

Ridley Media N.V.
Curaçao

Annual report 2023

ICAS
accountants
business advisers



FOR IDENTIFICATION PURPOSES ONLY

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Ridley Media N.V.

1. Report

1.1 General

Ridley Media N.V. (hereinafter: "the Company") was incorporated on June 17th, 2016 and is established in Curaçao.

Reporting period

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

Activities

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

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

To the board of directors and the shareholders of
Ridley Media N.V.
Curaçao

ACCOUNTANT'S COMPILATION REPORT

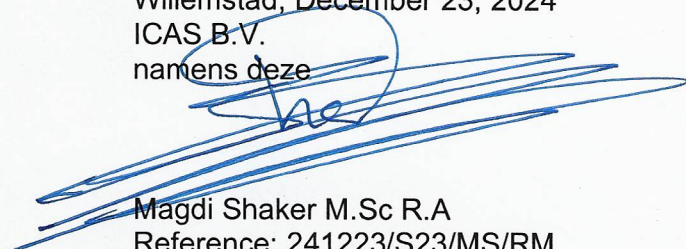
The financial statements of Ridley Media N.V based in Curaçao have been compiled by us using the information provided by you. The financial statements comprise the balance sheet as at 31 December 2023 and the profit and loss account for the year 2023 with the accompanying explanatory notes. These notes include a summary of the accounting policies which have been applied.

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

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

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

Willemstad, December 23, 2024
ICAS B.V.
namens deze



Magdi Shaker M.Sc R.A
Reference: 241223/S23/MS/RM

2. Financial statements

2.1 Balance sheet as at 31 December 2023

(After proposal result)

		EUR 12/31/2023	EUR 12/31/2022
Assets			
Current assets			
Other receivables	1	16,872,504	15,634,857
Cash & cash equivalents	2	<u>2,839,798</u>	<u>6,783,556</u>
		19,712,302	22,418,413
Total assets		<u>19,712,302</u>	<u>22,418,413</u>
Equity & Liabilities			
Shareholders equity	3		
Nominal capital		1,000	1,000
Retained earnings		10,857,446	6,857,306
Result for the year		<u>338,247</u>	<u>4,000,140</u>
		11,196,693	10,858,446
Short term liabilities			
Current accounts	4	-	159,973
Other Liabilities and accruals	5	<u>8,515,609</u>	<u>11,399,994</u>
		8,515,609	11,559,967
Total equity & liabilities		<u>19,712,302</u>	<u>22,418,413</u>

2.2 Statement of income and expenses for the year 2023

		EUR 2023	EUR 2022
Turnover	6	3,632,646	8,589,449
Direct costs	7	<u>2,033,065</u>	<u>2,825,611</u>
Gross margin		1,599,581	5,763,838
IT and other operating expenses	8	14,345	14,385
Administrative & general expenses	9	<u>11,883</u>	<u>14,004</u>
		(26,228)	(28,389)
Operating result		<u>1,573,353</u>	<u>5,735,449</u>
Financial results	10	(1,235,106)	(1,733,589)
Result before tax		<u>338,247</u>	<u>4,001,860</u>
Income tax expense		-	(1,720)
Net result for the period		<u>338,247</u>	<u>4,000,140</u>

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 12/31/2023	EUR 12/31/2022
1. Other receivables		
Current account UBO	15,636,757	15,633,431
Prepaid tax retainer	960	1,426
A-one Data Ltd. retainer Fees	1,026	-
Processing reserves	1,233,761	-
	<u>16,872,504</u>	<u>15,634,857</u>

	EUR 12/31/2023	EUR 12/31/2022
2. Cash & cash equivalents		
PSP processor	2,839,798	6,783,556
	<u>2,839,798</u>	<u>6,783,556</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	10,857,446	10,858,446
Movements	-	338,247	338,247
	<u>1,000</u>	<u>11,195,693</u>	<u>11,196,693</u>

	EUR 12/31/2023	EUR 12/31/2022
4. Current accounts		
Due to shareholder	-	85,624
Current account Affiliate squared ltd.	-	18,347
Current account Haydock Sports limited	-	45,859
Current account Centurion Ltd.	-	10,143
	<u>-</u>	<u>159,973</u>

	EUR 12/31/2023	EUR 12/31/2022
5. Other Liabilities and accruals		
Payable to players	8,455,482	10,817,275
Trade accounts payable	49,495	161,423
Allowance for doubtful accounts	-	14,909
Commission Payable	10,632	11,514
Accrual expenses	-	393,153
Profit tax payable	-	1,720
	<u>8,515,609</u>	<u>11,399,994</u>

2.5 Notes to the statement of income and expenses

	<u>EUR</u> <u>2023</u>	<u>EUR</u> <u>2022</u>
6. Turnover		
GGR	5,601,312	14,931,245
Bonus expense	(1,771,348)	(6,016,942)
Chargeback & refund fees	(197,318)	(324,854)
	<u>3,632,646</u>	<u>8,589,449</u>
7. Direct costs		
Setup & maintenance fees	20,813	56,046
Affiliate commissions	706,534	888,716
Payment processing fees	1,023,763	1,650,228
Game provider fees	281,955	230,621
	<u>2,033,065</u>	<u>2,825,611</u>
8. IT and other operating expenses		
Gaming license fees	12,500	12,500
ICT Maintenance & Support	1,845	1,885
	<u>14,345</u>	<u>14,385</u>
9. Administrative & general expenses		
Management fees	2,500	2,250
Membership & contributions	105	90
License fees National Bank	75	75
Domiciliation & compliance fees	350	350
Accounting fees	4,715	6,440
Tax services fees	925	750
Corporate secretarial fees	2,740	3,300
Other general fees	473	749
	<u>11,883</u>	<u>14,004</u>
10. Financial results (expenses)		
Processor exchange gains/losses	(1,034,947)	(1,733,589)
Unrealized exchange gains/losses	(200,159)	-
	<u>(1,235,106)</u>	<u>(1,733,589)</u>

Ridley Media N.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 2023 in the amount of EUR 338,247 will be added in full to the other reserves.

This proposal needs to be determined by the General Meeting and has therefore not yet been processed in the annual accounts 2023 for the company.

3.3 Subsequent events

There 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

