase/(decrease) in cash and cash equivalents		644,412	(145,738)
Cash and cash equivalents at beginning of the year		2,227,630	2,373,368
Cash and cash equivalents at end of the year	16	2,872,042	2,227,630

The notes on pages 6 to 15 form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2024

1. Incorporation and principal activities

Country of incorporation

The Company A2F B.V. (the "Company") was incorporated in Curacao on 13 November 2019 as a private company with limited liability. Its registered office is at Abraham Mendez Chumaceiro, Boulevard 03, Curacao.

Principal activities

The principal activities of the Company, which are unchanged from last year, is the provision of internet casino, wagering, sportsbook, and lottery services.

2. Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) 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 year the Company adopted all the new and revised International Financial Reporting Standards (IFRS) that are relevant to its operations and are effective for accounting periods beginning on 1 January 2024. This adoption did not have a material effect on the accounting policies of the Company.

4. Significant accounting policies

The principal 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.

Revenue

Recognition and measurement

Revenue represents the amount of consideration to which the Company expects to be entitled in exchange for transferring the promised goods or services to the customer, excluding amounts collected on behalf of third parties (for example, value-added taxes); the transaction price.

- **Rendering of services**

Revenue from rendering of services is recognised over time while the Company satisfies its performance obligation by transferring control over the promised service to the customer in the accounting period in which the services are rendered.

- **Commission income**

Commission income is recognised on an accruals basis in accordance with the substance of the relevant agreements.

- **Interest income**

Interest income is recognised on a time-proportion basis using the effective interest method.

Finance costs

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

NOTES TO THE FINANCIAL STATEMENTS

31 December 2024

4. Significant accounting policies (continued)**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**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

31 December 2024

4. Significant accounting policies (continued)**Financial assets (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 -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

31 December 2024

4. Significant accounting policies (continued)**Financial assets (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 financial assets at amortised cost

These amounts generally arise from transactions outside the usual operating activities of the Company. They are held with the objective to collect their contractual cash flows and their cash flows represent solely payments of principal and interest. Accordingly, these are measured at amortised cost using the effective interest method, less provision for impairment. Financial assets at amortised cost are classified as current assets if they are due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current assets.

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.

Financial liabilities - Modifications

An exchange between the Company and its original lenders of debt instruments with substantially different terms, as well as substantial modifications of the terms and conditions of existing financial liabilities, are accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. (In addition, other qualitative factors, such as the currency that the instrument is denominated in, changes in the type of interest rate, new conversion features attached to the instrument and change in loan covenants are also considered).

If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2024

4. Significant accounting policies (continued)**Financial assets (continued)****Financial liabilities - Modifications (continued)**

Modifications of liabilities that do not result in extinguishment are accounted for as a change in estimate using a cumulative catch up method, with any gain or loss recognised in profit or loss, unless the economic substance of the difference in carrying values is attributed to a capital transaction with owners and is recognised directly to equity.

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds, including interest on borrowings, amortisation of discounts or premium relating to borrowings, amortisation of ancillary costs incurred in connection with the arrangement of borrowings, finance lease charges and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset, being an asset that necessarily takes a substantial period of time to get ready for its intended use or sale, are capitalised as part of the cost of that asset, when it is probable that they will result in future economic benefits to the Company and the costs can be measured reliably.

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. Some of them were adopted by the European Union and others not yet. 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.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2024

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

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

6.1 Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company's income and operating cash flows are substantially independent of changes in market interest rates as the Company has no significant interest-bearing assets. The Company is exposed to interest rate risk in relation to its non-current borrowings. Borrowings issued at variable rates expose the Company to cash flow interest rate risk. Borrowings issued at fixed rates expose the Company to fair value interest rate risk. The Company's Management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

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 such as maintaining sufficient cash and other highly liquid current assets and by having available an adequate amount of committed credit facilities.

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.

8. Revenue**Disaggregation of revenue**

	2024	2023
	€	€
Commissions receivable	<u>16,832,327</u>	19,285,768
	<u>16,832,327</u>	<u>19,285,768</u>

9. Cost of sales

	2024	2023
	€	€
Raw materials and consumables used	5,313,716	344,768
Commissions payable	<u>2,801,851</u>	15,744,200
	<u>8,115,567</u>	<u>16,088,968</u>

10. Other operating income

	2024	2023
	€	€
Exchange profit	<u>29,919</u>	43,522
	<u>29,919</u>	<u>43,522</u>

NOTES TO THE FINANCIAL STATEMENTS

31 December 2024

11. Administration expenses

	2024	2023
	€	€
Licenses and taxes	385,754	253,147
Repairs and maintenance	1,200	-
Computer software	1,436,532	1,229,762
Accounting fees	4,000	4,760
Legal fees	7,895	-
Other professional fees	455,310	320,228
Management fees	3,000	3,000
Accounting fees - prior year	(380)	-
Whitelabel fees	1,057,510	-
Cybersecurity services	65,246	-
Depreciation	-	199
	<u>3,416,067</u>	<u>1,811,096</u>

12. Finance costs

	2024	2023
	€	€
Sundry finance expenses	<u>18,603</u>	8,086
Finance costs	<u>18,603</u>	<u>8,086</u>

13. Dividends

	2024	2023
	€	€
Final dividend paid	<u>3,600,000</u>	800,000
	<u>3,600,000</u>	<u>800,000</u>

On 18/07/2023 the Company in General Meeting declared the payment of a final dividend of €3,600,000 800,000(2023: €800,000).

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NOTES TO THE FINANCIAL STATEMENTS 31 December 2024

14. Property, plant and equipment

	Furniture, fixtures and office equipment €
Cost	
Balance at 1 January 2023	795
Balance at 31 December 2023/ 1 January 2024	795
Balance at 31 December 2024	795
Depreciation	
Balance at 1 January 2023	597
Charge for the year	198
Balance at 31 December 2023/ 1 January 2024	795
Balance at 31 December 2024	795
Net book amount	
Balance at 31 December 2024	-
Balance at 31 December 2023	-

15. Trade and other receivables

	2024	2023
	€	€
Trade receivables	5,743,923	1,081,923
Receivables from other related parties (Note 19.1)	28,049	19,865
Deposits and prepayments	717,143	1,220,266
Other receivables	1,816	10,000
	6,490,931	2,332,054

The Company does not hold any collateral over the trading balances.

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

16. Cash at bank and in hand

Cash balances are analysed as follows:

	2024	2023
	€	€
Cash at bank and in hand	2,872,042	2,227,630
	2,872,042	2,227,630

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NOTES TO THE FINANCIAL STATEMENTS

31 December 2024

17. Share capital

	2024 Number of shares	2024 €	2023 Number of shares	2023 €
Authorised				
Ordinary shares of €1,1007 each	2,000	1,817	2,000	1,817
Issued and fully paid				
Balance at 1 January	2,000	1,817	2,000	1,817
Balance at 31 December	2,000	1,817	2,000	1,817

18. Trade and other payables

	2024 €	2023 €
Prepayments from clients	3,868,499	-
Shareholders' current accounts - credit balances (Note 19.2)	65,246	865,246
Accruals	28,162	5,381
	3,961,907	870,627

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

19. Related party transactions

The Company is controlled by Marcin Juliusz Wasik and Andriano Von Pfuhl Rodrigues, who own 50% each of the Company's shares.

The following transactions were carried out with related parties:

19.1 Receivables from related parties (Note 15)

Name	Nature of transactions	2024 €	2023 €
Araco Consulting LTD	Finance	28,049	19,865
		28,049	19,865

19.2 Shareholders' current accounts - credit balances (Note 18)

	2024 €	2023 €
Shareholder current account	65,246	865,246
	65,246	865,246

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

20. Contingent liabilities

The Company had no contingent liabilities as at 31 December 2024.

21. Commitments

The Company had no capital or other commitments as at 31 December 2024.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2024

22. Events after the reporting period

There were no material events after the reporting period, which have a bearing on the understanding of the financial statements.