

**ASPRO N.V.**

FINANCIAL STATEMENTS  
Year ended 31 December 2023

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**FINANCIAL STATEMENTS**  
Year ended 31 December 2023

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# ASPRO N.V.

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## BOARD OF DIRECTORS AND OTHER CORPORATE INFORMATION

**Board of Directors:** (SMES) SOLUTIONS FOR MANAGEMENT AND EMPLOYMENT  
SUPPORT N.V.

**Registered office:** Dr. H. Fergusonweg 1  
Curacao

**Registration number:** 140802

## MANAGEMENT REPORT

The Board of Directors presents its report and audited financial statements of the Company for the year ended 31 December 2023.

### **Principal activity and nature of operations of the Company**

The principal activity of the Company, which is unchanged from last year, is to organize, market, promote, manage, support and operate all types of remote gaming activities, comprising of all types of games, betting and other operation of betting exchange, interactive casinos, bingo, lotteries, poker and other interactive games.

During 2023 the Company was operating under license, No. 8048/JAZ2016-053, for use of below URLs:

1. [www.asprobet.com](http://www.asprobet.com)
2. [www.betingsite.com](http://www.betingsite.com)
3. [www.xparibet.com](http://www.xparibet.com)
4. [www.linebet.com](http://www.linebet.com)

### **Results**

The Company's results for the year are set out on page 3. The net profit for the year attributable to the shareholders of the Company amounted to €664,219 (2022: €). On 31 December 2023 the total assets of the Company were €182,544,189 (2022: €) and the net assets of the Company were €118,843,473 (2022: €).

### **Dividends**

The Board of Directors does not recommend the payment of a dividend.

### **Share capital**

There were no changes in the share capital of the Company during the year under review.

### **Board of Directors**

The members of the Company's Board of Directors as at 31 December 2023 and at the date of this report are presented on page 1.

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

By order of the Board of Directors,

(SMES) SOLUTIONS FOR MANAGEMENT AND EMPLOYMENT  
Director

17 October 2024

## ASPRO N.V.

### STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2023

|                                                     | Note | 2023<br>€                  | 2022<br>€           |
|-----------------------------------------------------|------|----------------------------|---------------------|
| <b>Revenue</b>                                      | 7    | <b>13,957,636</b>          | 48,071,445          |
| Cost of sales                                       | 8    | <u><b>(13,231,337)</b></u> | <u>(55,807,835)</u> |
| <b>Gross profit/(loss)</b>                          |      | <b>726,299</b>             | (7,736,390)         |
| Other operating income                              | 9    | -                          | 3,013,453           |
| Administration expenses                             | 10   | <u><b>(18,330)</b></u>     | <u>(26,502)</u>     |
| <b>Operating profit/(loss)</b>                      |      | <b>707,969</b>             | (4,749,439)         |
| Finance costs                                       | 11   | <u><b>(43,750)</b></u>     | <u>(48,805)</u>     |
| <b>Profit/(loss) before</b>                         |      | <b>664,219</b>             | (4,798,244)         |
| Tax                                                 | 12   | <u>-</u>                   | <u>-</u>            |
| <b>Net profit/(loss) for the year/year</b>          |      | <b>664,219</b>             | (4,798,244)         |
| <b>Other comprehensive income</b>                   |      | <u>-</u>                   | <u>-</u>            |
| <b>Total comprehensive income for the year/year</b> |      | <u><b>664,219</b></u>      | <u>(4,798,244)</u>  |

The notes on pages 6 to 21 form an integral part of these financial statements.

# ASPRO N.V.

## STATEMENT OF FINANCIAL POSITION

31 December 2023

|                                     | Note | 2023<br>€                 | 2022<br>€          |
|-------------------------------------|------|---------------------------|--------------------|
| <b>ASSETS</b>                       |      |                           |                    |
| <b>Non-current assets</b>           |      |                           |                    |
| Investments in subsidiaries         | 14   | <u>64,000</u>             | 64,000             |
|                                     |      | <u>64,000</u>             | 64,000             |
| <b>Current assets</b>               |      |                           |                    |
| Trade and other receivables         | 15   | <u>182,480,189</u>        | 211,921,271        |
|                                     |      | <u>182,480,189</u>        | 211,921,271        |
| <b>Total assets</b>                 |      | <u><u>182,544,189</u></u> | <u>211,985,271</u> |
| <b>EQUITY AND LIABILITIES</b>       |      |                           |                    |
| <b>Equity</b>                       |      |                           |                    |
| Share capital                       | 16   | 1                         | 1                  |
| Retained earnings                   |      | <u>118,843,472</u>        | 118,179,253        |
| <b>Total equity</b>                 |      | <u><u>118,843,473</u></u> | <u>118,179,254</u> |
| <b>Non-current liabilities</b>      |      |                           |                    |
| Borrowings                          | 17   | <u>1,408,228</u>          | 1,364,478          |
|                                     |      | <u>1,408,228</u>          | 1,364,478          |
| <b>Current liabilities</b>          |      |                           |                    |
| Trade and other payables            | 18   | <u>62,291,722</u>         | 92,440,773         |
| Payable dividends                   | 19   | <u>766</u>                | 766                |
|                                     |      | <u>62,292,488</u>         | 92,441,539         |
| <b>Total liabilities</b>            |      | <u><u>63,700,716</u></u>  | <u>93,806,017</u>  |
| <b>Total equity and liabilities</b> |      | <u><u>182,544,189</u></u> | <u>211,985,271</u> |

On 17 October 2024 the Board of Directors of ASPRO N.V. authorised these financial statements for issue.

.....  
(SMES) SOLUTIONS FOR MANAGEMENT AND EMPLOYMENT  
Director

The notes on pages 6 to 21 form an integral part of these financial statements.

## ASPRO N.V.

### STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2023

|                                    | Note | Share<br>capital<br>€ | Retained<br>earnings<br>€ | Total<br>€                |
|------------------------------------|------|-----------------------|---------------------------|---------------------------|
| <b>Balance at 1 January 2022</b>   |      | <b>1</b>              | <b>126,547,497</b>        | <b>126,547,498</b>        |
| <b>Comprehensive income</b>        |      |                       |                           |                           |
| Net loss for the year              |      | -                     | (4,798,244)               | (4,798,244)               |
| <b>Transactions with owners</b>    |      |                       |                           |                           |
| Dividends                          | 13   | -                     | (3,570,000)               | (3,570,000)               |
| <b>Balance at 31 December 2022</b> |      | <b><u>1</u></b>       | <b><u>118,179,253</u></b> | <b><u>118,179,254</u></b> |
| <b>Balance at 1 January 2023</b>   |      | <b>1</b>              | <b>118,179,253</b>        | <b>118,179,254</b>        |
| <b>Comprehensive income</b>        |      |                       |                           |                           |
| Net profit for the year            |      | -                     | 664,219                   | 664,219                   |
| <b>Balance at 31 December 2023</b> |      | <b><u>1</u></b>       | <b><u>118,843,472</u></b> | <b><u>118,843,473</u></b> |

The notes on pages 6 to 21 form an integral part of these financial statements.

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2023

### 1. Incorporation and principal activities

#### Country of incorporation

The Company ASPRO N.V. (the "Company") was incorporated in Curacao on 14 July 2016 as a private company with limited liability. Its registered office is at Dr. H. Fergusonweg 1, Curacao.

#### Principal activity

The principal activity of the Company, which is unchanged from last year, is to organize, market, promote, manage, support and operate all types of remote gaming activities, comprising of all types of games, betting and other operation of betting exchange, interactive casinos, bingos, lotteries, poker and other interactive games.

### 2. Adoption of new or revised standards and interpretations

During the current period the Company adopted all the new and revised International Financial Reporting Standards (IFRSs) that are relevant to its operations and are effective for accounting periods beginning on 5 May 2023. This adoption did not have a material effect on the accounting policies of the Company.

### 3. 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.

#### 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

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. The Company includes in the transaction price an amount of variable consideration as a result of rebates/discounts only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Estimations for rebates and discounts are based on the Company's experience with similar contracts and forecasted sales to the customer.

The Company recognises revenue when the parties have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations, the Company can identify each party's rights and the payment terms for the goods or services to be transferred, the contract has commercial substance (i.e. the risk, timing or amount of the Company's future cash flows is expected to change as a result of the contract), it is probable that the Company will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer and when specific criteria have been met for each of the Company's contracts with customers.

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**NOTES TO THE FINANCIAL STATEMENTS**

Year ended 31 December 2023

**3. Significant accounting policies (continued)****Revenue (continued)**

The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement. In evaluating whether collectability of an amount of consideration is probable, the Company considers only the customer's ability and intention to pay that amount of consideration when it is due.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimates are reflected in the statement of profit or loss and other comprehensive income in the period in which the circumstances that give rise to the revision become known by Management.

**Identification of performance obligations**

The Company assesses whether contracts that involve the provision of a range of goods and/or services contain one or more performance obligations (that is, distinct promises to provide a service) and allocates the transaction price to each performance obligation identified on the basis of its stand-alone selling price. A good or service that is promised to a customer is distinct if the customer can benefit from the good or service, either on its own or together with other resources that are readily available to the customer (that is the good or service is capable of being distinct) and the Company's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract (that is, the good or service is distinct within the context of the contract).

Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognises revenue when it transfers control of a product or service to a customer.

- **Rendering of services**

*Rendering of services - over time:*

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.

For fixed price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided because the customer receives and uses the benefits simultaneously.

The input method is used to measure progress toward completion of the performance obligation as it provides a faithful depiction of the transfer of the control of the services to the customer.

*Rendering of services - at a point in time:*

The Company concluded that it transfers control over its services at a point in time, upon receipt by the customer of the service, because this is when the customer benefits from the relevant service.

- **Dividend income**

Dividends are received from financial assets measured at fair value through profit or loss (FVTPL) and at fair value through other comprehensive income (FVOCI). Dividends are recognised as other income in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of an investment. In this case, the dividend is recognised in OCI if it relates to an investment measured at FVOCI.

**Finance costs**

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

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**NOTES TO THE FINANCIAL STATEMENTS**

Year ended 31 December 2023

**3. 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.

**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).

**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.

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**NOTES TO THE FINANCIAL STATEMENTS**

Year ended 31 December 2023

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

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 5, 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 5, Credit risk section.

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**NOTES TO THE FINANCIAL STATEMENTS**

Year ended 31 December 2023

**3. Significant accounting policies (continued)****Financial assets - impairment - credit loss allowance for ECL (continued)**

Additionally the Company has decided to use the low credit risk assessment exemption for investment grade financial assets. Refer to note 5, 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.

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.

**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.

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**NOTES TO THE FINANCIAL STATEMENTS**

Year ended 31 December 2023

**3. Significant accounting policies (continued)****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 5, 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.

**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.

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.

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**NOTES TO THE FINANCIAL STATEMENTS**

Year ended 31 December 2023

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

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.

**4. 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.

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**NOTES TO THE FINANCIAL STATEMENTS**

Year ended 31 December 2023

**5. Financial risk management****Financial risk factors**

The Company is exposed to interest rate risk, 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:

**5.1 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.

**5.2 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 Credit risk arises mainly from trade and other receivables.

*(i) Risk management*

Credit risk is managed on a group basis. For banks and financial institutions, the Company has established policies whereby the majority of bank balances are held with independently rated parties with a minimum rating of ['C'].

There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

These policies enable the Company to reduce its credit risk significantly.

*(ii) Impairment of*

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

- trade receivables

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 the Company applies the simplified approach permitted by IFRS 9, which requires lifetime expected losses to be recognised from initial recognition of the .
- For all other 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 asset that is not credit-impaired on initial recognition is classified in Stage 1. 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"). 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.

Impairment losses are presented as net impairment losses on financial and contract assets within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

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**NOTES TO THE FINANCIAL STATEMENTS**

Year ended 31 December 2023

**5. Financial risk management (continued)****5.2 Credit risk (continued)***(ii) Impairment of (continued)**Significant increase in credit risk*

The Company considers the probability of default upon initial recognition of the asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the financial asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating (as far as available)
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's/counterparty's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower/counterparty
- significant increases in credit risk on other financial instruments of the same borrower/counterparty
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements
- significant changes in the expected performance and behaviour of the borrower/counterparty, including changes in the payment status of counterparty in the Company and changes in the operating results of the borrower/counterparty.

Macroeconomic information (such as market interest rates or growth rates) is incorporated as part of the internal rating model. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Company has identified the GDP and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors. No significant changes to estimation techniques or assumptions were made during the reporting period.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment.

*Low credit risk*

The Company has decided to use the low credit risk assessment exemption for investment grade . Management consider 'low credit risk' for listed bonds to be an investment grade credit rating with at least one major rating agency. Other instruments are considered to be low credit risk when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

*Default*

A default on a financial asset is when the counterparty fails to make contractual payments within 90 days of when they fall due.

*Write-off*

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a debt financial asset for write off when a debtor fails to make contractual payments greater than 180 days past due. Where debt have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

**NOTES TO THE FINANCIAL STATEMENTS**

Year ended 31 December 2023

**5. Financial risk management (continued)****5.2 Credit risk (continued)***(ii) Impairment of (continued)*

The Company's exposure to credit risk for each class of (asset/instrument) subject to the expected credit loss model is set out below:

**Trade receivables and contract assets**

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables (including those with a significant financing component, and contract assets.

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 contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Company has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The expected loss rates are based on the payment profiles of sales over a period of 36 months before 31 December 2023 or 1 January 2023 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Company has identified the GDP and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

The average credit period on sales of goods is 60 days. No interest is charged on outstanding trade receivables.

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

There were no significant trade receivable and contract asset balances written off during the year that are subject to enforcement activity.

**5.3 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.

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.

| <b>31 December<br/>2023</b>      | Carrying<br>amounts<br>€ | Contractual<br>cash flows<br>€ | 3 months or<br>less<br>€ | 3-12 months<br>€ | 1-2 years<br>€ | 2-5 years<br>€ | More than<br>5 years<br>€ |
|----------------------------------|--------------------------|--------------------------------|--------------------------|------------------|----------------|----------------|---------------------------|
| Trade and other payables         | -                        | 499,420                        | -                        | 499,420          | -              | -              | -                         |
| Payables to related parties      | -                        | 586,022                        | -                        | 586,022          | -              | -              | -                         |
| Loans from other related parties | -                        | 1,408,228                      | -                        | 1,408,228        | -              | -              | -                         |
|                                  | <b>-</b>                 | <b>2,493,670</b>               | <b>-</b>                 | <b>2,493,670</b> | <b>-</b>       | <b>-</b>       | <b>-</b>                  |

**NOTES TO THE FINANCIAL STATEMENTS**

Year ended 31 December 2023

**5. Financial risk management (continued)****5.3 Liquidity risk (continued)**

| 31 December<br>2022              | Carrying<br>amounts<br>€ | Contractual<br>cash flows<br>€ | 3 months or<br>less<br>€ | 3-12 months<br>€ | 1-2 years<br>€ | 2-5 years<br>€ | More than<br>5 years<br>€ |
|----------------------------------|--------------------------|--------------------------------|--------------------------|------------------|----------------|----------------|---------------------------|
| Trade and other payables         | -                        | 486,190                        | -                        | 486,190          | -              | -              | -                         |
| Payables to related parties      | -                        | 585,422                        | -                        | 585,422          | -              | -              | -                         |
| Loans from other related parties | -                        | 1,364,478                      | -                        | 1,364,478        | -              | -              | -                         |
|                                  | <b>-</b>                 | <b>2,436,090</b>               | <b>-</b>                 | <b>2,436,090</b> | <b>-</b>       | <b>-</b>       | <b>-</b>                  |

**5.4 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.

**5.5 Capital risk management**

Capital includes equity shares and share premium, convertible preference shares and loan from parent company.

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.

**6. 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.

- Calculation of loss allowance**

When measuring expected credit losses the Company uses reasonable and supportable forward looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

**NOTES TO THE FINANCIAL STATEMENTS**

Year ended 31 December 2023

**6. 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 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 5, Credit risk section.

**7. Revenue**

The Company derives its revenue from contracts with customers for the transfer of goods and services over time and at a point in time in the following major product lines.

**Disaggregation of revenue**

|                       | <b>2023</b>       | 2022       |
|-----------------------|-------------------|------------|
|                       | €                 | €          |
| Rendering of services | <b>13,957,636</b> | 48,071,445 |
|                       | <b>13,957,636</b> | 48,071,445 |

**8. Cost of sales**

|                                  | <b>2023</b>       | 2022       |
|----------------------------------|-------------------|------------|
|                                  | €                 | €          |
| Services received                | <b>5,833,384</b>  | 50,211,919 |
| Licenses fees                    | <b>10,000</b>     | 10,377     |
| Billing agency services received | <b>139,395</b>    | 147,290    |
| Manager services received        | <b>7,248,558</b>  | 5,438,249  |
|                                  | <b>13,231,337</b> | 55,807,835 |

**9. Other operating income**

|                 | <b>2023</b> | 2022      |
|-----------------|-------------|-----------|
|                 | €           | €         |
| Dividend income | -           | 3,013,453 |
|                 | -           | 3,013,453 |

# ASPRO N.V.

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2023

### 10. Administration expenses

|                         | 2023<br>€     | 2022<br>€     |
|-------------------------|---------------|---------------|
| Accounting fees         | 4,500         | 7,777         |
| Other professional fees | 13,830        | 18,725        |
|                         | <u>18,330</u> | <u>26,502</u> |

### 11. Finance costs

|                      | 2023<br>€     | 2022<br>€     |
|----------------------|---------------|---------------|
| Interest expense     | -             | 182           |
|                      | <u>43,750</u> | <u>48,623</u> |
| <b>Finance costs</b> | <u>43,750</u> | <u>48,805</u> |

### 12. Tax

The Company is an international business company, incorporated in Curacao and is subject to taxation under the laws of the country therein.

### 13. Dividends

|                       | 2023<br>€ | 2022<br>€        |
|-----------------------|-----------|------------------|
| Interim dividend paid | -         | 3,570,000        |
|                       | <u>-</u>  | <u>3,570,000</u> |

### 14. Investments in subsidiaries

|                               | 2023<br>€     | 2022<br>€     |
|-------------------------------|---------------|---------------|
| Balance at 1 January          | 64,000        | 64,000        |
| <b>Balance at 31 December</b> | <u>64,000</u> | <u>64,000</u> |

The details of the subsidiaries are as follows:

| <u>Name</u>     | <u>Country of<br/>incorporation</u> | <u>Principal activities</u> | 2023<br>Holding<br>% | 2022<br>Holding<br>% | 2023<br>€     | 2022<br>€     |
|-----------------|-------------------------------------|-----------------------------|----------------------|----------------------|---------------|---------------|
| Talkeetna Ltd   | Cyprus                              | Billing agency<br>services  | 100                  | 100                  | 1,000         | 1,000         |
| Brulkalka Ltd   | Cyprus                              | Billing agency<br>services  | 100                  | 100                  | 1,000         | 1,000         |
| Rilcaraferm Ltd | Cyprus                              | Billing agency<br>services  | 100                  | 100                  | 1,000         | 1,000         |
| Shuprenom Ltd   | Cyprus                              | Billing agency<br>services  | 100                  | 100                  | 1,000         | 1,000         |
| Starka Ltd      | Cyprus                              | Billing agency<br>services  | 100                  | 100                  | 60,000        | 60,000        |
|                 |                                     |                             |                      |                      | <u>64,000</u> | <u>64,000</u> |

**NOTES TO THE FINANCIAL STATEMENTS**

Year ended 31 December 2023

**15. Trade and other receivables**

|                                                             | 2023<br>€                 | 2022<br>€                 |
|-------------------------------------------------------------|---------------------------|---------------------------|
| Trade receivables                                           | <b>78,814</b>             | -                         |
| Shareholders' current accounts - debit balances (Note 20.4) | <b>167,067,348</b>        | 196,587,244               |
| Receivables from parent (Note 20.1)                         | <b>15,326,329</b>         | 15,326,329                |
| Deposits and prepayments                                    | <b>7,698</b>              | 7,698                     |
|                                                             | <b><u>182,480,189</u></b> | <b><u>211,921,271</u></b> |

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.

The exposure of the Company to credit risk and impairment losses in relation to trade and other receivables is reported in note 5 of the financial statements.

**16. Share capital**

|                               | 2023<br>Number of<br>shares | 2023<br>US\$    | 2022<br>Number of<br>shares | 2022<br>US\$    |
|-------------------------------|-----------------------------|-----------------|-----------------------------|-----------------|
| <b>Authorised</b>             |                             |                 |                             |                 |
| Ordinary shares of \$1 each   | <u>1</u>                    | <u>1</u>        | <u>1</u>                    | <u>1</u>        |
|                               |                             | €               |                             | €               |
| <b>Issued and fully paid</b>  |                             |                 |                             |                 |
| Balance at 1 January          | <u>1</u>                    | <u>1</u>        | <u>1</u>                    | <u>1</u>        |
| <b>Balance at 31 December</b> | <b><u>1</u></b>             | <b><u>1</u></b> | <b><u>1</u></b>             | <b><u>1</u></b> |

**17. Borrowings**

|                                              | 2023<br>€               | 2022<br>€               |
|----------------------------------------------|-------------------------|-------------------------|
| Balance at 1 January                         | <b>1,364,478</b>        | 1,315,855               |
| Interest Charged                             | <b>43,750</b>           | 48,623                  |
| <b>Balance at 31 December</b>                | <b><u>1,408,228</u></b> | <b><u>1,364,478</u></b> |
|                                              | 2023<br>€               | 2022<br>€               |
| <b>Non-current borrowings</b>                |                         |                         |
| Loans from other related parties (Note 20.3) | <b><u>1,408,228</u></b> | 1,364,478               |
|                                              | <b><u>1,408,228</u></b> | <b><u>1,364,478</u></b> |

Maturity of non-current borrowings:

|                            | 2023<br>€               | 2022<br>€ |
|----------------------------|-------------------------|-----------|
| Between two and five years | <b><u>1,408,228</u></b> | 1,364,478 |

# ASPRO N.V.

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2023

### 18. Trade and other payables

|                                                              | 2023              | 2022              |
|--------------------------------------------------------------|-------------------|-------------------|
|                                                              | €                 | €                 |
| Trade payables                                               | 480,000           | 480,000           |
| Trade payables to related parties                            | 60,805,749        | 90,896,895        |
| Shareholders' current accounts - credit balances (Note 20.5) | 584,022           | 583,422           |
| Accruals                                                     | 400,531           | 472,266           |
| Other creditors                                              | 19,420            | 6,190             |
| Payables to own subsidiaries (Note 20.2)                     | 2,000             | 2,000             |
|                                                              | <b>62,291,722</b> | <b>92,440,773</b> |

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

### 19. Payable dividends

|                               | 2023       | 2022        |
|-------------------------------|------------|-------------|
|                               | €          | €           |
| Balance at 1 January          | 766        | -           |
| Dividends for the year        | -          | 3,570,000   |
| Payments                      | -          | (3,569,234) |
| <b>Balance at 31 December</b> | <b>766</b> | <b>766</b>  |

### 20. Related party transactions

The Company is controlled by an individual who owns 100% of the Company's shares.

The following transactions were carried out with related parties:

#### 20.1 Receivables from related parties (Note 15)

|               | 2023              | 2022              |
|---------------|-------------------|-------------------|
| Name          | €                 | €                 |
| Aspro Mark CY | 15,326,329        | 15,326,329        |
|               | <b>15,326,329</b> | <b>15,326,329</b> |

#### 20.2 Payables to own subsidiaries (Note 18)

|                            | 2023         | 2022         |
|----------------------------|--------------|--------------|
| Name                       | €            | €            |
| Investment in Subsidiaries | 2,000        | 2,000        |
|                            | <b>2,000</b> | <b>2,000</b> |

#### 20.3 Loans from related parties (Note 17)

|             | 2023             | 2022             |
|-------------|------------------|------------------|
|             | €                | €                |
| Peakirk Ltd | 1,408,228        | 1,364,478        |
|             | <b>1,408,228</b> | <b>1,364,478</b> |

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**NOTES TO THE FINANCIAL STATEMENTS**

Year ended 31 December 2023

**20. Related party transactions (continued)****20.4 Shareholders' current accounts - debit balances (Note 15)**

| 2023                      | 2022                      |
|---------------------------|---------------------------|
| €                         | €                         |
| <b><u>167,067,348</u></b> | <b><u>196,587,244</u></b> |

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

**20.5 Shareholders' current accounts - credit balances (Note 18)**

| 2023                  | 2022                  |
|-----------------------|-----------------------|
| €                     | €                     |
| <b><u>584,022</u></b> | <b><u>583,422</u></b> |

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

**21. Contingent liabilities**

The Company had no contingent liabilities as at 31 December 2023.

**22. Commitments**

The Company had no capital or other commitments as at 31 December 2023.

**23. 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.