

Connaught Media B.V.
Curaçao

Annual report 2022

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Connaught Media B.V.

1. Report

1.1 General

Connaught Media B.V. (hereinafter: "the Company") was incorporated on October 6th, 2017 and is established in Curaçao.

Reporting period

These annual accounts have been prepared for the fiscal year ended on 31 December 2022.

Activities

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

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

To the board of directors and the shareholders of
Connaught Media B.V.
Curaçao

ACCOUNTANT'S COMPILATION REPORT

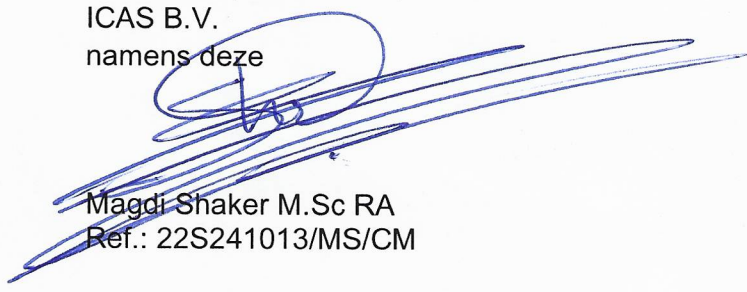
The financial statements of Connaught Media B.V. based in Curaçao have been compiled by us using the information provided by you. The financial statements comprise the balance sheet as at 31 December 2022 and the profit and loss account for the year 2022 with the accompanying explanatory notes. These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

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

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

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

Willemstad, October 13, 2024
ICAS B.V.
namens deze



Magdi Shaker M.Sc RA
Ref.: 22S241013/MS/CM

Connaught Media B.V.

2. Financial statements

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

Assets		EUR 12/31/2022	EUR 12/31/2021
Current assets			
Other receivables	1	6,688	6,098
Current accounts	2	<u>13,049,705</u>	<u>14,876,584</u>
		13,056,393	14,882,682
Total assets		<u>13,056,393</u>	<u>14,882,682</u>
 Equity & Liabilities			
		EUR 12/31/2022	EUR 12/31/2021
Shareholders equity			
	3		
Share capital		1,000	1,000
Retained earnings		2,481,047	1,237,997
Result for the year		<u>6,110,334</u>	<u>1,243,050</u>
		8,592,381	2,482,047
Short term liabilities			
Current accounts	4	3,184,874	
Other Liabilities and accruals	5	<u>1,279,138</u>	<u>12,400,635</u>
		4,464,012	12,400,635
Total equity & liabilities		<u>13,056,393</u>	<u>14,882,682</u>

2.2 Statement of income and expenses for the year 2022

		EUR 2022	EUR 2021
Turnover	6	24,030,061	18,423,801
Direct costs	7	17,733,725	17,059,937
Gross margin		6,296,336	1,363,864
IT and other operating expenses	8	13,050	5,764
Administrative & general expenses	9	9,777	8,334
		(22,827)	(14,098)
Operating result		6,273,509	1,349,766
Financial results	10	(163,175)	(106,716)
Result before tax		6,110,334	1,243,050
Income tax expense		-	-
Net result for the period		6,110,334	1,243,050

2.3 Notes to the financial statements

General

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

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

Continuity

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

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

Translation of foreign currency

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

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

Accounting policies in respect of the valuation of assets and liabilities

General

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

Financial fixed assets

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

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

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

Accounts receivable

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

Equity

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

Current liabilities

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

Accounting policies in respect of determination

Turnover

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

Other operating expenses

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

Net financial result

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

Taxation

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

2.4 Notes to the balance sheet

	EUR 12/31/2022	EUR 12/31/2021
1. Other receivables		
Prepaid expenses	4,110	5,098
Retainer tax	2,128	-
A-one Data Ltd. retainer	450	1,000
	<u>6,688</u>	<u>6,098</u>

	EUR 12/31/2022	EUR 12/31/2021
2. Current accounts		
Current account Connaught International Ltd.	-	8,937,711
Current account shareholder	13,049,705	5,938,873
	<u>13,049,705</u>	<u>14,876,584</u>

3. Shareholders equity

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

	Issued Share capital EUR	Accum. Results EUR	Total EUR
Balance as at January 1 st	1,000	2,481,047	2,482,047
Movements	-	6,110,334	6,110,334
Balance as at December 31 st	<u>1,000</u>	<u>8,591,381</u>	<u>8,592,381</u>

	EUR 12/31/2022	EUR 12/31/2021
4 Current accounts		
Current account Connaught International Ltd.	3,184,874	-
	<u>3,184,874</u>	<u>-</u>

	EUR 12/31/2022	EUR 12/31/2021
5. Other Liabilities and accruals		
Profit tax payables	-	11,195
Affiliate commission payable	671,699	293,520
Trade accounts payable	19,795	19,360
Player balances	584,344	622,739
Accrual tax fees	1,800	1,700
Accrual accounting fees	1,500	1,500
Accrual expenses Connaught International Ltd.	-	11,450,621
	<u>1,279,138</u>	<u>12,400,635</u>

2.5 Notes to the statement of income and expenses

	EUR 2022	EUR 2021
6. Turnover		
Gaming revenue	24,030,061	18,423,801
	24,030,061	18,423,801
7. Direct costs		
Commission affiliates	4,298,975	3,454,010
Media buys expenses	5,820,633	6,376,136
SEO/link buys expenses	105,619	115,700
Production and design expenses	163,440	179,038
Sponsorships expenses	1,044,630	1,144,326
Outsourced media expenses	165,753	181,572
Transaction and setup fees	-	845,064
Consultancy expenses	3,000,000	2,154,936
Marketing expenses	409,372	448,441
Bonus cost gaming	2,725,303	2,160,714
	17,733,725	17,059,937
8. IT and other operating expenses		
Gaming license fees	13,050	5,764
	13,050	5,764
9. Administrative & general expenses		
Management fees	2,500	2,500
Membership & contribution fees	75	75
Domiciliation fees	350	350
License fees National bank	75	75
Corporate secretarial fees	1,328	320
Accounting expenses	3,808	3,000
Notary expenses	-	275
Legal fees	244	-
Tax services fees	1,052	1,450
Other general expenses	345	289
	9,777	8,334
10. Financial results (loss)		
Miscellaneous gains/losses	(2,786)	-
Unrealized gain/(loss) on exchange differences	(160,389)	(106,716)
	(163,175)	(106,716)

Connaught Media B.V.

3. Other Information

3.1 Statutory provision regarding appropriation of result

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

3.2 Appropriation of result

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

The positive result for the year 2022 in the amount of EUR 6,110,334 will be added in full to the other reserves.

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

3.3 Subsequent events

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

Name:

Position:

Signature:

Global Related Services B.V.

Statutory director

