

HSJ CONSULT LTD REPORT

Gladia N.V. (“The Applicant”)

Registered under application number ***OGL/2024/378/0652***

The Applicant, a B2C operator, is being assessed in accordance with the critical requirements established by CGA’s management and pursuant to ***Article 2.2 of the National Ordinance on Games of Chance (“LOK”)***, which sets the conditions under which the CGA may grant or deny a gaming license. The Applicant is locally represented by ***eMagnus Curacao B.V.*** (“EMC”) which serves as its authorized representative in Curaçao and is responsible for fulfilling all local compliance and operational obligations associated with the license application. EMC is also on the board of the Applicant. We do not know therefore why a LOK license checklist was raised concerning a local director. In any event it is now closed. The assessment herein is based on documentation and information provided through the CGA portal. The only license condition checklist that is not closed is the one concerning the closing off of all checklists. However, the condition is not displayed to the Applicant. The only outstanding checklists (for site language and player registration) have been closed by the Applicant who asserted that its website technical team were addressing.

Critical items in order to be considered eligible for a full license:

1. Ultimate Beneficial Owner (UBO)Vetting	Based on the information reviewed and/or provided by Random Consulting Ltd (“RCL”) the ultimate beneficial owner (UBO) is Frederik Willem Franx (“FWF”) and he has been so since 03/05/23 as per the latest share ledger (“SL”). The company was incorporated on the same date. The Applicant’s license was granted with conditions. There were concerns over the UBO’s demonstrable funds and a belief he was under-representing his net worth. In his Personal History Disclosure Form (“PHDF”) on this application he states a net worth of EUR 100,000 with an annual income of EUR 25,200. He states wealth is from “<i>Sale of immovable property for 438,000 eur</i>” (sic). These are both referenced in both PHDFs. He is also the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) of the Applicant. He asserts on his last PHDF that he is only the UBO and MD and director. Furthermore, he is the UBO, CEO and CFO of Leontodo N.V. (“LNV”) and the former UBO of Cre8.B.V. (“CR8”). See below for further details. On this application FWF’s personal enclosures comprise the following: • His PHDF.
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	• Copy of a passport which was certified in March 2024 by a notary in Spain. There is a copy of the original and an English translation. They are also attached to an affidavit sworn by a representative of the translation agency before the Limassol District Court on 21/03/24, by which the translation was verified. • Copy of a criminal records (“CR”) check which is a copy of the original and a translation in English of a clear CR from the Central Registry of Criminal Records in Spain dated January 2024. It was not certified as a true copy (“CTC”). An affidavit attaching both was sworn by a representative of the translation agency before the Limassol District Court on 25/01/24, by which the accuracy of the translation was verified. • Copy of a birth certificate (“BC”) which is a copy of the original and a translation in English issued by the Civil Registry Office of The Hague. They are attached to an affidavit sworn before the Limassol District Court on 13/05/24 by a representative of the translation agency, by which the accuracy of the translation was verified. This is the fourth BC uploaded. It was not CTC’d. • The proof of address (“POA”) is a copy of an original and an English version of a mobile/landline ‘phone bill dated March 2024. It is an Orange bill addressed to the UBO at an address in Alicante. It looks as if Orange issued the bill in both languages. Both bills are annexed to an affidavit sworn by the representative of the translation agent before the Limassol District Court on 21/03/24, by which the accuracy of the translation was verified. The POA was not CTC’d. • The reference letter (“RL”) is a copy of an original and an English translation of a certificate confirming an account in FWF’s name with Caixa Bank dated October 2023. An affidavit attached both which was sworn before the Limassol District Court on 12/10/23 by a representative of the translation agency, by which the translation was verified. The document was not CTC’d. • Source of Wealth (“SOW”) –See further below. Team A comments “<i>PHDF signature Not verified and SOW needs a translation</i>”. The Lexis Nexis search is clear. At the time of license grant there were four SOW documents:
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	• A nineteen-page document. The first eighteen pages are in Spanish. The nineteenth page shows transactions from a bank account. It is in Spanish. There is a credit of EUR 394,165.00 on 03/08/21. There is no account name on the statement. • A self-certified SOW/source of funds (“SOF”) declaration dated August 2024 asserts that wealth is derived from salary and funds from a property sale. He makes the standard declaration that wealth is not sourced from criminal activity. • A further copy of the first document (without the statement) and an English translation of it. It is a deed of property sale. The value of the property was EUR 473,400.00. The translation shows FWF’s wife to be the seller. After brokerage fees and taxes, the net amount due to be paid to her was EUR 394, 165.00. It is dated 02/08/21. The documents were attached to an affidavit sworn by the representative of the translation agency on 03/07/24 before the Limassol District Court, by which the accuracy of the translation was verified. (The monies referenced in the above statement were received on 03/08/21.) • A copy of an original and an English translation of the statement of account seen in the first document submitted. It is not clear if it is a joint account. It again shows the receivable of EUR 394,165.00 which is “<i>INCOME FROM THIRD PARTY CHECK</i>”. Both documents were attached to an affidavit sworn by the representative of the translation agency on 03/07/24 before the Limassol District Court, by which the translation was verified. Post license grant a further statement of account was uploaded. There is a copy of an original and an English translation. The account is in the name of FWF with ING. It is a joint account with his wife. It is for the period 24/07/23 to 15/09/24, the amount standing on credit is EUR 123,086.02 as of 15/09/24, the total credits were EUR 71,746.93 and the total debits EUR 76,450.55. They were attached to an affidavit sworn by the representative of the translation agent on 14/11/24 before the Limassol District Court by which the translation was verified. The document has been uploaded twice. Note the most regular credits are from Payoneer Inc for “<i>Legal Services and fees</i>”. The sums range between EUR 5k to 7k.
2. Other Key persons Vetting	Based on the information reviewed and/or provided by RCL, the following individuals are currently on the application:

	• FWF – UBO, CEO and CFO; • Andrea Engelhardt (“AE”) – Managing Director (“MD”); • Yuliya Berezna (“YB”) – Compliance Officer (“CO”); and • Dmytro Shynkarenko (“DS”) - CO We have not considered AE’s documentation as she is a party to multiple applications. The directors’ register shows the director to be EMC. See below for COs. A checklist was raised requesting PHDFs for the CEO, CFO and CTO. The Applicant replied <i>“Thank you for your feedback. Please note that the additional positions for UBO were added in accordance with his functions within the company, CEO and CFO accordingly. Meanwhile for CTO function please note that the platform is outsourced to a third-party provider hence there is no formal CTO appointed”</i>. The checklist is closed.
3. Source of Funds (“SOF”)	At the time of license grant the only trading figures were management accounts for the year-ended (“Y/E”) 2023 which show a loss of EUR (29,016) with no trading activity. A version signed by FWF as director was also uploaded. He signed them as director on 17/09/24; he ceased to be director on 25/9/24. Post license grant, signed management accounts for 31/10/24 were uploaded. A balance sheet and P&L are provided. It shows a profit of EUR 25,361 with <i>“Operation Income”</i> of EUR 59,631. It is signed by a representative of EMC. However, signed FS for the Y/E 2024 shows a loss of EUR (16,097) with a net turnover of EUR 220,777. The document is signed by a representative of EMC. At the time of license grant there were three SOF documents: • First, the statement: <i>“Please refer to the UBO’s Application for SOF”</i>; • Second, a duplicate of the self-certified declaration submitted as the first SOW; and • Third, a payment agency agreement dated May 2023 between the Applicant and Teinmark LLC (“TLLC”). It is signed by FWF as director of the Applicant and a representative of HAR and Associates Inc., as director of TLLC. The term is indefinite, albeit termination for convenience is permitted by either party on giving the other 10 days’ notice. No fees are referenced. There seems to have been little point in providing this document apart from demonstrating that TLLC would be the source of

	some payments. In the Y/E FS 2024, receivables from non-named PSPs were EUR 93,034. Post license grant, management accounts for 31/07/25 were uploaded. These show the Applicant to be making a profit of USD 916,762 with a revenue of USD 4,126,372. They were signed by a representative of EMC in November 2025. In connection with LNV, the company made a loss of EUR (40,266) as per the FS for the Y/E 2024. It also made a loss of EUR (29,277) for the Y/E 2023. FWF acquired the shares in LNV in March 2023 as per the SL. On the LNV application, SOW was just a self-certifying statement. For SOF there are two uploads which are just SOW declarations which had been re-dated. A third is a mirror agreement with LNV and TLLC. The final upload is a loan agreement between the Applicant and LNV dated 01/08/25 by which the Applicant as lender makes a loan facility available of EUR 150,000 (or the equivalent in another currency or crypto currency) to LNV. The repayment terms are three years from the date the loan is drawn down and carry a 4% interest rate per annum. LNV is obliged to use any draw down for its business operations. AE signed for both parties. As above, it appears the Applicant was profit making in 2025. It also uploaded the property deed document on the LNV application under extra documentation. On the CR8 application the UBO was removed on 17/09/24. As per the SL the UBO acquired the shares on 28/03/23 and assigned them on 20/08/24 to Prashant Patel ("PP"). Management accounts for December 2023 show it was loss making – EUR (41,093). For July 2024 in the management accounts the loss was EUR (24,131). It was therefore unlikely that the sale was profitable, albeit note that the SPA between PP and another third-party purchaser on 07/10/25 references consideration of USD 70,000. The Applicant was prompted by a checklist to fill in the revised BCIF in which information about the SOF has to be provided amongst the fields of data sought. In the last BCIF uploaded (03/10/25) the Applicant has asserted it will be self-funded. Note, it also states it is a start-up with no previous record of gaming.
4. Display the CGA green seal on its website in compliance with the CGA	The Applicant has sixteen domains registered on the portal. All domains are marked as unverified. The first two domains listed display a message that the site is closed (the second domain also states <i>"If you have any remaining funds that exceed the withdrawal limit, please contact our support team"</i>

guidelines/ CGA token in DNS server	via support@jugabet.com.ec”) and the next three display an error message. RCL has confirmed the site closed messaging. We do not know if the sites are permanently closed. In the RCL report it comments that 9 domains were listed. These were listed in a spreadsheet. In conclusion, it appears the Applicant is not in compliance with these obligations.
5. Target markets	RCL commented: <i>“Latam – Ecuador, Bolivia, Paraguay, Uruguay. One of the sites seems to be targeting India”</i> in connection with target markets. We do not know if this related to one of the closed domains. For restricted/excluded countries RCL asserts that only one domain has IP blocking for the Netherlands and for all the others that there is no registration filtering for countries. Again we do not know how many of these domains are still live. Also see comments on age in the RG policy part of the matrix below. The second and third business plans reference LATAM as a target market and state: <i>“Countries like Ecuador, Bolivia, Paraguay, and Uruguay present particularly promising prospects”</i>. Note, a license condition checklist asked for the website to be translated into English. The Applicant replied: <i>“Please note that this was transferred to the website technical team and will be resolved in a due course”</i> (sic). The checklist is overdue as of 20/09/24.
6. AML Policy	The Applicant’s Anti-Money Laundering Policy has still not been fully considered/approved. The latest policy upload appears to be Curacao law compliant. Monitoring will continue during the supervision phase to ensure ongoing compliance and address any adaptations and future developments. A checklist was raised. The notes section reads: <i>“CGA: In process of being reviewed. Customer Reply - Please note that AML policy with all the appropriate sections covered as required was uploaded on 30-05-2025 02:52 to the relevant section of the portal. 30 Sept 2025: The document provided needs to be reviewed by the CGA. Customer Reply - The policy was duly uploaded to the relevant section of the portal”</i>.
7. Compliance Officer	The CO is YB. She is also CO on six other applications including CR8 and LNV. On this application she has submitted the following documents: • A PHDSF.

	• A letter of appointment, it is for the role of Compliance and AML Officer effective 25/08/25. It is signed by AE and counter signed by YB. Her responsibilities are set out in full but not any other material terms. The Lexis Nexis search on this application is clear. There was no other RCL report. On the application for Castianes B.V. (“CBV”) her personal enclosures comprised the following (albeit she was removed from this application on 20/01/26). • A PHDF. As this is in the longer format, her current employment and employment history are shown. She currently works for Service Synergy in Cyprus in a compliance and MLRO role (since 2024). All her other stated positions were in Cyprus and since 2013 have been compliance and related roles. Service Synergy provides corporate services to a number of Applicants. Only one of the previously held positions related to a gaming company but the name of the entity is not provided; she states “NDA”. • A certified copy of her passport, certified in October 2024. • A clear CR issued by the Cyprus police dated 14/11/24 certified in February 2025. • A copy of an original and a sworn English translation of a BC which is attached to an affidavit of accuracy sworn before the District Court of Limassol by the translator on 01/11/24. The DOB/place of birth match her passport details and her parents’ names are as stated on her long-form PHDF. • The POA is a statement of account issued by the Bank of Cyprus dated 25/10/24. It is addressed to YB to a property in Limassol. It is dual-language including English, and it was certified in October 2024. • The RL is a duplicate of the POA. • A CV. This describes her current role at Service Synergy and her previous experience in online gambling roles from December 2019 to July 2024. Prior to that she worked in the financial services sector as per her long form PHDF in various AML and compliance roles.
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	The Lexis Nexis search is clear and the background checks team on the CBV application comments “<i>No Criminal Record</i>”. As above this has now been submitted. Note, another CO, DS, was added to the portal on 15/01/26; however, there are no personal enclosures. YB has not been removed from the portal. Note, DS has also been added to the applications for CBV, LNV and CR8, although YB is still active on each application. DS is the CO on six applications in total. We have reviewed his documents on the Olistek N.V. (“ONV”) application. He also works for Service Synergy in a compliance/AML role since October 2023. Prior to that he was a CO at Target Global in Cyprus and prior to that an associate at PWC also in Cyprus. He provided in addition to his PHDF: • Certified copy of his passport. It was certified in November 2024. • Uncertified CR check issued by the Cyprus police dated 14/11/24. • An original BC with an English translation attached. His place/DOB are correctly reference as per his passport and his parents’ names as per the details stated on his PHDF. The documents are annexed to an affidavit of accuracy sworn by the translator before the Limassol District Court on 05/11/24. • A POA which is an electricity bill issued by the Electricity Authority of Cyprus dated 25/01/25. It is in English and addressed to DS in Limassol. It was certified on 30/01/25. • A RL dated 29/01/25. It is a letter issued by the Bank of Cyprus confirming DS is a customer and he is “...<i>an honest and credible individual</i>”. It was signed by a bank representative. It was certified on 30/01/25. • His CV which confirms the data on his PHDF. The Lexis Nexis search did find a name match, but the photo did not match DS’s passport photo and the DOB was different. The background check team commented: “<i>Letter of engagement not submitted, proof of address and Reference letter not valid</i>” (sic). These have been addressed on the ONV application. The ONV engagement letter is not relevant on this application.
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Below is an overview of all the critical items met by the Applicant in accordance with Article 2.2.:

Article 2.2 of the National Ordinance on Games of Chance (LOK)			
	Does it meet		Critical item number(s)
	Compliant	Non-compliant	
a. the identities, the existence, and the involvement of all Ultimate Beneficial Owners, all persons holding a Qualified Interest, and those who make, or have a say in, policy decisions and who are involved in the operation of the Game of Chance for which the Gaming License is applied for have not been ascertained;	X		Point 1 Point 2 Point 7 There is no CTO and there are two active COs.
b. in the eight years preceding the application, an Ultimate Beneficial Owner with an interest greater than 25%, or the holder of a Qualified Interest with an interest greater than 25%, or a person making, or having a say in, policy decisions, was convicted, irrevocably or otherwise, for any criminal offense committed with a view to obtaining an unlawful benefit, including, without limitation, theft (larceny), extortion, receiving stolen property, embezzlement, fraud, prejudicing creditors, money laundering, or terrorism financing;	X		Point 1 Point 2 Point 7
c. the source of funds and the source of wealth used to finance the operation have not been adequately identified, or	X		Point 1 Point 3 As per the latest

can be traced back, in whole or in part, to criminal activity;			management accounts the Applicant is profitable.
d. any license fees owed in connection with the application have not been paid in full;	X		At the time of this review, no issues have been reported by CGA's licensing onboarding, finance, or management departments and therefore, it is assumed the Applicant has met this requirement.
e. the Gaming License Applicant owes any taxes or social security contributions to the Collector or the Social Insurance Bank that are outstanding, or has entered into a payment arrangement that is not being properly complied with, or has been granted a deferral of payment;	X		This was uploaded on 02/09/25. A copy of the original and a translation are included. The original was certified in August 2025 by a civil law notary in Curacao. The translation was also verified in August 2025.
f. the Applicant, or any person who makes, or has a say in, policy decisions, is, or used to be, involved in another operation whose Gaming License has been suspended or revoked;	X		There has been no indication that any issues have arisen.

g. the Gaming License Applicant is unable to adequately prove that it has adequate liquid assets to immediately pay out to players any prizes that can reasonably be expected to be won;	X		Point 3 During the supervision phase, the funding will need to be fully analysed.
h. the Applicant does not have in place a policy for safeguarding the responsible offering of Games of Chance;	X		An RG policy has been uploaded and will need to be assessed in accordance with CGA guidelines in due course. Note, a checklist asked for registration to include DOB etc. The Applicant replied: <i>“Please note that this was transferred to the website technical team and will be resolved in a due course”.</i> This is addressed in paragraph 5.2 of the latest RG policy uploaded. It confirms that a DOB must be provided on registration or a confirmation given that the

			registrant is over 18.
i. the Applicant fails to provide a CGA-approved form of alternative dispute resolution where this is mandatory under this National Ordinance;	X		Pending implementation in line with CGA standards. Monitoring required.
j. a Key Person involved in the operation is a Vulnerable Person; or	X		There has been no indication that this is the case from the disclosures made.
k. the Applicant has not been registered in the goAML reporting system referred to in the National Decree on the goAML Reporting Portal 6, to the extent applicable to the Applicant.	X		This was uploaded under extra documents on 03/10/25.

Please refer to the **Annex** for additional checklist items that are scheduled to be provided during the supervision phase.

Sincerely,



Hilary Stewart-Jones
UBO
HSJ Consult Ltd

Annex A

Supervision Checklist and Pending Items

1. Substance requirements for the key person in accordance with article 5.12, paragraph 1(a), of the LOK.
2. Substance requirements for disposal (part) immovable property in accordance with article 5.12, paragraph 1(c), of the LOK.
3. A Tier-IV certified data center registered in Curacao in accordance with article 5.9, paragraph 1 (j) of the LOK.
4. Operational manual in accordance with article 5.9 of the LOK.
5. Review of uploaded policies and procedures.
6. Clarification as to the person fulfilling the role of compliance officer.
7. The Applicant to confirm if it is currently operational and explain the site closed messages on some of its registered domains and to address the token for the green seal for the operative domains.
8. Obtaining updated KYC on all time sensitive KYC documents for all Qualifying Persons duly certified.

Conclusion:

Based on the above and pursuant to **Article 2.2** of the National Ordinance on Games of Chance (LOK) it is recommended that the gaming license for Gladia N.V. be granted, as the operator has met the minimum requirements for issuance, subject to continued oversight and compliance monitoring.

The above recommendation is provided to support management in its decision-making process and is based solely on the information available to us at the time of this assessment.