

**TGI Entertainment N.V.**

Curaçao

Annual report 2024

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## 1 Report

### 1.1 General

#### *Company Overview*

TGI Entertainment N.V. (hereinafter referred to as "the Company") is a limited liability company incorporated on March 6, 2015 and domiciled in Curaçao, Dutch Caribbean.

#### *Reporting Period*

The financial statements have been prepared for the financial year ended 31 December 2024.

#### *Business Activities*

The Company's primary activities, carried out from its legal seat in Curaçao, involve the organization, marketing, promotion, management, support, and operation of various remote gaming activities. This includes, but is not limited to, all types of games, betting, betting exchanges, interactive casinos, bingo, lotteries, poker, and other interactive games. These services are provided to clients residing or established outside of Curaçao.

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 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.

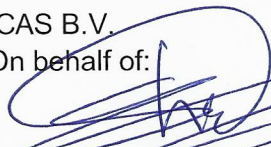
In a compilation engagement, you are responsible for ensuring that you provide us with all relevant information and that this information is correct. Therefore, we have conducted our work, in accordance with the applicable regulations, on the assumption that you have fulfilled your responsibility. To conclude our work, we have read the financial statements as a whole to consider whether the financial statements as presented correspond with our understanding 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, November 10, 2025

ICAS B.V.

On behalf of:

  
Magdi Shaker M.Sc RA  
Ref: 251110S24/MS/TE

## 2 Financial Statements

### 2.1 Balance Sheet as at 31 December 2024

(After proposal result)

| Assets                                |   | EUR<br>31-Dec-24      |         | EUR<br>31-Dec-23          |
|---------------------------------------|---|-----------------------|---------|---------------------------|
| <b>Financial Assets</b>               |   |                       |         |                           |
| Investment in Subsidiaries            | 1 | <u>64,530</u>         | 64,530  | <u>35,358</u><br>35,358   |
| <b>Current Assets</b>                 |   |                       |         |                           |
| Other Receivables                     | 2 | 1,123                 |         | 8,452                     |
| Payment Processing Account            | 3 | 183,268               |         | 352,099                   |
| Current Account Receivable            | 4 | 294,757               |         | 203,257                   |
| Cash & Cash Equivalents               | 5 | <u>328,622</u>        | 807,770 | <u>322,453</u><br>886,261 |
| <b>Total Assets</b>                   |   | <u><b>872,300</b></u> |         | <u><b>921,619</b></u>     |
| <b>Equity &amp; Liabilities</b>       |   |                       |         |                           |
| <b>Shareholders' Equity</b>           | 6 |                       |         |                           |
| Share Capital                         |   | 1                     |         | 1                         |
| Retained Earnings                     |   | 553,304               |         | (17,655)                  |
| Result for the Year                   |   | <u>(56,487)</u>       | 496,818 | <u>570,959</u><br>553,305 |
| <b>Current liabilities</b>            |   |                       |         |                           |
| Trade Payables                        |   | 370,498               |         | 300,988                   |
| Payment Processing Account            | 7 | 2,484                 |         | 2,484                     |
| Accruals and Other Payables           | 8 | <u>2,500</u>          | 375,482 | <u>64,842</u><br>368,314  |
| <b>Total Equity &amp; Liabilities</b> |   | <u><b>872,300</b></u> |         | <u><b>921,619</b></u>     |

## 2.2 Statement of Income and Expenses for the Year 2024

|                                   |    | EUR<br>2024      | EUR<br>2023      |
|-----------------------------------|----|------------------|------------------|
| Turnover                          | 9  | 3,040,982        | 6,119,163        |
| Direct Costs                      | 10 | <u>2,611,655</u> | <u>4,524,387</u> |
| <b>Gross margin</b>               |    | 429,327          | 1,594,776        |
| <b>Operating Expenses</b>         |    |                  |                  |
| Other Operating Expenses          | 11 | 131,809          | 555,071          |
| Administrative & General Expenses | 12 | <u>311,007</u>   | <u>194,899</u>   |
|                                   |    | (442,816)        | (749,970)        |
| <b>Operating Result (EBIT)</b>    |    | <u>(13,489)</u>  | <u>844,806</u>   |
| Extraordinary Income/ (Expenses)  |    | (63,186)         | (299,609)        |
| Result from Subsidiaries          | 13 | 29,172           | 49,375           |
| Financial Result                  | 14 | (8,984)          | (23,613)         |
| <b>Result before Tax</b>          |    | <u>(56,487)</u>  | <u>570,959</u>   |
| Corporate Income Tax              |    | -                | -                |
| <b>Net Result for the Period</b>  |    | <u>(56,487)</u>  | <u>570,959</u>   |

## 2.3 Notes to the Financial Statements

### *General*

The financial statements have been prepared in accordance with Chapter 9, Book 2 of the Curaçao Civil Code and accounting principles generally accepted in the Netherlands (Dutch GAAP).

Income and expenses are accounted for on an accrual basis. Profits are included only to the extent that they are realized as of the 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 the preparation of the financial statements.

### *Continuity*

These financial statements have been prepared on a going concern basis. The going concern assumption presumes 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 if the going concern assumption does not hold. Consequently, the Company has applied accounting principles based on the going concern assumption.

### *Translation of foreign currency*

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

Transactions in foreign currencies during the financial year are recognized in the financial statements at the exchange rates prevailing at the transaction date. Exchange differences resulting from the translation as at the 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 results takes place under the historical cost convention, unless stated otherwise. Assets and liabilities are generally valued according to the cost model.

### *Financial Assets*

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

Associated companies with negative net equity are valued at nil. If the Company has fully or partly guaranteed the liabilities of the associated company, or has an effective obligation to enable the associated company to meet its liabilities, a provision is formed. In determining this provision, any provisions for doubtful receivables from the associated company are taken into account.

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

***Trade Receivable***

Upon initial recognition, receivables are stated at fair value, and subsequently measured at amortized cost. In practice, this is usually the face value. Provisions deemed necessary for possible bad debts are deducted, based on individual assessments.

***Payment Processing Accounts***

Payment processing accounts represent funds held or processed by third parties or subsidiaries on behalf of the Company. These accounts are classified under current assets or current liabilities depending on their nature and balance.

***Equity***

Financial instruments are classified as equity if they have the substance of equity instruments, regardless of their legal form.

***Provisions***

Provisions are recognized for legal or constructive obligations that exist at the balance sheet date and for which it is probable that an outflow of resources will be required, and the amount can be reliably estimated.

***Current Liabilities***

Current liabilities are initially recognized at fair value and subsequently measured at amortized cost.

**Accounting Policies in Respect of Determination of Results**

***Turnover***

Turnover represents the income from services rendered during the financial year, excluding value added tax. Revenue is recognized in proportion to the stage of completion of the service. The cost of providing the services is allocated to the same period.

***Other Operating Expenses***

Expenses are recognized on an accrual basis and allocated to the period to which they relate.

***Financial Results***

Interest income and expenses include interest received from or paid to third parties and group companies.

***Result from Subsidiaries***

The result from subsidiaries includes the Company's share in the results of associated companies, based on the net asset value method. Changes in related provisions are also recorded here.

***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 accounting and profit calculated for taxation purposes. Deferred tax assets are recognized only if their realization is probable.

**2.4 Notes to the Balance Sheet**

*All amounts are stated in EUR, unless otherwise indicated.*

**1. Investment in Subsidiaries**

The Company holds 1,000 ordinary shares with a nominal value of EUR 1 each in the share capital of MTGI Services Limited. incorporated on December 6<sup>th</sup> 2016 under the laws of Malta. The entity is registered at Mriehel Business Hub, Office 3, Ground Floor Triq L-Arkata I-Baxxa, Mriehel Birkirkara, BKR3000, Malta.

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

|                                      | <u>31-Dec-24</u> | <u>31-Dec-23</u> |
|--------------------------------------|------------------|------------------|
| Beginning balance                    | 35,358           | 3,544            |
| Results subsidiaries                 | 29,172           | 49,375           |
| Provision subsidiaries               | -                | (17,561)         |
|                                      | <u>64,530</u>    | <u>35,358</u>    |
| <b>2. Other Receivables</b>          |                  |                  |
| Prepaid Expenses                     | -                | 4,082            |
| Retainer                             | 1,123            | 2,375            |
| Retainer A-One Data Ltd.             | -                | 1,995            |
|                                      | <u>1,123</u>     | <u>8,452</u>     |
| <b>3. Payment Processing Account</b> |                  |                  |
| Spervi Ltd.                          | 183,268          | 352,099          |
|                                      | <u>183,268</u>   | <u>352,099</u>   |
| <b>3. Current Account Receivable</b> |                  |                  |
| C/A Shareholder                      | 294,757          | 203,257          |
|                                      | <u>294,757</u>   | <u>203,257</u>   |

|                                       | <u>31-Dec-24</u>      | <u>31-Dec-23</u>      |
|---------------------------------------|-----------------------|-----------------------|
| <b>4. Cash &amp; Cash Equivalents</b> |                       |                       |
| Payment execution                     | 76,422                | 564                   |
| UAB bank                              | 123                   | 123                   |
| Bilderlings                           | 399                   | 31,492                |
| Jeton Bank                            | 2,206                 | 4,869                 |
| Dream finance                         | 4,173                 | 2,972                 |
| Transactworld                         | 78,068                | 133,500               |
| Solidpayments                         | 75,037                | 105,040               |
| Softbase card                         | 47,470                | 5,929                 |
| Chillstock                            | -                     | 6,111                 |
| Paysafe                               | 6,341                 | 6,341                 |
| Wonderpay                             | 12,268                | 12,268                |
| Ezeewallet                            | 1,910                 | 2,312                 |
| Gigadat Inc.                          | 1,727                 | (1,820)               |
| Flexepin                              | 3,851                 | (4,468)               |
| Dreamzpay                             | 6,020                 | -                     |
| Direct Hexo                           | 6,410                 | -                     |
| Astropay                              | 204                   | 8,487                 |
| Myfinity                              | 486                   | 1,670                 |
| Payop                                 | 1,837                 | 1,837                 |
| Cryptopay Ltd.                        | 469                   | 2,685                 |
| Jeton cash/merchant                   | 3,201                 | 2,541                 |
|                                       | <u><b>328,622</b></u> | <u><b>322,453</b></u> |

**5. Shareholders' Equity**

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

|                                         | Issued<br>Share<br>Capital | Other<br>Reserves | Retained<br>earnings  | Net Result             | Total                 |
|-----------------------------------------|----------------------------|-------------------|-----------------------|------------------------|-----------------------|
| Balance as at January 1 <sup>st</sup>   | 1                          | -                 | (17,655)              | 570,959                | <b>553,305</b>        |
| Result previous year                    | -                          | -                 | 570,959               | (570,959)              | -                     |
| Movements                               | -                          | -                 |                       | (56,487)               | <b>(56,487)</b>       |
| Balance as at December 31 <sup>st</sup> | <u><b>1</b></u>            | <u>-</u>          | <u><b>553,304</b></u> | <u><b>(56,487)</b></u> | <u><b>496,818</b></u> |

|                                       | <u>31-Dec-24</u>    | <u>31-Dec-23</u>     |
|---------------------------------------|---------------------|----------------------|
| <b>7. Payment Processing Account</b>  |                     |                      |
| MTGI Services Ltd.                    | 2,484               | 2,484                |
|                                       | <u><b>2,484</b></u> | <u><b>2,484</b></u>  |
| <b>8. Accruals and Other Payables</b> |                     |                      |
| Accruals                              | 2,500               | 64,842               |
|                                       | <u><b>2,500</b></u> | <u><b>64,842</b></u> |

**2.5 Notes to the Statement of Income and Expenses***All amounts are stated in EUR, unless otherwise indicated.*

|                                                 | <u>2024</u>             | <u>2023</u>             |
|-------------------------------------------------|-------------------------|-------------------------|
| <b>9. Turnover</b>                              |                         |                         |
| Gaming Revenue                                  | 9,682,902               | 12,078,544              |
| Casino cost                                     | -                       | (4,162,177)             |
| Payouts                                         | (6,641,920)             | (1,797,204)             |
|                                                 | <u><b>3,040,982</b></u> | <u><b>6,119,163</b></u> |
| <b>10. Direct Costs</b>                         |                         |                         |
| Affiliate Commissions                           | 859,554                 | 1,122,362               |
| Marketing & Advertising Expenses                | 213,429                 | 533,032                 |
| Agent / Payment Processing Services             | 58,557                  | 66,687                  |
| Merchant Processing Fees                        | 711,289                 | 330,462                 |
| Software License Fees                           | 670,141                 | 2,274,978               |
| Domain & Hosting Fees                           | 85,110                  | 121,869                 |
| Software Development Costs                      | -                       | 60,758                  |
| Curaçao Gaming License Fees                     | 13,575                  | 14,239                  |
|                                                 | <u><b>2,611,655</b></u> | <u><b>4,524,387</b></u> |
| <b>11 Other Operating Expenses</b>              |                         |                         |
| Marketing & Web Design Fees                     | 57,950                  | -                       |
| IT Consultancy Expense                          | 57,600                  | 123,660                 |
| Exhibition/ Conference Expense                  | 16,259                  | -                       |
| Customer support services                       | -                       | 407,000                 |
| Other IT/ Operating Expenses                    | -                       | 24,411                  |
|                                                 | <u><b>131,809</b></u>   | <u><b>555,071</b></u>   |
| <b>12 Administrative &amp; General Expenses</b> |                         |                         |
| Management Fees                                 | 2,750                   | 2,750                   |
| Corporate Secretarial Services                  | 6,850                   | 9,778                   |
| Notary & Legal Fees                             | 1,643                   | 1,920                   |
| Compliance Services                             | 8,443                   | -                       |
| Accounting & Tax Advisory Fees                  | 5,783                   | 11,147                  |
| Consulting & Professional Fees                  | 96,650                  | 55,178                  |
| Bank Charges                                    | 26,271                  | 26,391                  |
| Tax Fines and Penalties                         | 750                     | -                       |
| Travel and Lodging Expenses                     | 65,376                  | 83,196                  |
| Subscriptions Fees                              | 94,499                  | -                       |
| Courier Expenses                                | 180                     | -                       |
| Other General Expenses                          | 1,812                   | 4,539                   |
|                                                 | <u><b>311,007</b></u>   | <u><b>194,899</b></u>   |
| <b>13 Result from Subsidiaries</b>              |                         |                         |
| Profit / (Loss) from Subsidiaries               | 29,172                  | 49,375                  |
|                                                 | <u><b>29,172</b></u>    | <u><b>49,375</b></u>    |
| <b>14 Financial Result</b>                      |                         |                         |
| Realized Foreign Exchange Gain / (Loss)         | -                       | (23,566)                |
| Unrealized Foreign Exchange Gain / (Loss)       | (8,984)                 | (47)                    |
|                                                 | <u><b>(8,984)</b></u>   | <u><b>(23,613)</b></u>  |

### 3 Other Information

#### 3.1 Statutory Provisions Regarding the Appropriation of Result

In accordance with the Articles of Incorporation, the profit is at the disposal of the General Meeting of Shareholders. Any distribution of profit shall take place following the approval of the annual accounts. Accordingly, the following has been proposed regarding the appropriation of the result.

#### 3.2 Appropriation of Result

The management proposes to appropriate the result for the financial year as follows:

The negative result for the year 2024, amounting to EUR 56,487 will be deducted from the retained earnings. This proposal is subject to the approval of the General Meeting of Shareholders and will be incorporated in the financial statements of the following financial year.

#### 3.3 Subsequent Events

There are no events after the balance sheet date that have a material impact on these financial statements requiring additional disclosure.

Global Related Services B.V.  
Statutory Director

Signature:

