

WCG B.V.

Financial Statements

for the years ended December 31, 2024 and December 31, 2023

DS


Initial
LG

Table of Contents

Statement of financial position	3
Statement of profit or loss	4
Statement of changes in equity	5
Statement of cash flows	6
Notes to financial statements	7

WCG B.V.

Statement of financial position

(All amounts in EUR)

		31-Dec	
	Note	2024	2023
Assets			
Current assets			
Cash and cash equivalents	4	1,710,445	1,262,475
Receivable from shareholders	5	100	1,369,371
Prepaid expenses		16,000	24,309
Receivable from related parties	6	23,685,127	15,597,674
Total current assets		25,411,672	18,253,829
Non-current assets			
Investment in subsidiary	7	1,000,000	1,000,000
Deposit		-	400
Total non-current assets		1,000,000	1,000,400
Total assets		26,411,672	19,254,229
Equity and liabilities			
Current liabilities			
Accounts payable		7,820,680	8,073,859
Accrued expenses	8	1,066,740	548,476
Loan payable to related party	9	-	11,387,136
Payable to related parties	10	309,115	967,939
Payable to players		3,341,793	1,956,294
Total current liabilities		12,538,328	22,933,704
Equity			
Issued capital	11	100	100
Retained earnings / (Accumulated losses)		13,873,244	(3,679,575)
Total equity		13,873,344	(3,679,475)
Total liabilities and equity		26,411,672	19,254,229

See accompanying notes.

DS 	Initial 
--	--

WCG B.V.

Statement of profit or loss

(All amounts in EUR)

	Note	2024	2023
Revenue	12	114,032,988	73,763,959
Direct costs (Net)	13	(50,154,766)	(38,964,654)
Gross profit / (loss)		63,878,222	34,799,305
Marketing expenses		(1,228,440)	(326,030)
Administrative expenses	14	(46,573,536)	(26,031,718)
Other income		6,323,190	-
Profit / (loss) from operations		22,399,436	8,441,557
Finance costs	15	(486,181)	(1,025,140)
Profit / (loss) before tax		21,913,255	7,416,417
Profit tax expense	3	-	-
Profit / (loss) for the year		21,913,255	7,416,417
Other comprehensive income		-	-
Total comprehensive income / (loss) for the year		21,913,255	7,416,417
Attributable to the owners		21,913,255	7,416,417

See accompanying notes.

DS Initial



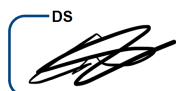
WCG B.V.

Statement of changes in equity

(All amounts in EUR)

	Issued capital	Retained earnings / (Accumulated losses)	Total
Balance, December 31, 2022	100	(11,095,992)	(11,095,892)
Profit / (loss) for the year	-	7,416,417	7,416,417
Other comprehensive income	-	-	-
Total comprehensive income / (loss) for the year	-	7,416,417	7,416,417
Dividends declared and paid	-	-	-
Balance, December 31, 2023	100	(3,679,575)	(3,679,475)
Profit / (loss) for the year	-	21,913,255	21,913,255
Other comprehensive income	-	-	-
Total comprehensive income / (loss) for the year	-	21,913,255	21,913,255
Dividends declared and paid	-	(4,360,436)	(4,360,436)
Balance, December 31, 2024	100	13,873,244	13,873,344

See accompanying notes.

DS Initial



WCG B.V.

Statement of cash flows

(All amounts in EUR)

	Note	2024	2023
Cash flow from operating activities			
Profit / (loss) for the year		21,913,255	7,416,417
(Increase) / decrease in receivable from shareholders		1,369,271	(853,102)
(Increase) / decrease in prepaid expenses		8,309	(8,139)
(Increase) / decrease in receivable from related parties		(8,087,453)	(7,127,076)
(Increase) / decrease in deposit		400	-
Increase / (decrease) in accounts payable		(253,179)	3,202,952
Increase / (decrease) in accrued expenses		518,264	126,976
Increase / (decrease) in payable to related parties		(658,824)	521,341
Increase / (decrease) in payable to players		1,385,499	505,752
Net cash generated from operating activities		16,195,542	3,785,121
Cash flow from investing activities			
(Increase) / decrease in investment in subsidiary		-	(999,000)
Net cash generated from investing activities		-	(999,000)
Cash flow from financing activities			
Increase / (decrease) in loan payable to related party		(11,387,136)	(1,864,092)
Dividends declared and paid		(4,360,436)	-
Net cash generated from financing activities		(15,747,572)	(1,864,092)
Net increase / (decrease) in cash		447,970	922,029
Cash at the beginning of the year		1,262,475	340,446
Cash at the end of the year	4	1,710,445	1,262,475

See accompanying notes.

DS 	Initial LG
--	---------------

WCG B.V.

Notes to financial statements

1. General information

WCG B.V. (the company) was established on December 23, 2019 in Curaçao as a private limited liability company. The address of its registered office is Korporaalweg 10, Curaçao. The company was registered in the Commercial Register of the Curaçao Chamber of Commerce & Industry under number 152285.

The main objectives of the company are:

1. 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, for clients established or residing outside of Curaçao.
2. The corporation is authorized to perform everything requisite or profitable to the accomplishment of its purpose or incidental thereto or connected therewith in the widest sense of the word.
3. The corporation has no authority to invoke the annulment of legal acts performed by the corporation, which exceeded the corporate objective.

The management of the company is borne by a board of directors. As of December 31, 2024, the management of the company is borne by a single statutory director:

- Xecutive Corporate Management B.V.

Statutory Director

2. Summary of material accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of presentation

The financial statements of the company have been prepared in accordance with International Financial Reporting Standards (IFRS). The financial statements have been prepared under the historical cost convention. The financial statements are presented in EUR and all values are presented in actual, unless otherwise stated.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the company's accounting policies.

Cash and cash equivalents

Cash and cash equivalents include deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

DS  Initia 

WCG B.V.

Investment

Investment in subsidiary is valued at cost, less impairment losses, if any.

Foreign currency transactions

The financial statements are presented in EUR, which is the company's functional and presentation currency. Transactions denominated in foreign currencies are translated at the exchange rate prevailing when the transaction is realized. The exchange results are recorded in the statement of profit or loss.

Monetary assets and liabilities denominated in foreign currencies are translated into EUR at the exchange rates prevailing at the end of the year.

Financial instruments**Financial assets****Initial recognition and measurement**

Financial assets within the scope of IFRS 9 are classified as financial assets at fair value through profit or loss, loans and receivables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The company determines the classification of its financial assets at initial recognition.

All financial assets are recognized initially at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

The company's financial assets include cash and cash equivalents, prepaid expenses and other assets.

Financial liabilities**Initial recognition and measurement**

Financial liabilities within the scope of IFRS 9 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognized initially at fair value plus, in the case of loans and borrowings, directly attributable transaction costs.

The company's financial liabilities include accounts payable, accrued expenses, loan payable and other payables.

Subsequent measurement

The subsequent measurement of financial assets and liabilities depends on their classification.

DS


Initial
LG


WCG B.V.

Revenue recognition

Gaming revenue is represented by the difference between the amounts of bets placed by customers less amounts won, net of bonuses and loyalty points, if any. The revenue is recognized at the fair value of the consideration.

Impairment of long-lived assets

Long-lived assets, other than goodwill, are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Recoverability of assets is measured by comparison of the carrying amount of the asset to the net undiscounted future cash flows expected to be generated from the asset. If the future undiscounted cash flows are not sufficient to recover the carrying value of the assets, the assets' carrying value is adjusted to fair value. The company regularly evaluates its long-lived asset for indicators of possible impairment. To date no impairment has been recorded.

Concentration of credit risk and certain other risk

Credit risk represents the accounting loss that would be recognized at the reporting date if counter parties failed to perform as contracted. The company does not have significant exposure to any individual client or counter party. Management of credit risk involves a number of considerations, such as financial profile of the counter party, specific terms and duration of the contractual agreement. There exists a risk of non-performance, however management believes that the company's exposure to credit risk associated with non-performance of its counter party is minimum.

New standards, amendments and interpretations issued but not effective for the financial year beginning 1 January 2024 and not early adopted

There are no other standards, interpretations or amendments to existing standards that are not yet effective that would be expected to have a significant impact on the company.

3. Profit taxes

The company is subject to a territorial tax system, wherein the income earned in Curaçao is subject to 15% profit taxes on income up to 500,000 ANG and 22% above it and the foreign source of income is subject to 0% of profit taxes.

4. Cash and cash equivalents

	2024	2023
Payment service providers	1,015,251	718,710
Cash at banks	695,194	543,765
	1,710,445	1,262,475

5. Receivable from shareholders

The receivable does not carry any interest and is repayable on demand.

WCG B.V.

6. Receivable from related parties

	2024	2023
C/A Kalimela Ltd	23,685,127	14,800,220
C/A CNCL B.V.	-	797,454
	23,685,127	15,597,674

The receivable does not carry any interest and is repayable on demand.

7. Investment in subsidiary

As at December 31, 2024 and December 31, 2023, the company holds 100% investment in Kalimela Ltd, a company incorporated and domiciled in the Republic of Cyprus.

	2024	2023
Kalimela Ltd	2,000	2,000
(2,000 Equity shares of EUR 1.00 each)		
Share premium	998,000	998,000
	1,000,000	1,000,000

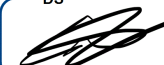
During the year 2023, the company made an additional investment through an issuance of 1,000 equity shares at a nominal value of EUR 1 per share. A premium of EUR 998 per share was paid, resulting in a total share premium of EUR 998,000.

Further, impairment testing could not be done as the 2024 financial statements of Kalimela Ltd were not available at the time of authorization of the financial statements of the company.

The company has elected not to present consolidated financial statements. Its owners have been informed and do not object to presenting separate financial statements

8. Accrued expenses

	2024	2023
Gaming fees	1,031,840	517,976
Other professional fees	34,900	30,500
	1,066,740	548,476

DS Initial



WCG B.V.

9. Loan payable to related party

	2024	2023
Loan from CNCL B.V.	-	10,386,741
Interest payable on the above loan	-	1,000,395
	- 11,387,136	

The above loan is repayable on demand.

10. Payable to related parties

	2024	2023
C/A Nadak Ltd	300,715	300,208
C/A Azure Marketing Services B.V.	8,400	632,731
C/A Dvixen Technology Limited	-	35,000
	309,115	967,939

The above payables do not carry any interest and are repayable on demand.

11. Issued capital

The issued capital of the company as on December 31, 2024 and December 31, 2023 consists of 100 common shares with a nominal value of EUR 1 each and subscribed for EUR 100.

EUR 4,360,436 and EUR Nil were declared and paid as dividends in 2024 and 2023 respectively.

12. Revenue

	2024	2023
Gaming revenue	114,032,988	73,763,959
	114,032,988	73,763,959

WCG B.V.

13. Direct costs (Net)

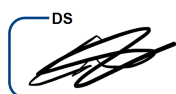
	2024	2023
Bonuses	26,032,380	15,059,020
Marketing costs	15,645,149	19,827,869
Casino fees	6,545,601	4,996,563
Financial adjustment expenses	1,136,727	(1,824,639)
Payment processing fees	748,401	898,776
License and server fees	46,508	7,065
	50,154,766	38,964,654

14. Administrative expenses

	2024	2023
Other professional fees	44,824,489	26,019,430
Subscriptions	1,725,239	-
Annual compliance fees	8,300	2,750
Rent expenses	5,852	5,588
Annual management fees	3,750	3,750
Other expenses	5,906	200
	46,573,536	26,031,718

15. Finance cost

	2024	2023
Interest expense	279,757	584,974
Bank charges	136,714	211,255
Exchange loss	69,710	228,911
	486,181	1,025,140

DS Initial



WCG B.V.

16. Fair value

Fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to arrive at the fair value:

Cash and cash equivalents, prepaid expenses, accounts payable, accrued expenses, other assets and other payables approximate the carrying amount largely due to the short-term maturity.

Loan payable and interest payable have been disclosed at a value which fairly approximates the value which is expected to be repaid.

17. Contingencies, commitments and legal proceedings

The company has no contingent or future purchase liabilities and is not involved in any legal actions.

DS Initial
 LG

WCG B.V.

18. Related party transactions and balances

Name of the related party	Relationship	% holding	Balance as on December 31, 2024 (EUR)	Balance as on December 31, 2023 (EUR)
Kalimela Ltd	Subsidiary	100	23,685,127	14,800,220
CNCL B.V.	Group company	-	-	(10,589,682)
Nadak Ltd	Group company	-	(300,715)	(300,208)
Dvixen Technology Limited	Group company	-	-	(35,000)
Azure Marketing Services B.V.	Group company	-	(8,400)	(632,731)
Kevin Abela	Shareholder	100	100	1,369,371

Transactions during the year:

Name of the related party	Nature of transaction	2024 Amount (EUR)	2023 Amount (EUR)
Kalimela Ltd	Advances taken	8,884,907	7,127,076
CNCL B.V.	Loans and interest payable	10,589,682	1,864,092
Nadak Ltd	Expenses incurred by the group company on behalf of the company	(507)	(214,763)
Dvixen Technology Limited	Payment made net of expenses incurred by the group company on behalf of the company	35,000	(35,000)
Azure Marketing Services B.V.	Marketing services	624,331	(271,578)
Kevin Abela	Payments made on behalf of the shareholder or settlement	(1,369,271)	853,102

DS Initial



WCG B.V.

19. Subsequent events

In connection with the preparation of the financial statements, the company evaluated subsequent events after the balance sheet date of December 31, 2024. Based on their evaluation there are no subsequent events that have a significant effect on the financial statements as at December 31, 2024.

20. Authorization for issue

These financial statements for the year ended December 31, 2024 were approved by the board of directors and authorized for issue on March 24, 2025.

Board of Directors:

<u>Name</u>	<u>Function</u>	<u>Signature</u>
Xecutive Corporate Management B.V.	Statutory Director	DocuSigned by:  3508179679034CB... Signed by:  E9C1A4A3F74E4ED...