

Final Enterprises N.V.
Curaçao

Annual report 2023

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Final Enterprises N.V.

1. Report

1.1 General

Final Enterprises N.V.(hereinafter: "the Company) is a company incorporated on October 9, 2015. The Company is a limited liability company and domiciled in Curaçao, Dutch Caribbean.

Reporting period

These annual accounts have been prepared for the fiscal year ended on 31 December 2023.

Activities

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

Organizing, marketing, promoting, managing, supporting and operating all types of remote gaming activities, comprising all types of games, betting and other operation of betting exchange, interactive casinos, bingos, lotteries, poker and other interactive games for clients established or residing outside of Curaçao.

To the board of directors and the shareholders of
Final Enterprises N.V.
Curaçao

ACCOUNTANT'S COMPILATION REPORT

The financial statements of Final Enterprises 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 2023 and the profit and loss account for the year 2023 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 Final Enterprises 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, November 19, 2024
ICAS B.V.
namens deze



Magdi Shaker M.Sc R.A
Reference: 241119/S23/MS/FE

2. Financial statements

2.1 Balance sheet as at 31 December 2023*(After proposal result)*

Assets		EUR 12/31/2023		EUR 12/31/2022	
Financial assets					
Investment	1	<u>1</u>		<u>1</u>	1
			1		
Non current assets					
Loans	2	<u>13,495,000</u>	13,495,000	<u>4,000,000</u>	4,000,000
Current assets					
Other receivables	3	62,568		1,970	
Current accounts	4	6,638,629		5,980,192	
Cash & cash equivalents	5	<u>9,668,461</u>		<u>9,024,734</u>	
			16,369,658		15,006,896
Total assets		<u><u>29,864,659</u></u>		<u><u>19,006,897</u></u>	

Equity & Liabilities		EUR 12/31/2023		EUR 12/31/2022	
Shareholders equity	6				
Nominal capital		1,000		1,000	
Dividends paid		-		(1,970,000)	
Retained earnings		18,428,580		7,347,236	
Result for the year		<u>6,834,964</u>		<u>11,081,344</u>	
			25,264,544		16,459,580
Provisions	7	<u>2,362,550</u>	2,362,550	<u>2,502,354</u>	2,502,354
Short term liabilities					
Other liabilities and accruals	8	<u>2,237,565</u>	2,237,565	<u>44,963</u>	44,963
Total equity & liabilities		<u><u>29,864,659</u></u>		<u><u>19,006,897</u></u>	

On 11th October 2024 the Board of Directors of Final Enterprises N.V. authorized these financial statements for issue.

2.2 Statement of income and expenses for the year 2023

		EUR 2023	EUR 2022
Turnover	9	21,099,097	21,017,637
Direct costs	10	<u>11,562,934</u>	<u>8,250,982</u>
Gross margin		9,536,163	12,766,655
IT and other operating expenses	11	6,556	12,686
Administrative & general expenses	12	<u>192,278</u>	<u>136,447</u>
		(198,834)	(149,133)
Operating result		<u>9,337,329</u>	<u>12,617,522</u>
Financial results	13	(2,500,194)	(1,526,599)
Result before tax		<u>6,837,135</u>	<u>11,090,923</u>
Income tax expense		(2,171)	(9,579)
Net result for the period		<u><u>6,834,964</u></u>	<u><u>11,081,344</u></u>

On 11th October 2024 the Board of Directors of Final Enterprises N.V. authorized these financial statements for issue.

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 concerns 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.

Translation of foreign currency

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

List of capital interests

Final Enterprises N.V. has capital interests in the following companies:

<u>Name:</u>	<u>Statutory seat</u>	<u>Issued share capital</u>
Netglenn Ltd. Cyprus	Cyprus	100%

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.

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

The Company is holder of 1,000 ordinary shares of nominal value EUR 1 each in the share capital of Netglenn Ltd. incorporated on March 18th 2019, registered Prodromou, 75 Oneworld Parkview House, 4th floor 2063, nicosia, Cyprus.

		EUR 12/31/2023	EUR 12/31/2022
Opening balance	100%	1	1
Provision subsidiaries		(139,804)	1,521,035
Result for the year		139,804	(1,521,035)
Ending balance		1	1

	EUR 12/31/2023	EUR 12/31/2022
2. Loans		
Loan Mehmet Nuri Sevgin	1,620,000	-
Loan Joakim Ling	425,000	-
Loan Christoph Jungeilges	450,000	-
Loan Incognituniverse	11,000,000	4,000,000
	13,495,000	4,000,000

The loans receivable from Mr Mehmet Nuri Sevgin, Mr Joakim Ling and Mr Christoph Jungeilges are supported by contracts.

This loan receivable also represents a loan to Incognituniverse Lda. for the total amount of Eur 11,000,000, together with the amount of the initial loan outstanding as per supplemental agreement plus accrued interest thereon repayable in 15 (Fifteen) years. The loan shall bear interest at the rate of 4% per annum. The Loan must be paid in full by 1st July 2038, unless extended by the parties.

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	EUR 12/31/2023	EUR 12/31/2022
3. Other receivables		
Prepaid expenses	59,642	-
Retainer A-One Data Ltd.	2,926	1,970
	<u>62,568</u>	<u>1,970</u>

	EUR 12/31/2023	EUR 12/31/2022
4. Current accounts		
Current account Netglenn Ltd.	6,638,629	5,980,192
	<u>6,638,629</u>	<u>5,980,192</u>

	EUR 12/31/2023	EUR 12/31/2022
5. Cash & cash equivalents		
Connectpay	9,025,544	8,792,043
Bitpace	269,590	61,903
Gumballpay	72,618	59,473
Gumballpay reserve	92,431	-
Gigadat Inc.	1,531	2,878
Ecopayz USD	683	-
Ecopayz BRL	963	110
Muchbetter transit account	50,000	-
Muchbetter USD	21,218	10,077
Muchbetter GBP	112	223
Muchbetter EUR	12,992	53,126
Directa24	367	3,107
Astropay	92,970	41,794
Astropay betfinal	2,245	-
Jeton USD	1	-
Jeton Eur	10,000	-
Voucherry	15,196	-
	<u>9,668,461</u>	<u>9,024,734</u>

6. Shareholders equity

The capital of the company consist of 1,000 shares with a nominal value of EUR 1 each.

	Issued Share capital EUR	Accum. Results EUR	Total EUR
Balance as at January 1 st	1,000	16,458,580	16,459,580
Dividends reclass adjustment		1,970,000	1,970,000
Result for the year	-	6,834,964	6,834,964
Balance as at December 31 st	<u>1,000</u>	<u>25,263,544</u>	<u>25,264,544</u>

In 2023, the company made some corrections to the accounting figures, including the balance carried forward from 2022 relating to dividends paid, totalling 1,970,000 euros, which was reclassified to loans receivable.

	EUR 12/31/2023	EUR 12/31/2022
7. Provisions		
Provisions for subsidiary	2,362,550	2,502,354
	<u>2,362,550</u>	<u>2,502,354</u>

The item Provision for investments in subsidiaries amounts on 31st December 2023 to 2,236,250 euros, and in the previous year it amounted to 2,502,354 euros. The variation in this item compared to 2022 relates to the recognition of the 2023 positive results of the subsidiary Netglenn Limited Cyprus.

	EUR 12/31/2023	EUR 12/31/2022
8. Other liabilities and accruals		
Trade accounts payable	43,610	29,684
Profit tax payable	2,171	9,579
Player balances	1,487,218	-
Other accruals	701,216	-
Accrual tax fees	850	850
Accrual accounting fees	2,500	4,850
	<u>2,237,565</u>	<u>44,963</u>

The significant increase in this item is explained by the recording of debts to players and accrued expenses.

2.5 Notes to the statement of income and expenses

	EUR 2023	EUR 2022
9. Turnover		
Casino revenue	65,726,191	45,381,327
Payouts to players	(44,627,094)	(24,363,690)
	<u>21,099,097</u>	<u>21,017,637</u>

Compared to 2022, there was a significant increase in gaming revenue and payments to players, of 20,344,864 euros (31%) and 20,263,404 euros (45%), respectively. However, turnover only saw a slight increase on the previous year, totaling 81,459 euros (0.4%), due to the high volume of payments to players, resulting from the company's normal activity.

	EUR 2023	EUR 2022
10. Direct costs		
Exhibition expenses	7,736	16,397
Management services	41,596	-
Other fees	1,000	-
Hosting fees	-	14,159
Agent rechargeable services	119,194	73,524
Agency fees	32,149	24,281
Subscription fees	168,961	56,271
Software development	369,577	103,167
Software license fees	13,295	794
Marketing & advertising expenses	1,372,345	1,209,463
Commission affiliates	441,344	222,264
Game provider fees	6,531,528	4,980,269
Payment processing fees	2,464,209	1,550,393
	<u>11,562,934</u>	<u>8,250,982</u>

This item saw an increase of 3,311,952 euros compared to the previous year, due to the increase in the volume of revenue from the Casino and payments to players.

Direct Costs are essentially made up of (1) Game provider fees, (2) Payment processing fees and (3) Marketing & advertising expenses. Compared to the previous year, there were increases in these items of around 31%, 59% and 13%, respectively.

	EUR 2023	EUR 2022
11. IT and other operating expenses		
Gaming license fees	6,478	12,500
ICT maintenance & support	78	186
	<u>6,556</u>	<u>12,686</u>

	EUR 2023	EUR 2022
12. Administrative & general expenses		
Management fees	2,450	2,200
Membership & contributions	105	105
Domiciliation & compliance fees	300	300
License fees National Bank	75	75
Corporate secretarial fees	7,625	13,402
Travel & lodging expenses	21,120	-
Legal fees	2,188	-
Accounting expenses	11,078	6,522
Tax services fees	850	2,980
Notary fees	-	1,010
Professional fees	7,225	35,400
License fees	-	12,000
Rent expenses	1,060	-
Bank charges	136,903	60,420
Other general expenses	1,299	2,033
	<u>192,278</u>	<u>136,447</u>
	EUR 2023	EUR 2022
13. Financial results (expenses)		
Miscellaneous gains/losses	40,428	(34,553)
Unrealized gain/(loss) on exchange differences	(2,680,426)	28,989
Result subsidiary	139,804	(1,521,035)
	<u>(2,500,194)</u>	<u>(1,526,599)</u>

In 2023, the Financial Results item recorded a negative result of 2,500.194 euros, essentially due to the recognition of exchange rate losses. These exchange rate losses are essentially the result of the increase in revenue from the Casino and payments to players through Safecharge .

Compared to the previous year, the negative financial result increased by around 973,595 euros.

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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 2023 in the amount of EUR 6,834,964 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 2023 for the company.

3.3 Subsequent events

There is still an ongoing armed conflict between Russia and Ukraine, which is having an impact on the global economy, but we believe that it will not directly affect the company's activity.

There are no other 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.

Statutory director


11th October 2024