

**Studiowin N.V.**  
(f.k.a. Toto Ventures N.V.)  
Curaçao

Annual report 2022

**ICAS**  
accountants  
business advisors



FOR IDENTIFICATION PURPOSES ONLY

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## 1. Report

## 1.1 General

Studiowin N.V. (formerly known as Toto Ventures N.V.) (hereinafter: "the Company") was incorporated on May 22<sup>nd</sup>, 2012 and is established in Curaçao.

### *Reporting period*

The Company has changed its name to Studiowin N.V. by notary deed of amendment dated July 15<sup>th</sup>, 2022.

These annual accounts have been compiled based on a reporting period of a calendar year.

### *Activities*

The activities of the Company, having its legal seat at Curaçao, primarily consist of:

Managing and supporting gaming platforms for remote gaming, including software and hardware components of such platforms, whether for casino, poker or other games, whether to be operated through internet, mobile or interactive media.

To the board of directors and shareholders of  
Studiowin N.V.  
Willemstad  
Curaçao

## ACCOUNTANT'S COMPILATION REPORT

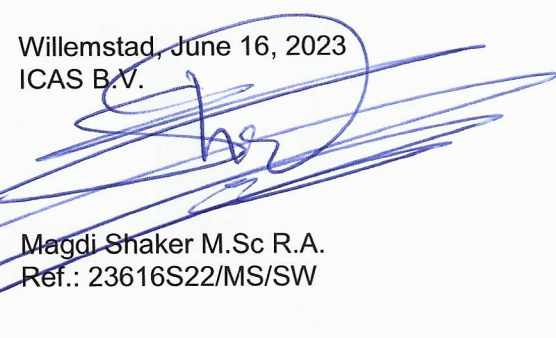
The financial statements of Studiowin N.V. based in Curaçao have been compiled by us using the information provided by you. The financial statements comprise the balance sheet as at 31 December 2022 and the profit and loss account for the year 2022 with the accompanying explanatory notes. These notes include a summary of the accounting policies which have been applied.

This compilation engagement has been performed by us in accordance with Curaçao law, including the Dutch Standard 4410, 'Compilation engagements', which is applicable to accountants. The standard requires us to assist you in the preparation and presentation of the financial statements in accordance with Part 9 of Book 2 of the Curaçao Civil Code. To this end we have applied our professional expertise in accounting and financial reporting.

In a compilation engagement, you are responsible for ensuring that you provide us with all relevant information and that this information is correct. Therefore, we have conducted our work, in accordance with the applicable regulations, on the assumption that you have fulfilled your responsibility. To conclude our work, we have read the financial statements as a whole to consider whether the financial statements as presented correspond with our understanding Studiowin N.V. We have not performed any audit or review procedures which would enable us to express an opinion or a conclusion as to the fair presentation of the financial statements.

During this engagement we have complied with the relevant ethical requirements prescribed by the 'Verordening Gedrags- en Beroepsregels Accountants' (VGBA, Dutch Code of Ethics). You and other users of these financial statements may therefore assume that we have conducted the engagement in a professional, competent and objective manner and with due care and integrity and that we will treat all information provided to us as confidential.

Willemstad, June 16, 2023  
ICAS B.V.



Magdi Shaker M.Sc R.A.  
Ref.: 23616S22/MS/SW

## 2. Financial statements

**2.1 Balance sheet as at 31 December 2022***(After proposal result)*

| <b>Assets</b>                       |   | <b>31-Dec-22</b> | <b>31-Dec-21</b> |
|-------------------------------------|---|------------------|------------------|
|                                     |   | <b>EUR</b>       | <b>EUR</b>       |
| <b>Financial assets</b>             |   |                  |                  |
| Investment in subsidiary            | 1 | 2,277,110        | 1                |
| <b>Current assets</b>               |   |                  |                  |
| Cash and cash equivalents           | 2 | 827,658          | 1,492,144        |
|                                     |   | 827,658          | 1,492,144        |
| Total assets                        |   | <u>3,104,768</u> | <u>1,492,145</u> |
| <b>Liabilities</b>                  |   |                  |                  |
|                                     |   | <b>31-Dec-22</b> | <b>31-Dec-21</b> |
|                                     |   | <b>EUR</b>       | <b>EUR</b>       |
| <b>Shareholders equity</b>          |   |                  |                  |
| Sharecapital                        | 3 | 5,694            | 5,694            |
| Retained earnings                   |   | 545,386          | (900,229)        |
| Result for the year                 |   | <u>1,194,061</u> | <u>1,445,615</u> |
|                                     |   | 1,745,141        | 551,080          |
| <b>Current liabilities</b>          |   |                  |                  |
| Accounts payable                    |   | 648,775          | 230,313          |
| Other liability and accrued expense | 4 | <u>710,852</u>   | <u>710,752</u>   |
|                                     |   | 1,359,627        | 941,065          |
| Total equity & liabilities          |   | <u>3,104,768</u> | <u>1,492,145</u> |

## 2.2 Statement of income and expenses for the year 2022

|                                        |   | <b>2022</b> | <b>2021</b> |
|----------------------------------------|---|-------------|-------------|
|                                        |   | <b>EUR</b>  | <b>EUR</b>  |
| <b>Gaming revenue</b>                  | 5 | 5,948,318   | 4,011,589   |
| <b>Direct costs</b>                    | 6 | 6,420,667   | 2,779,498   |
| <b>Gross margin</b>                    |   | (472,349)   | 1,232,091   |
| <b>IT and other operating expenses</b> | 7 | 20,397      | 22,421      |
| <b>Administrative expenses</b>         | 8 | 173,456     | 31,019      |
|                                        |   | (193,853)   | (53,440)    |
| <b>Operating result</b>                |   | (666,202)   | 1,178,651   |
| <b>Extraordinary results</b>           |   | -           | 279,947     |
| <b>Financial result</b>                | 9 | 1,860,263   | (12,983)    |
| <b>Result before tax</b>               |   | 1,194,061   | 1,445,615   |
| <b>Tax</b>                             |   | -           | -           |
| <b>Net result for the period</b>       |   | 1,194,061   | 1,445,615   |

## 2.3 Notes to the financial statements

### *General*

The financial statements are prepared according to the stipulations in chapter 9 Book 2 of the Curaçao Civil Code and accounting principles generally accepted in the Netherlands.

Income and expenses are accounted for on accrual basis. Profit is only included when realized on balance sheet date. Liabilities and any losses originating before the end of the financial year are taken into account if they have become known before preparation of the financial statements.

### *Continuity*

These financial statements have been prepared based on going concern basis. The going concern basis of presentation assumes that the company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

Management is of the opinion, that the company's shareholders or other group companies will give the necessary support in case the assumption above mentioned is not realized. Consequently the Company has applied accounting principles based on going concerns.

### *List of capital interests*

Studiowin N.V. has capital interests in the following companies:

| <u>Name:</u>     | <u>Statutory seat</u> | <u>Issued share capital</u> |
|------------------|-----------------------|-----------------------------|
| Inpulsio Limited | Cyprus                | 100%                        |

### *Translation of foreign currency*

Receivables, liabilities and obligations denominated in foreign currency are translated at the exchange rates prevailing at balance sheet date.

Transactions in foreign currency during the financial year are recognized in the financial statements at the exchange rates prevailing at transaction date. The exchange differences resulting from the translation as at balance sheet date, taking into account possible hedge transactions, are recorded in the profit and loss account.

### **Accounting policies in respect of the valuation of assets and liabilities**

#### *General*

Valuation of assets and liabilities and determination of the result takes place under the historical cost convention, unless presented otherwise at the relevant principle for the specific balance sheet item, assets and liabilities are valued according to the cost model.

#### *Financial fixed assets*

Where significant influence is exercised, associated companies are valued under the net asset value method, but not lower than a nil value. This net asset value is based on the same accounting principles as applied by the Company.

Associated companies with negative net equity value are valued at nil. If the Company fully or partly guarantees the liabilities of the associated company concerned, or has the effective obligation respectively to enable the associated company to pay its (share of the) liabilities, a provision formed. Upon determining this provision, provisions for doubtful debts already deducted from receivables from associated company are taken into account.

Where no significant influence is exercised associated companies are valued at cost and if applicable less impairments in value.

***Accounts receivable***

Upon initial recognition the receivables are valued at fair value and then valued at amortized cost. The fair value and amortized cost equal the face value. Provisions deemed necessary for possible bad debt losses are deducted. These provisions are determined by individual assessment of the receivables.

***Equity***

Financial instruments are classified as equity, if they have the substance of equity instruments; the legal form is of no consequence.

***Current liabilities***

Upon initial recognition, current liabilities are stated at fair value and then valued at amortized cost.

***Accruals and deferred income***

Upon initial recognition, accruals and deferred income are stated at fair value and then valued at amortized costs.

***Accounting policies in respect of determination***

***Turnover***

Turnover represents amounts invoiced for goods and services supplied during the financial year reported on, net of discounts and value added taxes. Revenues from services are recognized in proportion to the services rendered. The cost price of these services is allocated to the same period.

***Other operating expenses***

Costs are taken into account under the historical cost convention and allocated to the period concerned.

***Net financial result***

Interest income and expenses consist of interest received from or paid to third parties.

***Taxation***

Corporate income tax is calculated at the applicable rate on the result for the financial year, taking into account permanent differences between profit calculated according to the financial statements and profit calculated for taxation purposes, and with which deferred tax assets (if applicable) are only valued insofar as their realization is likely.

## 2.4 Notes to the balance sheet

### 1. Investment in subsidiary

The Company is holder of 1,000 ordinary shares of nominal value EUR 1 each in the share capital of Impulsio Ltd. incorporated on April 24<sup>th</sup> 2014, registered at 11 Timis street, floor 3, flat 302 Latsia 2220, Nicosia Cyprus.

|                                               | 31-Dec-22<br>EUR | 31-Dec-21<br>EUR |
|-----------------------------------------------|------------------|------------------|
| Opening balance                               | 1                | 1,000            |
| Adjustment contribution investment subsidiary | 2,203,623        | (38,492)         |
| Provision investment subsidiaries             | -                | 90,890           |
| Result for the year                           | 73,486           | (53,397)         |
|                                               | <u>2,277,110</u> | <u>1</u>         |

|                                     | 31-Dec-22<br>EUR | 31-Dec-21<br>EUR |
|-------------------------------------|------------------|------------------|
| <b>2. Cash and cash equivalents</b> |                  |                  |
| VTB bank                            | 4,413            | 4,771            |
| Payment Execution                   | 757,491          | 96,339           |
| Valyuz bank                         | 700              | -                |
| Payment processing Impulsio Ltd.    | -                | 1,315,096        |
| Ecopayz                             | 33,575           | 51,495           |
| Neteller                            | 4,109            | 4,109            |
| Skrill                              | 27,370           | 20,334           |
|                                     | <u>827,658</u>   | <u>1,492,144</u> |

### 3. Shareholders equity

The capital of the company consists of 5694.06 shares with a nominal value of EUR 1 each.

*Movements in equity were as follows:*

|                                         | Issued Share<br>capital<br>EUR | Retained<br>earnings<br>EUR | Total<br>EUR     |
|-----------------------------------------|--------------------------------|-----------------------------|------------------|
| Balance as at January 1 <sup>st</sup>   | 5,694                          | 545,386                     | 551,080          |
| Result for the year                     | -                              | 1,194,061                   | 1,194,061        |
|                                         |                                |                             | -                |
| Balance as at December 31 <sup>st</sup> | <u>5,694</u>                   | <u>1,739,447</u>            | <u>1,745,141</u> |

|                                               | 31-Dec-22<br>EUR | 31-Dec-21<br>EUR |
|-----------------------------------------------|------------------|------------------|
| <b>4. Other liability and accrued expense</b> |                  |                  |
| Accrued expense                               | 2,850            | 2,750            |
| C/A shareholder                               | 708,002          | 708,002          |
|                                               | <u>710,852</u>   | <u>710,752</u>   |

## 2.5 Notes to the statement of income and expenses

|                                           | <u>2022</u><br><u>EUR</u> | <u>2021</u><br><u>EUR</u> |
|-------------------------------------------|---------------------------|---------------------------|
| <b>5. Gaming revenue</b>                  |                           |                           |
| Gaming revenue                            | 7,526,932                 | 6,169,443                 |
| Payouts to players                        | <u>(1,578,614)</u>        | <u>(2,157,854)</u>        |
|                                           | <u>5,948,318</u>          | <u>4,011,589</u>          |
| <b>6. Direct costs</b>                    |                           |                           |
| Game provider fees                        | 146,015                   | 155,222                   |
| Advertising expenses                      | 58,924                    | -                         |
| Software fees                             | 6,163,038                 | 2,563,311                 |
| Merchant fees                             | 9,336                     | 25,200                    |
| Set-up fees                               | <u>43,354</u>             | <u>35,765</u>             |
|                                           | <u>6,420,667</u>          | <u>2,779,498</u>          |
| <b>7. IT and other operating expenses</b> |                           |                           |
| IP licensing & compliance                 | 12,500                    | 22,853                    |
| ICT & maintenance support services        | 7,897                     | (977)                     |
| Other IT services                         | -                         | 545                       |
|                                           | <u>20,397</u>             | <u>22,421</u>             |
| <b>8. Administrative expenses</b>         |                           |                           |
| Agent fees                                | 150,000                   | 5,000                     |
| Corporate services                        | 4,809                     | 1,605                     |
| Notary services                           | 3,625                     | 850                       |
| Other general expenses                    | 575                       | 481                       |
| Courier expenses                          | -                         | 171                       |
| Professional services                     | -                         | 10,500                    |
| Accountancy                               | 4,456                     | 3,130                     |
| Tax services                              | 925                       | 750                       |
| Bankcharges                               | 5,726                     | 5,217                     |
| Chamber of Commerce                       | 140                       | 115                       |
| Standard management disbursement          | 2,750                     | 2,750                     |
| Contribution trust supervision            | 100                       | 100                       |
| Domiciliation fees                        | <u>350</u>                | <u>350</u>                |
|                                           | <u>173,456</u>            | <u>31,019</u>             |
| <b>9. Financial Result (expense)</b>      |                           |                           |
| Write off balances                        | 3,102                     | -                         |
| Provision subsidiary                      | -                         | 90,890                    |
| Result subsidiary                         | 73,486                    | (53,397)                  |
| Adjustment previous year subsidiary       | 1,795,741                 | (38,492)                  |
| Unrealized exchange difference            | <u>(12,066)</u>           | <u>(11,984)</u>           |
|                                           | <u>1,860,263</u>          | <u>(12,983)</u>           |

### 3. Other Information

### 3.1 Statutory provision regarding appropriation of result

In the articles of incorporation it states that the profit shall be at free disposal of the general meeting. Any distribution of the profit shall be made after approval of the annual account. Consequently the following has been presented concerning the appropriation of the result.

### 3.2 Appropriation of result

The management of the company proposes to appropriate the result as follows:

The positive result for the year 2022 in the amount of EUR 1,194,061 will be added in full to the other reserves.

This proposal needs to be determined by the General Meeting and has therefore not yet been processed in the annual accounts 2022 for the company.

### 3.3 Subsequent events

There are no events after the balance sheet date that have significant impact on these financial statements, that require further disclosure.

Name:

Position:

Signature:

Global Related Services B.V.

Managing Director

