

VENSON LIMITED

FINANCIAL STATEMENTS

31 December 2023

VENSON LIMITED

FINANCIAL STATEMENTS

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VENSON LIMITED

BOARD OF DIRECTORS AND OTHER OFFICERS

Board of Directors:	Nicos Hadjinicolaou
Company Secretary:	Nicos Hadjinicolaou
Independent Auditors:	SPL Audit (Cyprus) Limited Certified Public Accountants and Registered Auditors Kpranoros 13 Ground Floor 1061, Nicosia, Cyprus
Registered office:	Stasinou 1 MITSI BUILDING, Floor 1, Flat/Office 1, Flat/Office 4 Eleftherias Square 1060, Nicosia, Cyprus
Bankers:	Payment execution s.r.o. Connectum Limited Satchelpay UAB Xpate Bank Ltd
Registration number:	HE352364



Independent Auditor's Report

To the Members of Venson Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Venson Limited (the "Company"), which are presented in pages 5 to 20 and comprise the statement of financial position as at 31 December 2023, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes of the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2023, and of its financial performance and its cash flows for the year then ended in accordance with IFRS accounting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Cyprus, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to note 4 of the financial statements which indicates that even though the Company has made a profit of €168,355 during the year ended 31 December 2023, as of that date the Company's current liabilities exceeded its current assets by €187,508. As stated in note 4, these events or conditions, along with other matters as set forth in note 4, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the additional information to the statement of profit or loss and other comprehensive income in pages 1 to 6, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Independent Auditor's Report (continued)

To the Members of Venson Limited

Responsibilities of the Board of Directors for the Financial Statements

The Board of Directors is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS Accounting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

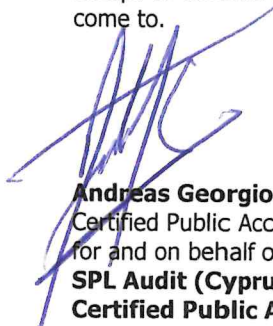


Independent Auditor's Report (continued)

To the Members of Venson Limited

Other Matter

This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 69 of the Auditors Law of 2017 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whose knowledge this report may come to.



Andreas Georgiou

Certified Public Accountant and Registered Auditor
for and on behalf of

SPL Audit (Cyprus) Limited

Certified Public Accountants and Registered Auditors

Nicosia, 7 October 2025

VENSON LIMITED

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 31 December 2023

	Note	2023 €	2022 €
Revenue	8	1,200,806	700,880
Cost of sales	9	(296,922)	(205,497)
Gross profit		903,884	495,383
Administration expenses	10	(202,020)	(109,938)
Other expenses	11	-	(21,279)
Operating profit		701,864	364,166
Finance income		-	291
Finance costs		(494,982)	(218,084)
Net finance costs	12	(494,982)	(217,793)
Profit before tax		206,882	146,373
Tax	13	(38,527)	(20,979)
Net profit for the year		168,355	125,394
Other comprehensive income		-	-
Total comprehensive income for the year		168,355	125,394

The notes on pages 9 to 20 form an integral part of these financial statements.

VENSON LIMITED

STATEMENT OF FINANCIAL POSITION

31 December 2023

	Note	2023 €	2022 €
ASSETS			
Non-current assets			
Intangible assets	14	420,665	110,868
Financial assets at amortised cost	15	54,999	54,999
Total non-current assets		475,664	165,867
Current assets			
Trade and other receivables	16	650,631	196,002
Cash at bank and in hand	17	167,917	1,426,389
Total current assets		818,548	1,622,391
Total assets		1,294,212	1,788,258
EQUITY AND LIABILITIES			
Equity			
Share capital	18	1,000	1,000
Retained earnings		287,156	118,801
Total equity		288,156	119,801
Current liabilities			
Trade and other payables	19	943,342	1,642,720
Current tax liabilities	20	62,714	25,737
Total current liabilities		1,006,056	1,668,457
Total equity and liabilities		1,294,212	1,788,258

On 7 October 2025 the Board of Directors of Venson Limited authorised these financial statements for issue.


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Nicos Hadjinicolaou
Director

The notes on pages 9 to 20 form an integral part of these financial statements.

VENSON LIMITED

STATEMENT OF CHANGES IN EQUITY

31 December 2023

	Share capital €	Retained earnings €	Total €
Balance at 1 January 2022	1,000	(6,593)	(5,593)
Comprehensive income			
Net profit for the year	-	125,394	125,394
Balance at 31 December 2022	1,000	118,801	119,801
Balance at 1 January 2023	1,000	118,801	119,801
Comprehensive income			
Net profit for the year	-	168,355	168,355
Balance at 31 December 2023	1,000	287,156	288,156

The notes on pages 9 to 20 form an integral part of these financial statements.

VENSON LIMITED

CASH FLOW STATEMENT

31 December 2023

	Note	2023 €	2022 €
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		206,882	146,373
Adjustments for:			
Unrealised exchange loss		<u>781</u>	<u>6,088</u>
		207,663	152,461
Changes in working capital:			
Increase in trade and other receivables		(454,629)	-
(Decrease)/increase in trade and other payables		<u>(699,378)</u>	<u>1,295,014</u>
Cash (used in)/generated from operations		(946,344)	1,447,475
Tax paid		<u>(1,550)</u>	<u>(7,496)</u>
Net cash (used in)/generated from operating activities		<u>(947,894)</u>	<u>1,439,979</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Payment for purchase of intangible assets	14	(309,797)	(110,868)
Proceeds from sale of financial assets at amortised cost		<u>-</u>	<u>195,251</u>
Net cash (used in)/generated from investing activities		<u>(309,797)</u>	<u>84,383</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
		<u>-</u>	<u>-</u>
Net (decrease)/increase in cash and cash equivalents		(1,257,691)	1,524,362
Cash and cash equivalents at beginning of the year		1,426,389	(97,973)
Effect of exchange rate fluctuations on cash held		<u>(781)</u>	<u>-</u>
Cash and cash equivalents at end of the year	17	<u>167,917</u>	<u>1,426,389</u>

The notes on pages 9 to 20 form an integral part of these financial statements.

VENSON LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

1. Incorporation and principal activities

Country of incorporation

The Company Venson Limited (the "Company") was incorporated in Cyprus on 16 February 2016 as a private limited liability company under the provisions of the Cyprus Companies Law, Cap. 113. Its registered office is at Stasinou 1, MITSU BUILDING, Floor 1, Flat/Office 1, Flat/Office 4, Eleftherias Square, 1060, Nicosia, Cyprus.

Principal activities

The principal activities of the Company are the provision of marketing services and agency services.

2. Basis of preparation

The financial statements have been prepared in accordance with IFRS Accounting Standards as adopted by the European Union (EU) and the requirements of the Cyprus Companies Law, Cap. 113. The financial statements have been prepared under the historical cost convention.

3. Adoption of new or revised standards and interpretations

During the current year the Company adopted all the new and revised IFRS Accounting Standards that are relevant to its operations and are effective for accounting periods beginning on 1 January 2023. This adoption did not have a material effect on the accounting policies of the Company.

4. Significant accounting policies

The material 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.

Management seeks not to reduce the understandability of these financial statements by obscuring material information with immaterial information. Hence, only material accounting policy information is disclosed, where relevant, in the related disclosure notes.

Going concern basis

Even though the Company has made a profit of €168,355 for the year ended 31 December 2023, as of that date the Company's current liabilities exceeded its current assets by €187,508. The Company is dependent upon the continuing financial support of its parent company without which there would be significant doubt about its ability to continue as a going concern as well as its ability to realise its assets and discharge its liabilities in the ordinary course of business. The parent company has indicated its intention to continue providing such financial assistance to the Company to enable it to continue as a going concern and to meet its obligations as they fall due.

Revenue

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**

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.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

4. Significant accounting policies (continued)

Revenue (continued)

- **Agency income**

Agency income is recognized when the right to receive payment is established.

Finance income

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

Finance costs

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

Foreign currency translation

(1) Functional and presentation currency

Items included in the Company's financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Euro (€), which is the Company's functional and presentation currency.

(2) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Tax

Current tax liabilities and assets are measured at the amount expected to be paid to or recovered from the taxation authorities, using the tax rates and laws that have been enacted, or substantively enacted, by the reporting date.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred. The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in profit or loss in the expense category consistent with the function of the intangible asset.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash generating unit level. Such intangibles are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

4. Significant accounting policies (continued)

Intangible assets (continued)

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

Internally-generated intangible assets - research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from the Company's e-business development is recognised only if the Company can demonstrate all of the following:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale
- its intention to complete the intangible asset and use or sell it
- its ability to use or sell the intangible asset
- how the intangible asset will generate probable future economic benefits. Among other things, the entity can demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset.
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.
- its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Internally-generated intangible assets are amortised on a straight-line basis over their estimated useful lives. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non financial assets, other than goodwill, that have suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Cash and cash equivalents

For the purpose of the cash flow statement, cash and cash equivalents comprise cash at bank and in hand. Cash and cash equivalents are carried at amortised cost because: (i) they are held for collection of contractual cash flows and those cash flows represent SPPI, and (ii) they are not designated at FVTPL.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

4. Significant accounting policies (continued)

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.

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.

Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Company expects a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

Comparatives

Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

5. New accounting pronouncements

At the date of approval of these financial statements, standards and interpretations were issued by the International Accounting Standards Board which were not yet effective. Some of them were adopted by the European Union and others not yet. The Board of Directors expects that the adoption of these accounting standards in future periods will not have a material effect on the financial statements of the Company.

6. Financial risk management

Financial risk factors

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

6.1 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 from cash and cash equivalents, as well as credit exposures to outstanding 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.

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 financial assets

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

- trade receivables
- financial assets at amortised cost
- cash and cash equivalents

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 financial assets.
- For all other financial assets 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. 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"). 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.

VENSON LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

6. Financial risk management (continued)

6.1 Credit risk (continued)

(ii) Impairment of financial assets (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.

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 Company has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates.

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.

Cash and cash equivalents

The Company assesses, on a group basis, its exposure to credit risk arising from cash at bank. This assessment takes into account, ratings from external credit rating institutions and internal ratings, if external are not available.

Bank deposits held with banks with investment grade rating are considered as low credit risk.

The gross carrying amounts below represent the Company's maximum exposure to credit risk on these assets as at 31 December 2023 and 31 December 2022:

Company internal credit rating	External credit rating	2023 €	2022 €
Performing	AAA - A	167,917	1,426,389
Total		167,917	1,426,389

There were no significant cash at bank balances written off during the year that are subject to enforcement activity.

6.2 Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Company has procedures with the object of minimising such losses such as maintaining sufficient cash and other highly liquid current assets and by having available an adequate amount of committed credit facilities.

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.

31 December 2023

	Carrying amounts €	Contractual cash flows €	3 months or less €	3-12 months €
Trade and other payables	926,006	926,006	-	926,006
	926,006	926,006	-	926,006

NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

6. Financial risk management (continued)**6.2 Liquidity risk (continued)**

31 December 2022

	Carrying amounts €	Contractual cash flows €	3 months or less €	3-12 months €
Trade and other payables	1,627,593	1,627,593	-	1,627,593
Payables to related parties	6,239	6,239	-	6,239
	1,633,832	1,633,832	-	1,633,832

6.3 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, however the exposure is not significant. The Company's Management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

7. Critical accounting estimates, judgments and assumptions

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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.

- **Going concern basis**

The assessment of the Company for the appropriateness of the use of the going concern basis is disclosed in note 4.

- **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

31 December 2023

7. Critical accounting estimates, judgments and assumptions (continued)

- **Income taxes**

Significant judgment is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Critical judgements in applying the Company's accounting policies

- **Impairment of financial assets**

The loss allowances for financial assets 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 6, Credit risk section.

- **Impairment of intangible assets**

Intangible assets are initially recorded at acquisition cost and are amortized on a straight line basis over their useful economic life. Intangible assets that are acquired through a business combination are initially recorded at fair value at the date of acquisition. Intangible assets with indefinite useful life are reviewed for impairment at least once per year. The impairment test is performed using the discounted cash flows expected to be generated through the use of the intangible assets, using a discount rate that reflects the current market estimations and the risks associated with the asset. When it is impractical to estimate the recoverable amount of an asset, the Company estimates the recoverable amount of the cash generating unit in which the asset belongs to.

8. Revenue

	2023	2022
	€	€
Rendering of services	1,109,303	689,463
Commissions receivable	91,503	11,417
	<u>1,200,806</u>	<u>700,880</u>

9. Cost of sales

	2023	2022
	€	€
Services received	296,922	205,497
	<u>296,922</u>	<u>205,497</u>

VENSON LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

10. Administration expenses

	2023	2022
	€	€
Annual levy	350	350
Auditors' remuneration	4,350	3,000
Accounting fees	3,550	2,400
Other professional fees	101,811	63,915
Administration expenses	49,695	10,225
Advertising expenses	42,264	30,048
	<u>202,020</u>	<u>109,938</u>

11. Other expenses

	2023	2022
	€	€
Waiver of receivables	-	21,279
	<u>-</u>	<u>21,279</u>

12. Finance income/(costs)

	2023	2022
	€	€
Exchange profit	-	291
Finance income	<u>-</u>	<u>291</u>
Net foreign exchange losses	(71,684)	(6,140)
Sundry finance expenses	(423,298)	(211,944)
Finance costs	<u>(494,982)</u>	<u>(218,084)</u>
Net finance costs	<u>(494,982)</u>	<u>(217,793)</u>

13. Tax

	2023	2022
	€	€
Corporation tax	38,527	20,979
Charge for the year	<u>38,527</u>	<u>20,979</u>

The tax on the Company's profit before tax differs from theoretical amount that would arise using the applicable tax rates as follows:

	2023	2022
	€	€
Profit before tax	<u>206,882</u>	<u>146,373</u>
Tax calculated at the applicable tax rates	25,860	18,297
Tax effect of expenses not deductible for tax purposes	9,165	811
Tax effect of allowances and income not subject to tax	-	(36)
10% additional charge	3,502	1,907
Tax charge	<u>38,527</u>	<u>20,979</u>

VENSON LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

13. Tax (continued)

The corporation tax rate is 12,5%.

Under certain conditions interest income may be subject to defence contribution at the rate of 30% (reduced to 17% as of 1 January 2024). In such cases this interest will be exempt from corporation tax. In certain cases, dividends received from abroad may be subject to defence contribution at the rate of 17%.

14. Intangible assets

	Research and development €
Cost	
Additions	110,868
Balance at 31 December 2022	110,868
Balance at 1 January 2023	110,868
Additions	309,797
Balance at 31 December 2023	420,665
Net book amount	
Balance at 31 December 2023	420,665
Balance at 31 December 2022	110,868

15. Financial assets at amortised cost

	2023 €	2022 €
Balance at 1 January	54,999	250,250
Disposals	-	(195,251)
Balance at 31 December	54,999	54,999

Financial assets at amortised cost represents bank blocked deposits held in a financial institution and required for Company's operations.

16. Trade and other receivables

	2023 €	2022 €
Trade receivables	449,684	157,742
Shareholders' current accounts - debit balances (Note 21.2)	28,461	-
Deposits and prepayments	1,225	1,225
Accrued income	122,605	-
Refundable VAT	48,656	37,035
	650,631	196,002

During prior year, the Company write off trade receivables amounting to 21,279 as were considered uncollectible (Note 11).

VENSON LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

16. Trade and other receivables (continued)

The exposure of the Company to credit risk and impairment losses in relation to trade and other receivables is reported in note 6 of the financial statements.

17. Cash at bank and in hand

Cash balances are analysed as follows:

	2023	2022
	€	€
Cash in hand	1,000	650
Cash at bank	<u>166,917</u>	<u>1,425,739</u>
	<u>167,917</u>	<u>1,426,389</u>

The exposure of the Company to credit risk and impairment losses in relation to cash and cash equivalents is reported in note 6 of the financial statements.

18. Share capital

	2023 Number of shares	2023 €	2022 Number of shares	2022 €
Authorised				
Ordinary shares of €1 each	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>
Issued and fully paid				
Balance at 1 January	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>
Balance at 31 December	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

19. Trade and other payables

	2023	2022
	€	€
Trade payables	926,006	1,627,593
Shareholders' current accounts - credit balances (Note 21.3)	-	6,239
Accruals	<u>17,336</u>	<u>8,888</u>
	<u>943,342</u>	<u>1,642,720</u>

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

20. Current tax liabilities

	2023	2022
	€	€
Corporation tax	<u>62,714</u>	<u>25,737</u>
	<u>62,714</u>	<u>25,737</u>

21. Related party transactions

The Company is controlled by Bizbon N.V, non- incorporated in Cyprus, which owns 100% of the Company's share capital.

VENSON LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

21. Related party transactions (continued)

The following transactions were carried out with related parties:

21.1 Agency income

	2023	2022
	€	€
Shareholder	<u>91,503</u>	<u>11,417</u>
	<u>91,503</u>	<u>11,417</u>

21.2 Shareholders' current accounts - debit balances (Note 16)

	2023	2022
	€	€
Shareholder's current account	<u>28,461</u>	<u>-</u>
	<u>28,461</u>	<u>-</u>

The shareholder's current account is interest free and had no specified repayment date.

21.3 Shareholders' current accounts - credit balances (Note 19)

	2023	2022
	€	€
Shareholder's current account	<u>-</u>	<u>6,239</u>
	<u>-</u>	<u>6,239</u>

The shareholder's current account is interest free and had no specified repayment date.

22. Contingent liabilities

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

23. Commitments

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

24. 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.

Independent auditor's report on pages 2 to 4

VENSON LIMITED

ADDITIONAL INFORMATION TO THE STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

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Computation of wear and tear allowances	5
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VENSON LIMITED

DETAILED INCOME STATEMENT

31 December 2023

	Page	2023 €	2022 €
Revenue			
Rendering of services		1,109,303	689,463
Commissions receivable		91,503	11,417
Cost of sales	2	(296,922)	(205,497)
Gross profit		903,884	495,383
Operating expenses			
Administration expenses	3	(202,020)	(109,938)
		701,864	385,445
Other operating expenses			
Waiver of receivables		-	(21,279)
Operating profit		701,864	364,166
Finance income	4	-	291
Finance costs	4	(494,982)	(218,084)
Net profit for the year before tax		206,882	146,373

VENSON LIMITED

COST OF SALES

31 December 2023

	2023 €	2022 €
Cost of sales		
Closing stocks	-	-
Direct costs		
Services received	296,922	205,497
	<u>296,922</u>	<u>205,497</u>

VENSON LIMITED

ADMINISTRATION EXPENSES

31 December 2023

	2023 €	2022 €
Administration expenses		
Annual levy	350	350
Auditors' remuneration	4,350	3,000
Accounting fees	3,550	2,400
Other professional fees	101,811	63,915
Administration expenses	49,695	10,225
Advertising expenses	42,264	30,048
	<u>202,020</u>	<u>109,938</u>

VENSON LIMITED

FINANCE INCOME/COSTS

31 December 2023

	2023 €	2022 €
Finance income		
Realised foreign exchange profit	-	291
	<u>-</u>	<u>291</u>
Finance costs		
Sundry finance expenses		
Bank charges	423,298	211,944
Net foreign exchange losses		
Realised foreign exchange loss	70,903	52
Unrealised foreign exchange loss	<u>781</u>	<u>6,088</u>
	<u>494,982</u>	<u>218,084</u>

VENSON LIMITED

COMPUTATION OF WEAR AND TEAR ALLOWANCES

31 December 2023

Year	COST			ANNUAL ALLOWANCES				Net value 31/12/2023 €
	%	Balance 01/01/2023 €	Additions for the year €	Disposals for the year €	Balance 31/12/2023 €	Charge for the year €	On disposals €	Balance 31/12/2023 €

Research and development

VENSON LIMITED

COMPUTATION OF CORPORATION TAX

31 December 2023

	Page	€	€
Net profit per income statement	1		206,882
<u>Add:</u>			
Foreign exchange loss		71,684	
Adjustment as per Article 5(1)(g)		1,281	
Annual levy		350	
			<u>73,315</u>
Chargeable income for the year			<u><u>280,197</u></u>

Calculation of corporation tax

	Income €	Rate %	Total € c
Tax at normal rates:			
Chargeable income as above	<u>280,197</u>	12.50	35,024.63
10% additional charge			<u>3,502.46</u>
TAX PAYABLE			<u><u>38,527.09</u></u>