

Disrupt Entertainment Limited N.V.

Curaçao

Annual report 2024

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1 Report

1.1 General

Company Overview

Disrupt Entertainment Limited N.V. (hereinafter referred to as "the Company") is a limited liability company incorporated on May 27, 2016 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
Disrupt Entertainment Limited N.V.
Curaçao

ACCOUNTANT'S COMPILATION REPORT

The financial statements of Disrupt Entertainment Limited 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.

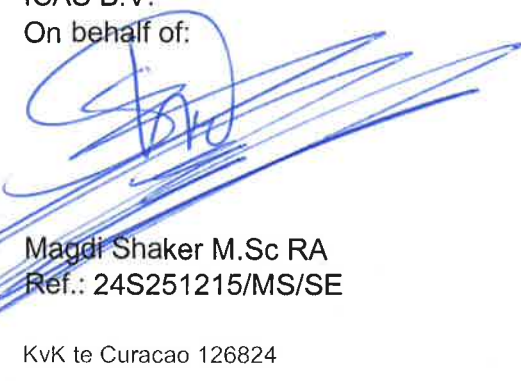
This compilation engagement has been performed by us in accordance with Curaçao law, including the Dutch Standard 4410, 'Compilation engagements', which is applicable to accountants. The standard requires us to assist you in the preparation and presentation of the financial statements in accordance with 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 Disrupt Entertainment Limited 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 15, 2025

ICAS B.V.
On behalf of:



Magdi Shaker M.Sc RA
Ref.: 24S251215/MS/SE

2 Financial Statements

2.1 Balance Sheet as at 31 December 2024

(After proposal result)

Assets		EUR 31-Dec-24		EUR 31-Dec-23	
Financial Assets					
Investment in Subsidiaries	1	<u>1,001</u>	1,001	<u>1,001</u>	1,001
Current Assets					
Trade Receivables		41,341		41,341	
Other Receivables	2	838		10,496	
Cash & Cash Equivalents	3	<u>18,420</u>	60,599	<u>204,958</u>	256,795
Total Assets		<u>61,600</u>		<u>257,796</u>	
Equity & Liabilities					
Shareholders' Equity	4				
Share Capital		1,000		1,000	
Retained Earnings		(23,529)		(194,143)	
Result for the Year		<u>(77,003)</u>	(99,532)	<u>170,614</u>	(22,529)
Provisions					
Provisions for Subsidiaries	5	<u>43,908</u>	43,908	<u>43,908</u>	43,908
Current liabilities					
Trade Payables		34,191		65,658	
Payment Processing Account	6	34,778		35,073	
Current Account Payable	7	43,857		43,857	
Player Liabilities		-		87,129	
Accruals and Other Payables	8	<u>4,398</u>	117,224	<u>4,700</u>	236,417
Total Equity & Liabilities		<u>61,600</u>		<u>257,796</u>	

2.2 Statement of Income and Expenses for the Year 2024

		EUR 2024	EUR 2023
Turnover	9	(49,296)	333,552
Direct Costs	10	<u>22,599</u>	<u>176,607</u>
Gross margin		(71,895)	156,945
Operating Expenses			
Administrative & General Expenses	11	<u>23,441</u>	<u>16,097</u>
		(23,441)	(16,097)
Operating Result (EBIT)		<u>(95,336)</u>	<u>140,848</u>
Extraordinary Income/ (Expenses)		19,821	29,766
Financial Result	12	185	-
Result before Tax		<u>(75,330)</u>	<u>170,614</u>
Corporate Income Tax Previous Year		(1,673)	-
Net Result for the Period		<u>(77,003)</u>	<u>170,614</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 Disrupt Processing Ltd. incorporated on May 27th 2016, under the laws of Malta. The entity is registered at II Piazzetta A, Suite 21, Tower Road in Sliema, Malta. Company did not engage in any activities during year 2022 and has been placed in voluntary liquidation.

The Company holds 1,000 ordinary shares with a nominal value of EUR 1 each in the share capital of Spin City Ltd. incorporated on May 27th 2020 under the laws of Cyprus. The entity is registered at Tseriou, 136 Strovolos, 2045, in Nicosia, Cyprus.

	31-Dec-24	31-Dec-23
Spin City Limited (Cyprus)	1,000	1,000
Disrupt Processing limited	1	1
	1,001	1,001

2. Other Receivables

Prepaid Expenses	-	7,260
Retainer Pending Regulatory Charges	838	925
Retainer A-One Data Ltd.	-	2,311
	838	10,496

3. Cash & Cash Equivalents

Coinspaid	82	95,952
Paymix	17,599	99,783
Skrill	-	5,939
Muchbetter	739	3,284
	18,420	204,958

2.4 Notes to the Balance Sheet

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

4. Shareholders' Equity

The share capital of the Company consist of 1,000 ordinary shares with a nominal value of EUR 1 each.

	Issued Share Capital	Other Reserves	Retained earnings	Net Result	Total
Balance as at January 1 st	1,000	-	(194,143)	170,614	(22,529)
Result previous year	-	-	170,614	(170,614)	-
Movements	-	-	-	(77,003)	(77,003)
Balance as at December 31 st	1,000	-	(23,529)	(77,003)	(99,532)

	31-Dec-24	31-Dec-23
5. Provisions for Subsidiaries		
Provisions Subsidiaries	43,908	43,908
	43,908	43,908
6. Payment Processing Account		
Disrupt Processing Ltd.	30,778	31,073
Spin City Ltd.	4,000	4,000
	34,778	35,073
7. Current Account Payable		
C/A Shareholder	43,857	43,857
	43,857	43,857
8. Accruals and Other Payables		
Profit Tax Payable previous year	1,673	-
Accruals	2,725	4,700
	4,398	4,700

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>
9. Turnover		
Gaming Revenue Deposits	54,131	-
Gaming Withdrawals	(103,427)	-
Software Revenue	-	333,552
	<u>(49,296)</u>	<u>333,552</u>
10. Direct Costs		
Agent / Payment Processing Services	-	5,605
Merchant Processing Fees	674	-
Software License Fees	2,160	157,155
Curaçao Gaming License Fees	19,765	13,847
	<u>22,599</u>	<u>176,607</u>
11 Administrative & General Expenses		
Management Fees	2,550	2,550
Corporate Secretarial Services	2,267	2,911
Notary & Legal Fees	490	610
Compliance Services	6,901	-
Accounting & Tax Advisory Fees	5,016	7,102
Consulting & Professional Fees	3,799	-
Bank Charges	932	1,599
Tax Fines and Penalties	125	-
Courier Expenses	-	107
Other General Expenses	1,361	1,218
	<u>23,441</u>	<u>16,097</u>
12 Financial Result		
Unrealized Foreign Exchange Gain / (Loss)	185	-
	<u>185</u>	<u>-</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 77,003 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.

Guardian Corporation Curaçao B.V.
Statutory Director

Signature:

