

Disrupt Entertainment Limited N.V.
Curaçao

Annual report 2023



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1. Report

1.1 General

Disrupt Entertainment Limited N.V. (hereinafter: "the Company") is a company incorporated on May 27, 2016. The Company is a limited liability company and domiciled in Curaçao, Dutch Caribbean.

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.

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

COMPILATION REPORT

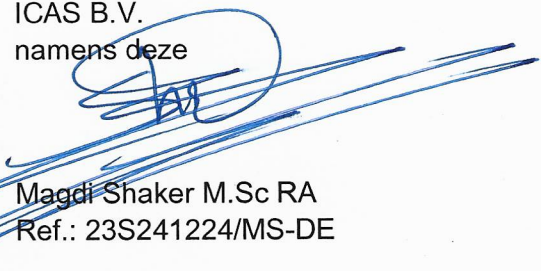
The financial statements of Disrupt Entertainment Limited N.V based in Curaçao have been compiled by us using the information provided by you. The financial statements comprise the balance sheet as at 31 December 2023 and the profit and loss account for the year 2023 with the accompanying explanatory 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 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 24, 2024
ICAS B.V.
namens deze



Magdi Shaker M.Sc RA
Ref.: 23S241224/MS-DE

2. Financial statements

2.1 Balance sheet as at 31 December 2023

(After proposal result)

		EUR 12/31/2023	EUR 12/31/2022
Assets			
Financial assets			
Investments	1	<u>1,001</u>	<u>1,001</u>
		1,001	1,001
Current assets			
Trade receivables		41,341	17,844
Other receivables	2	10,496	9,962
Cash & cash equivalents	3	<u>204,958</u>	<u>209,928</u>
		256,795	237,734
Total assets		<u>257,796</u>	<u>238,735</u>
Equity & Liabilities			
Shareholders equity	4		
Nominal capital		1,000	1,000
Retained earnings		(194,143)	(272,395)
Result for the year		<u>170,614</u>	<u>78,252</u>
		(22,529)	(193,143)
Provisions	5	<u>43,908</u>	<u>43,908</u>
		43,908.00	43,908.00
Short term liabilities			
Current accounts	6	78,930	114,930
Other Liabilities and accruals	7	<u>157,487</u>	<u>273,040</u>
		236,417	387,970
Total equity & liabilities		<u>257,796</u>	<u>238,735</u>

2.2 Statement of income and expenses for the year 2023

		EUR 2023	EUR 2022
Turnover	8	333,552	416,355
Direct costs	9	<u>176,607</u>	<u>332,305</u>
Gross margin		156,945	84,050
Administrative & general expenses	10	<u>16,097</u>	<u>10,798</u>
		(16,097)	(10,798)
Operating result		<u>140,848</u>	<u>73,252</u>
Financial results	11	29,766	5,000
Result before tax		<u>170,614</u>	<u>78,252</u>
Income tax expense			
Net result for the period		<u>170,614</u>	<u>78,252</u>

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 companies 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. Investments

Investment in Disrupt Processing Ltd.

The Company is holder of 1,200 ordinary shares of nominal value EUR 1 each in the share capital of Disrupt Processing Ltd. incorporated on May 27th 2016, registered at Il Piazzetta A, Suite 21, Tower Road, Sliema, Malta. Company did not engage in any activities during year 2022 and has been placed in voluntary liquidation.

Investment in Spin City Ltd.

The Company is holder of 1,000 ordinary shares of nominal value EUR 1 each in the share capital of Spin City Ltd. incorporated on May 27th 2020, registered at Tseriou, 136 Strovolos, 2045, Nicosia, Cyprus. Company did not engage in any activities during year 2022 and has been placed in voluntary liquidation.

		EUR 12/31/2023	EUR 12/31/2022
Spin City Limited (Cyprus)	100%	1,000	1,000
Disrupt Processing limited	100%	<u>1</u>	<u>1</u>
Ending balance		<u>1,001</u>	<u>1,001</u>

		EUR 12/31/2023	EUR 12/31/2022
2. Other receivables			
Retainer A-One Data Ltd.		2,311	2,327
Retainer tax		925	375
Prepaid expenses		<u>7,260</u>	<u>7,260</u>
		<u>10,496</u>	<u>9,962</u>

		EUR 12/31/2023	EUR 12/31/2022
3. Cash & cash equivalents			
Coinspaid		95,952	95,952
Paymix		99,783	104,753
Skrill		5,939	5,939
Muchbetter		<u>3,284</u>	<u>3,284</u>
		<u>204,958</u>	<u>209,928</u>

4. Shareholders equity

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

	Issued Share capital	Accum. Results	Total
	EUR	EUR	EUR
Balance as at January 1 st	1,000	(194,143)	(193,143)
Movements	-	170,614	170,614
Balance as at December 31 st	1,000	(23,529)	(22,529)

	EUR 12/31/2023	EUR 12/31/2022
5. Provisions		
Provisions Disrupt Processing Ltd.	43,908	43,908
	43,908	43,908

	EUR 12/31/2023	EUR 12/31/2022
6. Current accounts		
Due to Disrupt Processing Ltd.	31,073	31,073
Due to Spin City Ltd.	4,000	4,000
Due to shareholder	43,857	79,857
	78,930	114,930

	EUR 12/31/2023	EUR 12/31/2022
7. Other Liabilities and accruals		
Trade accounts payable	65,658	178,861
Player balances	87,129	87,129
Accrual tax fees	1,700	2,550
Accrual accounting fees	3,000	4,500
	157,487	273,040

2.5 Notes to the statement of income and expenses

	EUR 2023	EUR 2022
8. Turnover		
Casino revenue	-	41,687
Casino payouts	-	(46,687)
Software revenue	333,552	421,355
	333,552	416,355
9. Direct costs		
Software license fees	157,155	318,931
Gaming license fees	13,847	13,045
Payment processing fees	5,605	329
	176,607	332,305
10. Administrative & general expenses		
Management fees	2,550	2,300
Membership & contribution fees	90	75
License fees National bank	75	60
Domiciliation fees	350	350
Corporate secretarial fees	2,911	1,983
Courier expenses	107	-
Legal fees	610	90
Consulting fees	-	-
Accounting expenses	6,057	2,866
Tax advisory fees	1,045	850
Professional fees	-	-
Bank charges	1,599	1,865
Other general expenses	703	359
	16,097	10,798
11. Financial results (expenses)		
Miscellaneous gains/losses	29,766	5,000
	29,766	5,000

Disrupt Entertainment Limited N.V.

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 170,164 will be added in full to the other reserves.

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:

Guardian Corporation Curaçao B.V.

Statutory director

