Quanta N.V.

(f.k.a Celesta Technologies N.V.)

Curaçao

Annual report 2024

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1. Report

1.1 General

Quanta N.V. (formerly known as Celesta Technologies N.V.) (hereinafter: "the Company) is a company incorporated on June 8, 2022. The Company is a limited liability company and domiciled in Curaçao, Dutch Caribbean.

Reporting period

The Company has changed its name to Quanta N.V. by notary deed of amendment dated January 8th, 2024. These annual accounts have been prepared for the fiscal year ended on 31 December 2024.

Activities

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

Managing and supporting gaming platforms for remote gaming, including software components of such platforms, whether for casino, poker or other games, whether to be operated through internet, mobile or interactive media.

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To the board of directors and the shareholders of
Quanta N.V.
Curaçao

ACCOUNTANT'S COMPILATION REPORT

The financial statements of Quanta 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 2024 and the profit and loss account for the year 2024 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 Quanta 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, February 24, 2025
ICAS B.V.
On behalf of:

Magdi Shaker M.Sc RA
Ref.: 25224S24/MS/QN

2. Financial statements

2.1 Balance sheet as at 31 December 2024

(After proposal result)

Assets	Note		EUR 12/31/2024		EUR 12/31/2023
Current assets					
Trade accounts receivable		467,951		14,099	
Sales to be invoiced		-		361,492	
Current accounts	1	94		-	
Cash & cash equivalents	2	29,283		21,810	
			497,328		397,401
Total assets			**497,328**		**397,401**

Equity & liabilities	Note		EUR 12/31/2024		EUR 12/31/2023
Shareholders equity	3				
Nominal capital		94		94	
Paid in Surplus		-		4,033	
Retained earnings		(2,636)		(6,500)	
Result for the year		93,688		37,066	
			91,146		34,693
Short term liabilities					
Current accounts	4	-		6,406	
Other liabilities and accruals	5	406,182		356,302	
			406,182		362,708
Total equity & liabilities			**497,328**		**397,401**

2.2 Statement of income and expenses for the year 2024

		EUR 2024		EUR 2023	
Turnover	6	4,715,304		1,868,159	
Direct costs	7	4,595,006		1,817,491	
Gross margin			120,298		50,668
Administrative & general expenses	8	26,610		13,602	
			(26,610)		(13,602)
Operating result			**93,688**		**37,066**
Financial results			-		-
Result before tax			**93,688**		**37,066**
Income tax expense			-		-
Net result for the period			**93,688**		**37,066**

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 accompanies 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 12/31/2024	EUR 12/31/23
1. Current accounts		
Current account shareholder	94	-
	94	**-**

	EUR 12/31/2024	EUR 12/31/2023
2. Cash & cash equivalents		
Ecommbx Ltd.	29,283	21,810
	29,283	**21,810**

3. Shareholders equity

The capital of the company consist of 100 shares with a nominal value of USD 1 each.

	Issued Share Capital	Dividenden	Results	Total
	EUR	EUR	EUR	EUR
Balance as at January 1st	94	-	34,599	34,693
Adjustment previous year	-	-	12,765	12,765
Dividend distribution	-	(50,000)	-	(50,000)
Result for the year	-	-	93,688	93,688
Balance as at December 31st	**94**	**(50,000)**	**141,052**	**91,146**

In 2024, the company made some corrections to the accounting figures, as certain expenses were incorrectly booked in the year 2023.

	EUR 12/31/2024	EUR 12/31/2023
4. Current accounts		
Current account shareholder	-	6,406
	-	**6,406**

	EUR 12/31/2024	EUR 12/31/2023
5. Other liabilities and accruals		
Trade accounts payable	406,182	58,787
Accrual accounting fees	-	950
Accrual Tax services	-	850
Relax Gaming Int. Limited inv. 2837	-	25,519
Tamaris Limited inv. 256	-	145,873
Play'n Go inv. 2023-8592	-	89,824
Yggdrasil inv. 3220	-	34,499
	406,182	**356,302**

ICAS accountants & business advisors

FOR IDENTIFICATION PURPOSES ONLY

2.5 Notes to the statement of income and expenses

	EUR 2024	EUR 2023
6. Turnover		
Software license revenue	4,715,304	1,868,159
	4,715,304	**1,868,159**
7. Direct costs		
Software license fees	4,420,310	1,802,491
Operation services rendered	140,000	-
Agency commissions fees	30,000	-
Consultancy expenses	-	15,000
Gaming license fees	4,696	-
	4,595,006	**1,817,491**
8. Administrative & general expenses		
Management fees	3,500	1,271
Domiciliation fees	250	-
License fees National Bank	75	-
Membership & contributions	130	155
Legal fees	1,600	411
Compliance services	1,696	-
Corporate services	7,403	1,646
Accounting fees	4,085	1,473
Tax services	975	1,700
Hosting fees	959	4,625
Bank charges	5,300	2,054
Other general expenses	637	267
	26,610	**13,602**

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 2024 in the amount of EUR 93,688 will be added in full to the other reserves. The Board of Directors proposes the distribution of Interim dividends amounting to EUR 50,000, based on the 2024 reserves, subject to approval at the Annual General Meeting.

This proposal needs to be determined by the General Meeting and has therefore not yet been processed in the annual accounts 2024 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:
Deirdre Maher	Statutory Director	
Guardian Corporation Curaçao B.V.	Statutory director	