TGI Entertainment N.V.
Curaçao

Annual report 2023

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1. Report

1.1 General

TGI Entertainment N.V. (hereinafter: "the Company) was incorporated on March 6^{th}, 2015 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.

ICAS
accountants
business advisors

Dr. Martin Luther King Blvd 1
P.O. Box 3077
Willemstad
Curaçao

phone +5999 788.01.38
cell +5999 516 74 23
info@icasbv.com
m.shaker@icasbv.com
www.icasbv.com

To the board of directors and the shareholders of
TGI Entertainment N.V.
Curaçao

ACCOUNTANT'S COMPILATION REPORT

The financial statements of TGI Entertainment 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 TGI Entertainment 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.

Willemstad, December 19, 2024

ICAS B.V.
namens deze

Magdi Shaker M.Sc RA
Ref.: 241219S23/MS/TE

2. Financial statements

2.1 Balance sheet as at 31 December 2023

(After proposal result)

Assets		EUR 12/31/2023		EUR 12/31/2022	
Financial assets					
Investment in subsidiaries	1	35,358		3,544	
			35,358		3,544
Current assets					
Other receivables	2	8,452		4,850	
Current accounts	3	555,356		332,596	
Cash & cash equivalents	4	322,453		322,538	
			886,261		659,984
Total assets			**921,619**		**663,528**

Equity & Liabilities		EUR 12/31/2023		EUR 12/31/2022	
Shareholders equity	5				
Nominal capital		1		1	
Dividends paid		(88,766)		-	
Retained earnings		71,111		5,837	
Result for the year		570,959		65,274	
			553,305		71,112
Provisions	6	-		17,562	
			-		17,562
Short term liabilities					
Current accounts	7	2,484		46,027	
Other Liabilities and accruals	8	365,830		528,827	
			368,314		574,854
Total equity & liabilities			**921,619**		**663,528**

2.2 Statement of income and expenses for the year 2023

		EUR		EUR	
			2023		**2022**
Turnover	9	6,119,163		5,901,890	
Direct costs	10	5,040,808		5,543,078	
Gross margin			**1,078,355**		**358,812**
IT and other operating expenses	11	38,650		10,358	
Administrative & general expenses	12	194,899		233,332	
			(233,549)		(243,690)
Operating result			**844,806**		**115,122**
Financial results (loss)	13		(273,847)		(49,848)
Result before tax			**570,959**		**65,274**
Income tax expense					
Net result for the period			**570,959**		**65,274**

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

1. Investment in subsidiaries

The Company is holder of 1,199 ordinary shares of nominal value EUR 1 each in the share capital of MTGI Services Limited. incorporated on December 6th 2016, registered of Mriehel Business Hub, Office 3, Ground Floor Triq L-Arkata l-Baxxa, Mriehel Birkirkara, BKR3000, Malta.

The Company is holder of 1,000 ordinary shares of nominal value EUR 1 each in the share capital of Spervi Limited. incorporated on March 10th 2020, registered at Riga Feraiou 7-9 Lizantia Court, Flat/Office 310 Agioi Omologites, 1087, Nicosia, Cyprus.

	EUR 12/31/2023	**EUR 12/31/2022**
Beginning balance	3,544	2
Provision loss subsidiaries	(17,561)	17,562
Adjustment subsidiary previous year	-	(50,618)
Result subsidiaries	49,375	36,598
Ending balance	**35,358**	**3,544**

	EUR 12/31/2023	**EUR 12/31/2022**
2. Other receivables		
Prepaid expenses	4,082	2,650
Retainer profit tax fees	2,375	-
Retainer A-One Data Ltd.	1,995	2,200
	8,452	**4,850**

	EUR 12/31/2023	**EUR 12/31/2022**
3. Current accounts		
Current account MTGI Services ltd	-	-
Current account Spervi ltd	352,099	332,596
Due from shareholder	203,257	-
	555,356	**332,596**

	EUR 12/31/2023	EUR 12/31/2022
4. Cash & cash equivalents		
Payment execution	564	308
UAB bank	123	2,160
Bilderlings	31,492	764
Jeton Bank	4,869	189
Dream finance	2,972	1,886
Transactworld	133,500	273,117
Solidpayments	105,040	-
Softbase card	5,929	-
Chillstock	6,111	-
Paysafe	6,341	-
Wonderpay	12,268	-
Ezeewallet	2,312	-
Gigadat Inc.	(1,820)	1,773
Flexepin	(4,468)	1,579
PAA Capital S.E.	-	29,664
Astropay	8,487	1,184
Myfinity	1,670	1,012
Payop	1,837	7,777
Cryptopay ltd.	2,685	1,125
Jeton cash/merchant	2,541	-
	322,453	**322,538**

5. Shareholders equity

The capital of the company consist of 1 share with a nominal value of EUR 1 each.

	Issued Share Capital	Accum. Results	Total
	EUR	EUR	EUR
Balance as at January 1st	1	71,111	71,112
Dividends paid		(88,766)	(88,766)
Movements	-	570,959	570,959
Balance as at December 31st	**1**	**553,304**	**553,305**

	EUR 12/31/2023	EUR 12/31/2022
6. Provisions		
Provision for subsidiaries	-	17,562
	-	**17,562**

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FOR IDENTIFICATION PURPOSES ONLY

	EUR 12/31/2023	EUR 12/31/2022
7. Current accounts		
Due to shareholder	-	37,834
Current account MTGI Services ltd	2,484	8,193
	2,484	**46,027**

	EUR 12/31/2023	EUR 12/31/2022
8. Other Liabilities and accruals		
Trade payables	300,988	520,491
Other Accruals	60,992	8,336
Accrual accounting fees	3,000	-
Accrual tax fees	850	-
	365,830	**528,827**

2.5 Notes to the statement of income and expenses

	EUR 2023	EUR 2022
9. Turnover		
Casino revenue	5,426,330	7,558,972
Revenue PSP	6,652,214	-
Casino cost	(4,162,177)	-
Payouts	(1,797,204)	(1,657,082)
	6,119,163	**5,901,890**
10. Direct costs		
Payment processing fees	330,462	633,955
Consultancy expenses	123,660	127,150
Processing fees	-	39,722
Gateway fees	-	23,500
SEO Affiliation expenses	-	2,700
Software development fees	60,758	150,000
Hosting/Domain fees	121,869	97,159
Billing agent fees	66,687	80,185
Customer support services	407,000	1,011,450
Software provider fees	2,274,978	1,611,222
Marketing expenses	533,032	612,473
Commission affiliates	1,122,362	1,153,562
	5,040,808	**5,543,078**
11. IT and other operating expenses		
Gaming license fees	14,239	7,500
ICT maintenance services	24,411	2,858
	38,650	**10,358**
12. Administrative & general expenses		
Management fees	2,750	2,500
Membership & contribution fees	90	120
Domiciliation fees	350	350
License fees National bank	75	75
Corporate services	9,778	8,432
Accounting expenses	9,922	7,873
Tax services	1,225	875
Legal fees	435	4,370
Professional fees	55,178	32,541
Travel & lodging expenses	83,196	72,346
Internet expenses	-	800
Notary expenses	1,485	2,173
Courier expenses	-	225
Bank charges	26,391	99,689
Other general expenses	4,024	963
	194,899	**233,332**
13. Financial results (loss)		
Realized exchange gain/loss currency	(23,566)	16,575
Unrealized exchange gain/loss currency	(47)	-
Miscellaneous Gains/losses	(299,609)	(52,403)
Adjustment value subsidiaries	-	(50,618)
Result subsidiaries	49,375	36,598
	(273,847)	**(49,848)**

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 570,959 will be added in full to the other reserves. The Board of Directors, following consideration of the availability of profits for distribution as well as the liquidity position of the Company recommend the payment of a dividend of EUR 88,766.

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	