

Lab49 Consulting Holdings Limited

Directors' Report and Consolidated Financial Statements
for the financial year ended 31 December 2024

DIRECTORS' REPORT AND CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 December 2024

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LAB49 CONSULTING HOLDINGS LIMITED

COMPANY INFORMATION

DIRECTORS	C. Casey (Irish) J. Victory (Irish)
SECRETARY	N. Griffin (British)
REGISTERED OFFICE	2nd Floor, Styne House, Hatch Street Upper, Dublin 2, Ireland.
REGISTERED NUMBER OF INCORPORATION	464205
AUDITOR	PricewaterhouseCoopers, Chartered Accountants and Statutory Auditors, One Spencer Dock, North Wall Quay, Dublin 1, Ireland.

DIRECTORS' REPORT
for the year ended 31 December 2024

The board of directors (the "Board") presents herewith its report and audited consolidated financial statements ("financial statements" or "consolidated financial statements") of Lab49 Consulting Holdings Limited (the "Company") for the financial year ended 31 December 2024.

PRINCIPAL ACTIVITIES, REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The principal activities of the Company and its subsidiaries (the "Group") are to provide consultancy services, software development services and create and market computer software for the financial services industry.

The Group generates revenue from product and data licences and from professional services. The Group intends to continue to grow organically and through acquisitions.

Financial performance indicators

The Group's key measures of financial performance are revenue, EBITDA (earnings before interest, taxation, depreciation, amortisation and impairment of intangible and financial assets), profit / (loss) for the year and net operating cash flows.

Revenue

The Group's total revenue was \$13.9 million in 2024 (2023: \$15.2 million). The decrease in total revenue for 2024 as compared to 2023 is \$1.3 million or 8.6%. See the Consolidated Statement of Comprehensive Income and note 3 for further details.

EBITDA

The Group's EBITDA was \$0.3 million in 2024 (2023: \$2.9 million). The decrease in EBITDA for 2024 as compared to 2023 is \$2.6 million or 89.7%. See the Consolidated Statement of Comprehensive Income for further details.

Profit / (loss) for the year

The Group's loss for the year was \$3.4 million in 2024 (2023: profit for the year of \$0.9 million). The decrease in result for the year for 2024 as compared to 2023 is \$4.3 million largely driven by reduced profitability and impairment of intangible assets. See the Consolidated Statement of Comprehensive Income for further details.

Net operating cash flows

Net operating cash flows ("NOCF") are \$2.6 million in 2024 (2023: \$1.7 million). The increase in net operating cash flows for 2024 compared to 2023 is \$0.9 million or 52.9% largely driven by working capital movements. See the Consolidated Statement of Cash Flows for further details.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties which the Group faces are:

- The Group derives a significant portion of its revenues from customers in the financial services. The Group's business, financial condition and operating results could be adversely affected by significant changes in this sector;
- Consolidation of customers as well as cost-cutting across our customer base could impact the Group's available markets and revenue growth;
- The Group generates a significant percentage of its revenues from recurring, subscription-based arrangements, and the Group's ability to maintain existing revenues and to generate higher revenues is dependent in part on maintaining a high customer retention rate;
- The Group depends on large transactions from a limited number of customers for a significant portion of its revenue and the delay or loss of any large customer orders could adversely affect the Group's business, financial condition and operating results;
- Potential defects in the Group's products or failure to provide services for the Group's customers could cause the Group's revenue to decrease, cause the Group to lose customers and damage the Group's reputation;

DIRECTORS' REPORT
for the year ended 31 December 2024 (continued)

PRINCIPAL RISKS AND UNCERTAINTIES (continued)

- The Group has a limited ability to protect its intellectual property rights, and others could obtain and use the Group's technology without authorisation;
- The Group may be exposed to significant liability if it infringes the intellectual property or proprietary rights of others; and
- The Group has funded its activities through, operating cash flows. The Group expects that the proceeds of current working capital and revenues will fund its existing operations and payment obligations. However, if the Group's capital requirements are greater than expected, or if revenues are not sufficient to fund operations, the Group may need to find additional financing which may not be available on attractive terms or at all.

The Group has insurances, business policies and organisational structures to limit these risks and uncertainties. The Board and management regularly review, reassess and proactively limit the associated risks.

ACCOUNTING RECORDS

The Board is responsible for ensuring that adequate accounting records, as outlined in Sections 281 to 285 of the Companies Act 2014, are kept by the Company. The Board believes that it has complied with this requirement by providing adequate resources to maintain proper books and accounting records throughout the Group including the appointment of personnel with appropriate qualifications, experience and expertise. These books and accounting records are maintained at the registered office, 2nd Floor, Styne House, Hatch Street Upper, Dublin 2, Ireland.

DIRECTORS AND THEIR INTERESTS

The interests of the directors and company secretary who served at the end of the financial year in the shares of the Company or other Group companies are set out in note 25 to the financial statements.

A full list of the directors who served during the year is disclosed on page 2.

DIVIDENDS

In 2024, the Board did not recommend payment of dividends (2023: \$9.4 million).

EVENTS SINCE THE STATEMENT OF FINANCIAL POSITION DATE

In June and December 2025, the Company declared and paid dividends of \$2.3 million and \$2.8 million, respectively.

RESEARCH AND DEVELOPMENT

Research and development ("R&D") are concentrated on the development of solutions for trading, treasury and commodity management. The capitalised development costs are shown in note 12. All other development costs are expensed as incurred.

GOING CONCERN

The consolidated and Company financial statements have been prepared on the going concern basis of accounting. The time-period that the Board has considered in evaluating the appropriateness of the going concern basis of accounting is a period of 12 months from the date of approval of the financial statements (the 'period of assessment').

The Board has considered the Group's business activities and how it generates value, together with the main trends and factors likely to affect future development, business performance and financial position of the Group.

DIRECTORS' REPORT
for the year ended 31 December 2024 (continued)

GOING CONCERN (continued)

The Board has also considered the budget of the Group, both a base case and a severe but plausible downside case, and also examined the financial position of the Group, including cash flows and liquidity position and borrowing facility. As a result of this review, the Board has satisfied itself and considers it appropriate that the Group and the Company is a going concern, having adequate resources to continue in operational existence for the foreseeable future and has not identified any material uncertainties that would cast significant doubt on the Group's and the Company's ability to continue as a going concern over the period of assessment.

DIRECTORS' RESPONSIBILITIES STATEMENT

The Board is responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Board to prepare financial statements for each financial year. Under that law, the Board has elected to prepare the Group financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and the Company financial statements in accordance with Generally Accepted Accounting Practice (GAAP) in the Republic of Ireland (Financial Reporting Standard 101 *Reduced Disclosure Framework* (FRS 101)).

Under company law, the Board must not approve the financial statements unless it is satisfied that they give a true and fair view of the assets, liabilities and financial position of the Group and Company as at the year-end date and of the profit or loss of the Group and the Company for the year and otherwise comply with the Companies Act 2014.

In preparing those financial statements, the Board is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards;
- assess the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- prepare the financial statements on the going concern basis unless they either intend to liquidate the Company or to cease operations or have no realistic alternative but to do so.

The Board is responsible for ensuring that the Group and Company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the Group and Company, enable at any time the assets, liabilities, financial position and profit or loss of the Group and Company to be determined with reasonable accuracy, enable it to ensure that the financial statements and Directors' Report comply with the Companies Act 2014 and enable the financial statements to be audited. The Board is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

EMPLOYEE MATTERS

The well-being of the Group's employees is safeguarded through the strict adherence to health and safety standards. The Safety, Health and Welfare at Work Act, 2005 imposes certain requirements on the directors, managers and employees. The Group has taken the necessary action to ensure compliance with the Act, including the adoption of a safety statement.

LAB49 CONSULTING HOLDINGS LIMITED

DIRECTORS' REPORT for the year ended 31 December 2024 (continued)

ENVIRONMENTAL MATTERS

The Group will seek to minimise adverse impacts on the environment from its activities, whilst continuing to address health, safety and economic issues. The Group has complied with all applicable legislation and regulations.

AUDIT COMMITTEE

The Group has not constituted an audit committee as the Board is of the view that the current corporate governance arrangements in the Group are sufficient to monitor the financial reporting process including the associated internal controls, the statutory audit process, and the independence of the statutory auditor.


DISCLOSURE OF INFORMATION TO THE AUDITOR

So far as each person who was on the Board at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing their report, of which the auditor is unaware. Having made enquiries of the Group and Company's auditor, the Board has taken all the steps that it is obliged to take in order to make itself aware of any relevant audit information and to establish that the auditor is aware of that information.

AUDITOR

PricewaterhouseCoopers, Chartered Accountants and Statutory Audit Firm, will continue in office in accordance with Section 383(2) of the Companies Act 2014.

On behalf of the Board,

Signed by:

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C. Casey

Director

27 January 2026

Signed by:

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J. Victory

Director



Independent auditors' report to the members of Lab49 Consulting Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion:

- Lab49 Consulting Holdings Limited's Consolidated financial statements and Company financial statements (the "financial statements") give a true and fair view of the Group's and the Company's assets, liabilities and financial position as at 31 December 2024 and of the Group's loss and cash flows for the year then ended;
- the Consolidated financial statements have been properly prepared in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union;
- the Company financial statements have been properly prepared in accordance with Generally Accepted Accounting Practice in Ireland (accounting standards issued by the Financial Reporting Council of the UK, including Financial Reporting Standard 101 "Reduced Disclosure Framework" and Irish law); and
- the financial statements have been properly prepared in accordance with the requirements of the Companies Act 2014.

We have audited the financial statements, included within the Directors' Report and Consolidated Financial Statements (the "Annual Report"), which comprise:

- the Consolidated Statement of Financial Position as at 31 December 2024;
- the Company Statement of Financial Position as at 31 December 2024;
- the Consolidated Statement of Comprehensive Income for the year then ended;
- the Consolidated Statement of Cash Flows for the year then ended;
- the Consolidated Statement of Changes in Equity for the year then ended;
- the Company Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) ("ISAs (Ireland)") and applicable law. Our responsibilities under ISAs (Ireland) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in Ireland, which includes IAASA's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's or the Company's ability to continue as a going concern for a period of at least twelve months from the date on which the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the Group's or the Company's ability to continue as a going concern.



Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Directors' Report and Consolidated Financial Statements other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the Companies Act 2014 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (Ireland) and the Companies Act 2014 require us to also report certain opinions and matters as described below:

- In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2024 is consistent with the financial statements and has been prepared in accordance with the applicable legal requirements.
- Based on our knowledge and understanding of the Group and Company and their environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view.

The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the IAASA website at:

https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf



This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with section 391 of the Companies Act 2014 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2014 opinions on other matters

- We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
- In our opinion the accounting records of the Company were sufficient to permit the Company financial statements to be readily and properly audited.
- The Company Statement of Financial Position is in agreement with the accounting records.

Other exception reporting

Directors' remuneration and transactions

Under the Companies Act 2014 we are required to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by sections 305 to 312 of that Act have not been made. We have no exceptions to report arising from this responsibility.

Fiona Kirwan

Fiona Kirwan
for and on behalf of PricewaterhouseCoopers
Chartered Accountants and Statutory Audit Firm
Dublin
27 January 2026

LAB49 CONSULTING HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 December 2024

	<i>Note</i>	2024 \$	2023 \$
Revenue	3	13,939,699	15,179,620
Operating expenses		(13,647,352)	(12,084,244)
Amortisation of intangible assets	12	(3,236,071)	(3,636,313)
Depreciation of property, plant and equipment	13	(468,308)	(519,891)
Foreign exchange loss		(20,402)	(241,528)
Operating loss	4	(3,432,434)	(1,302,356)
Dividend income	14	271,198	–
Finance income	8	137,390	157,983
Finance expense	9	(336,202)	(63,288)
Impairment of intangible assets	12	(1,701,983)	(961,740)
(Loss) / profit on disposal of property, plant and equipment		(357)	2,482
Loss before taxation		(5,062,388)	(2,166,919)
Taxation	10	1,628,275	3,017,709
(Loss) / profit for the year		(3,434,113)	850,790
Other comprehensive (loss) / profit to be reclassified to profit or loss in subsequent periods:			
Exchange difference on translation of foreign operations		(132,947)	1,193,808
Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods:			
Net changes in fair value of equity investments designated at fair value through other comprehensive income	14	(1,452,743)	(2,822,568)
Other comprehensive loss for the year		(1,585,690)	(1,628,760)
Total comprehensive loss		(5,019,803)	(777,970)
(Loss) / profit attributable to:			
Equity holders of the Company		(2,284,933)	1,770,983
Non-controlling interests	17	(1,149,180)	(920,193)
(Loss) / profit for the year		(3,434,113)	850,790
Total comprehensive (loss) / income attributable to:			
Equity holders of the Company		(3,893,903)	216,815
Non-controlling interests	17	(1,125,900)	(994,785)
Total comprehensive loss		(5,019,803)	(777,970)

LAB49 CONSULTING HOLDINGS LIMITED

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION
at 31 December 2024**

	<i>Note</i>	2024 \$	2023 \$
ASSETS			
NON-CURRENT ASSETS			
Intangible assets	12	15,016,569	16,534,942
Equity investments at fair value through other comprehensive income	14	14,301,423	15,482,968
Property, plant and equipment	13	1,443,959	1,757,065
		<u>30,761,951</u>	<u>33,774,975</u>
CURRENT ASSETS			
Trade and other receivables	15	8,231,508	9,064,307
Corporation tax		521,368	–
Cash and cash equivalents		6,138,607	7,689,534
		<u>14,891,483</u>	<u>16,753,841</u>
TOTAL ASSETS		<u><u>45,653,434</u></u>	<u><u>50,528,816</u></u>
EQUITY AND LIABILITIES			
EQUITY			
Share capital	16	15,740,000	15,740,000
Foreign currency translation reserve		(3,573,565)	(3,417,338)
Retained earnings		17,652,356	21,390,032
		<u>29,818,791</u>	<u>33,712,694</u>
Equity attributable to equity holders of the Company		29,818,791	33,712,694
Non-controlling interests	17	(3,213,453)	(2,087,553)
		<u>26,605,338</u>	<u>31,625,141</u>
TOTAL EQUITY		<u><u>26,605,338</u></u>	<u><u>31,625,141</u></u>
NON-CURRENT LIABILITIES			
Interest bearing loans and borrowings	19	337,373	460,120
Other liabilities	18	823,086	1,031,097
Deferred tax liabilities	10	1,533,758	1,270,392
		<u>2,694,217</u>	<u>2,761,609</u>

LAB49 CONSULTING HOLDINGS LIMITED

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION
at 31 December 2024 (continued)**

	<i>Note</i>	2024 \$	2023 \$
CURRENT LIABILITIES			
Trade and other payables	20	16,226,314	16,012,611
Interest bearing loans and borrowings	19	127,565	129,455
		16,353,879	16,142,066
TOTAL LIABILITIES		19,048,096	18,903,675
TOTAL LIABILITIES AND EQUITY		45,653,434	50,528,816

The financial statements were approved by the Board and authorised for issue on 27 January 2026.
On behalf of the Board,

Signed by:

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C. Casey
 Director

Signed by:

86B5CD4E97C6483...
J. Victory
 Director

LAB49 CONSULTING HOLDINGS LIMITED

**COMPANY STATEMENT OF FINANCIAL POSITION
at 31 December 2024**

	Note	2024 \$	2023 \$
ASSETS			
NON-CURRENT ASSETS			
Investment in subsidiaries	11	1,313,525	1,013,525
Equity investments at fair value through other comprehensive income	14	14,301,423	15,482,968
Trade and other receivables	15	13,977,037	14,184,075
		29,591,985	30,680,568
CURRENT ASSETS			
Trade and other receivables	15	4,490,199	2,968,625
Corporation tax		103,890	–
Cash at bank and in hand		1,474,994	1,832,957
		6,069,083	4,801,582
TOTAL ASSETS		35,661,068	35,482,150
EQUITY AND LIABILITIES			
EQUITY			
Share capital	16	15,740,000	15,740,000
Retained earnings		14,782,390	13,443,014
TOTAL EQUITY		30,522,390	29,183,014
NON-CURRENT LIABILITIES			
Deferred tax liabilities	10	973,744	510,114
CURRENT LIABILITIES			
Trade and other payables	20	4,164,934	5,789,022
TOTAL LIABILITIES		5,138,678	6,299,136
TOTAL LIABILITIES AND EQUITY		35,661,068	35,482,150

The net profit of the Company for the year ended 31 December 2024 was \$2.8 million (2023: net profit \$6.1 million). The financial statements were approved by the Board and authorised for issue on 27 January 2026. On behalf of the Board,

Signed by:

 E286EAFBA57B44E...
C. Casey
 Director

Signed by:

 89B5CD4E97C6483...
J. Victory
 Director

LAB49 CONSULTING HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2024

	<i>Note</i>	<i>Share capital</i> \$	<i>Foreign currency translation reserve</i> \$	<i>Retained earnings</i> \$	<i>Total</i> \$	<i>Non- controlling interests</i> \$	<i>Total equity</i> \$
At 1 January 2023		15,740,000	(4,685,738)	31,870,743	42,925,005	(1,092,768)	41,832,237
Profit / (loss) for the year		–	–	1,770,983	1,770,983	(920,193)	850,790
Other comprehensive income / (loss) for the year		–	1,268,400	(2,822,568)	(1,554,168)	(74,592)	(1,628,760)
Total comprehensive income / (loss) for the year		–	1,268,400	(1,051,585)	216,815	(994,785)	(777,970)
Dividends declared	16	–	–	(9,429,126)	(9,429,126)	–	(9,429,126)
At 31 December 2023		15,740,000	(3,417,338)	21,390,032	33,712,694	(2,087,553)	31,625,141
Loss for the year		–	–	(2,284,933)	(2,284,933)	(1,149,180)	(3,434,113)
Other comprehensive (loss) / income for the year		–	(156,227)	(1,452,743)	(1,608,970)	23,280	(1,585,690)
Total comprehensive loss for the year		–	(156,227)	(3,737,676)	(3,893,903)	(1,125,900)	(5,019,803)
At 31 December 2024		15,740,000	(3,573,565)	17,652,356	29,818,791	(3,213,453)	26,605,338

COMPANY STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2024

	<i>Note</i>	<i>Share capital</i> \$	<i>Retained earnings</i> \$	<i>Total equity</i> \$
At 1 January 2023		15,740,000	19,625,043	35,365,043
Profit for the year		–	6,069,665	6,069,665
Other comprehensive loss for the year		–	(2,822,568)	(2,822,568)
Total comprehensive income for the year		–	3,247,097	3,247,097
Dividends declared	16	–	(9,429,126)	(9,429,126)
At 31 December 2023		15,740,000	13,443,014	29,183,014
Profit for the year		–	2,792,119	2,792,119
Other comprehensive loss for the year		–	(1,452,743)	(1,452,743)
Total comprehensive income for the year		–	1,339,376	1,339,376
At 31 December 2024		15,740,000	14,782,390	30,522,390

CONSOLIDATED STATEMENT OF CASH FLOWS
for the year ended 31 December 2024

	Note	2024 \$	2023 \$
Cash flows from operating activities			
Loss before taxation		(5,062,388)	(2,166,919)
<i>Adjustments for:</i>			
Amortisation of intangible assets	12	3,236,071	3,636,313
Depreciation of property, plant and equipment	13	468,308	519,891
Loss / (profit) on disposal on property, plant and equipment		357	(2,482)
Dividend income	14	(271,198)	–
Finance income	8	(137,390)	(157,983)
Finance expense	9	336,202	63,288
Foreign exchange loss		20,402	241,528
Impairment of intangible assets	12	1,701,983	961,740
<i>Movements in working capital:</i>			
Decrease / (increase) in trade receivables		1,397,399	(2,153,299)
Increase in other assets		(524,453)	(1,413,788)
Increase / (decrease) in trade payables		100,765	(26,080)
Increase in deferred revenue	3	1,655,746	1,833,151
(Decrease) / increase in other liabilities		(316,714)	333,203
Net operating cash flows		<u>2,605,090</u>	<u>1,668,563</u>
Income tax received / (paid)		<u>161,236</u>	<u>(911,027)</u>
Net cash generated by operating activities		<u>2,766,326</u>	<u>757,536</u>
Cash flows from investing activities			
Payments for intangible assets	12	(15,843)	–
Development expenditure	12	(3,579,312)	(3,471,976)
Purchase of property, plant and equipment	13	(116,099)	(263,812)
Proceeds from disposal of property, plant and equipment	13	–	2,847
Dividends received	14	271,198	–
Interest received		137,390	157,983
Return of capital from equity instruments	14	–	1,166,629
Additional investment in equity instruments	14	(271,198)	(487,567)
Net cash flows used in investing activities		<u>(3,573,864)</u>	<u>(2,895,896)</u>

CONSOLIDATED STATEMENT OF CASH FLOWS
for the year ended 31 December 2024 (continued)

	<i>Note</i>	2024 \$	2023 \$
Cash flows from financing activities			
Repayment of borrowings	19(iv)	(210,463)	(49,944)
Payment of lease liabilities	19(iv)	(220,783)	(308,890)
Loans from parent undertaking	19(iv)	–	4,415,200
Repayment of loans from parent undertaking	19(iv)	(100,363)	–
Dividends paid to shareholders		–	(9,429,126)
Interest paid		(44,793)	(29,095)
		<hr/>	<hr/>
Net cash flows used in financing activities		(576,402)	(5,401,855)
		<hr/>	<hr/>
Net decrease in cash and cash equivalents		(1,383,940)	(7,540,215)
Net foreign exchange difference		(166,987)	211,507
Cash and cash equivalents at 1 January		7,689,534	15,018,242
		<hr/>	<hr/>
Cash and cash equivalents at 31 December		6,138,607	7,689,534
		<hr/>	<hr/>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

1. GENERAL INFORMATION

Lab49 Consulting Holdings Limited is a private company limited by shares which was incorporated in Ireland. The registered office address is 2nd Floor, Styne House, Hatch Street Upper, Dublin 2, Ireland. The principal activities of the Company and its subsidiaries are described in the Directors' Report. The ultimate parent undertaking is disclosed in note 25.

2. MATERIAL ACCOUNTING POLICY INFORMATION

(a) *Basis of preparation*

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ('IFRS'), as adopted by the EU. IFRS as adopted by the EU differs in certain respects from IFRS issued by the IASB. References to IFRS hereafter refer to IFRS as adopted by the EU. The financial statements of the Company have been prepared in accordance with the Companies Act 2014 and Financial Reporting Standard 101 "Reduced Disclosure Framework" ('FRS 101').

The following exemptions from the requirements of IFRS have been applied in the preparation of the financial statements of the Company, in accordance with FRS 101:

- IFRS 7 *Financial Instruments: Disclosures*
- Paragraphs 91 to 99 of IFRS 13 *Fair value measurement* (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- The following paragraphs of IAS 1 *Presentation of financial statements*:
 - (i) 10(d) (statement of cash flows),
 - (ii) 16 (statement of compliance with all IFRS),
 - (iii) 38A (requirement for minimum of two primary statements, including statement of cash flows),
 - (iv) 111 (statement of cash flows information), and
 - (v) 134-136 (capital management disclosures).
- IAS 7 *Statement of cash flows*
- Paragraph 30 and 31 of IAS 8 *Accounting policies, changes in accounting estimates and errors* (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- Paragraph 17 of IAS 24 *Related party disclosures* (key management compensation)
- The requirements in IAS 24 *Related party disclosures* to disclose related party transactions entered into between two or more members of a group
- Paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 *Impairment of assets*
- Second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 *Revenue from Contracts with Customers*.

The Company has availed of the exemption in Section 304 of the Companies Act 2014 from presenting the Statement of Comprehensive Income.

The accounting policies described below apply equally to the consolidated financial statements and the Company financial statements, where applicable.

The consolidated financial statements of the Group and the financial statements of the Company have been prepared under a historical cost basis except for certain financial assets and financial liabilities which are carried at fair value. The consolidated and Company financial statements are presented in US dollars, which is also the Company's functional currency. All values are rounded to the nearest US dollar (\$), except where otherwise indicated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(b) *Basis of consolidation*

The Group financial statements consolidate the financial statements of the Company and all of its subsidiary undertakings prepared to 31 December 2024. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary, except for common control transactions as detailed below. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Upon the acquisition of a business, fair values are attributed to the identifiable net assets acquired.

Where the financial statements of subsidiary undertakings are prepared to a year end that differs from that of the Company, the amounts included in the consolidated financial statements in respect of these subsidiary undertakings are represented by their latest financial statements prepared to their respective year ends, together with management accounts for the intervening periods to 31 December 2024. Financial statements of subsidiaries are prepared using consistent accounting policies. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full on consolidation.

The Group accounts for group reconstructions and common control transactions under the principles of predecessor accounting, and the comparative periods are represented as if the entities had been part of the same group from the earliest date they were under common control. On consolidation, any difference (merger adjustment) between the carrying value of the investment in the subsidiary and the aggregate of the nominal value of the subsidiary's shares, together with any share premium account and capital redemption reserve of the subsidiary, is taken to other reserves.

Non-controlling interests ("NCI") in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. The interest of non-controlling shareholders may be initially measured at fair value or at the NCI's proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, NCI consist of the amount attributed to such interests at initial recognition and the NCI's share of changes in the subsidiaries' equity since the date of the business combination.

(c) *Going concern*

The consolidated and Company financial statements have been prepared on the going concern basis of accounting. The time-period that the Board has considered in evaluating the appropriateness of the going concern basis of accounting is a period of 12 months from the date of approval of the financial statements (the 'period of assessment').

The Board has considered the Group's business activities and how it generates value, together with the main trends and factors likely to affect future development, business performance and financial position of the Group.

The Board has also considered the budget of the Group, both a base case and a severe but plausible downside case, and also examined the financial position of the Group, including cash flows and liquidity position and borrowing facility. As a result of this review, the Board has satisfied itself and considers it appropriate that the Group and the Company is a going concern, having adequate resources to continue in operational existence for the foreseeable future and has not identified any material uncertainties that would cast significant doubt on the Group's and the Company's ability to continue as a going concern over the period of assessment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(d) *Judgements and key sources of estimation uncertainty*

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the Statement of Financial Position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The following judgements and estimates have had the most significant effect on amounts recognised in the financial statements:

- (i) *Development costs*: The Group capitalises development costs for development projects in accordance with the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, and the expected period of benefits.
- (ii) *Percentage of Completion (POC) estimates for Fixed Fee Service Revenue*: Revenue relating to the provision of services, on a fixed fee basis, is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided. This is determined based on the actual labour hours spent relative to the total expected labour hours. Estimates are made over the total expected labour hours based on project manager's estimated and revised budgets, however circumstances may change which will impact on the hours to complete. Please see note 2(e).
- (iii) *Tax provisions*: The determination of the Group's provision for income tax requires certain judgements and estimates in relation to matters where the ultimate tax outcome may not be certain. The recognition or non-recognition of deferred tax assets as appropriate also requires judgement as it involves an assessment of the future recoverability of those assets. Although management believes that the estimates included in the consolidated financial statements are reasonable, there is no certainty that the final outcome of these matters will not be different than that which is reflected in the Group's income tax provisions and accruals.
- (iv) *Discount rates used in measurement of lease liabilities*: In determining the initial measurement of the lease liability, the Group discounts lease payments using the lessee's incremental borrowing rate (IBR), where the interest rate implicit in the lease cannot be readily determined. The IBR is the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. In determining the IBR, the Group makes judgement on the selection of appropriate benchmark rates and necessary adjustments to reflect the specific circumstances of the lease
- (v) *Impairment of intangible assets*: The Group performs its annual impairment test on its goodwill and other intangible assets as of reporting date. The recoverable amounts of the intangible assets are determined based on value-in-use calculations using cash flow projections from financial budgets approved by management. In the case of goodwill and intangible assets with indefinite lives, at a minimum, such assets are subject to an annual impairment test and more frequently whenever there is an indication that such assets may be impaired. This requires an estimation of the value-in-use of the cash-generating units to which the goodwill is allocated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(d) *Judgements and key sources of estimation uncertainty (continued)*

(v) *Impairment of intangible assets (continued)*

Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and to choose a suitable discount rate in order to calculate the present value of those cash flows. Refer to note 12 for further details of the assumptions used by the Group.

(vi) *Valuation of equity investments at fair value through other comprehensive income:* The Company holds equity investments that are measured at fair value, as described in note 2(m). Judgment is required in selecting an appropriate valuation technique for financial instruments that are not quoted in an active market. Valuation techniques commonly used by market practitioners as set out in the International Private Equity and Venture Capital Valuation Guidelines are applied. Information about the valuation techniques and inputs used in determining the fair value of the various assets are disclosed in note 1(p).

(vii) *Impairment of amounts owed from related parties:* Judgment is required in the assessment of recoverability of amounts from related parties, including assumptions on the timing and amount of future cash flows.

(e) *Revenue recognition*

The Group recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Multi-element arrangements and allocations of the transaction price

The Group derives revenue from licences and subscriptions of its software and related professional services, which can include; assistance in implementation, customisation and integration, post-contract customer support, and other associated professional services.

In the event that an agreement with the Group's customers is executed in close proximity to other agreements with the same customer, the Group evaluates whether the separate agreements have a single commercial objective and should be combined; if so, the agreements together are considered a single multi-element arrangement.

The Group accounts for individual elements as distinct performance obligations when an element is separately identifiable from other elements in the agreement and if the customer can benefit from the separate element.

Where such multiple-element arrangements exist, the transaction price is allocated to each performance obligation based on the relative standalone selling prices. The standalone selling price of each performance obligation is determined based on the best estimate of the current market price of each of the performance obligations when sold separately.

In determining the total transaction price, the Group considers the fair value of the consideration, both fixed and variable, to which the Group expects to be entitled and adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed to by the parties to the contract (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer where the period of the financing is over one year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(e) *Revenue recognition (continued)*

Sale of and subscription of licences

Licence revenue is recognised over the period of the related sales agreement, where the licence is considered a right to access Intellectual Property or the licence is considered a right to use of the software but it is not distinct from post contractual support (“PCS”).

In all other circumstances, where the licence is considered a right to use of the software, licence revenue is recognised when the Group has no further obligations to perform in respect of the licence. Where the licence is distinct and separated from the PCS, the PCS revenue is recognised over the PCS period in the sales agreement.

Rendering of services

Revenue pursuant to time and material professional services contracts are recognised as services are performed. Revenues from fixed-fee professional services contracts are recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided. This is determined based on the actual labour hours spent relative to the total expected labour hours. Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known. Any costs incurred in relation to the provision of services which are reimbursable from the customer in accordance with the terms of the contract are recognised as revenue when the right to be reimbursed is established.

(f) *Intangible assets*

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition, if they satisfy the recognition criteria. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in the Statement of Comprehensive Income in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life, or the expected pattern of consumption of future economic benefits embodied in the asset, are accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

The useful economic lives of intangible assets with finite lives are as follow:

Intellectual property	6 years
Trademarks	10 years
Customer lists	8 years
Other intangible assets	3 years

Intangible assets with indefinite useful lives are not amortised but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(f) *Intangible assets (continued)*

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Comprehensive Income when the asset is derecognised.

(g) *Research and development costs*

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when all of the following criteria are satisfied:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised evenly over the period of expected future benefit. The current weighted average life of capitalised development costs is 3 years (2023: 3 years).

(h) *Goodwill*

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred, the amount of any non-controlling interests ("NCI") in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired. If the total of consideration transferred, NCI recognised and previously held interest measured at fair value is less than the fair value of the net assets of the subsidiary acquired, in the case of a bargain purchase, the difference is recognised directly in the Statement of Comprehensive Income. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash generating units ("CGUs"), or groups of CGUs that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(i) *Impairment of non-financial assets*

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount in order to determine the extent of the impairment loss if any. An asset's recoverable amount is the higher of an asset's (or cash-generating unit) fair value less costs to sell and its value in use and is determined at the individual asset level, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses are recognised in the Statement of Comprehensive Income.

(j) *Property, plant and equipment*

Property, plant and equipment are stated at historical cost or valuation less accumulated depreciation and impairment losses. Cost comprises the amount paid and the costs directly attributable to making the asset capable of operating as intended. Depreciation is provided on all property, plant and equipment, at rates calculated to write off the cost, less estimated residual value based on prices prevailing at the date of acquisition of each asset, evenly over its expected useful life, as follows:

Leasehold improvements	over the shorter of the lease term or asset's useful life
Fixtures and fittings	3 years
Office equipment	3 years
Right-of-use assets	over the period of lease

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Any gain or loss arising from the derecognition of the asset is included in the Statement of Comprehensive Income in the period of derecognition.

(k) *Investment in subsidiaries*

Investments in subsidiaries are initially recognised at cost. Subsequent to initial measurement, the investment in subsidiary is carried at cost less impairment.

(l) *Leases*

Leases as a lessee

The Group accounts for a contract or a part of a contract as a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

On the commencement of a lease, the Group recognises a right-of-use asset and a lease liability for all leases except short term leases that have a lease term of 12 months or less and leases of low-value assets.

The right-of-use asset is initially measured at the amount of the lease liability plus any initial direct costs incurred, any initial payments which have already been made but are not included in the lease liability and an estimate of the restoration costs required under the terms of the lease less any lease incentives received. Depreciation of the right-of-use asset is charged to the Statement of Comprehensive Income on a straight-line basis over the shorter of the asset's useful life and the lease term. For purposes of subsequent measurement of the right-of-use asset, the Group follows the policy for property, plant and equipment, being cost less accumulated depreciation and accumulated impairment losses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(l) *Leases (continued)*

The Group initially measures the lease liability at the present value of the lease payments over the lease term that are not paid at commencement date, discounted using the Group's incremental borrowing rate. The lease liability is subsequently measured at amortised cost using the effective interest rate ("EIR") method. It is remeasured when there is a change in future lease payments and corresponding adjustment of such remeasurement is made to the carrying amount of right-of-use asset unless the carrying value of the right-of-use asset is reduced to zero.

The Group has elected to account for short-term leases and leases of low-value items in profit or loss on a straight-line basis over the lease term. Low-value items mainly comprise IT equipment.

(m) *Financial assets*

Initial recognition and measurement – the Group determines the classification of its financial assets on initial recognition. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of receivables that do not contain a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Subsequent measurement – for purposes of subsequent measurement, financial assets held by the Group are classified as follows:

- Financial assets at amortised cost – these include financial assets at amortised cost if both of the following conditions are met: (i) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows, and (ii) based on the contractual terms, the expected cash flows are solely payments of principal and interest on the outstanding principal. After initial measurement, such financial assets are subsequently measured at amortised cost using the EIR method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.
- Equity financial assets designated at fair value through other comprehensive income (OCI) – The Group has classified its investments in non-listed equity shares as designated at fair value through OCI, as they meet the definition of equity under IAS 32 and are not held for trading as the Group considers these investments strategic in nature. Equity financial assets designated at fair value through OCI are carried in the Statement of Financial Position at fair value with net changes in fair value presented in OCI and are not recycled to profit or loss. Dividends from these investments are recognised in profit or loss except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI.

Impairment of financial assets – the Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original EIR.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track the changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the trade receivable and the economic environment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(m) *Financial assets (continued)*

The Group considers default to occur when contractual payments are outstanding greater than 360 days past due based on historical experience, however given the Group applies a simplified approach in calculating ECLs for trade receivables, the definition of default has no impact on the quantification of the provision. Trade receivables are written off when there is no reasonable expectation of recovering the contractual cash flows, which is based on an assessment of the Group's intention and ability to successfully recover balances through enforcement activities.

Derecognition – a financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated Statement of Financial Position) when:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(n) *Financial liabilities*

Initial recognition and measurement – the Group determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and, in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

Subsequent measurement – the measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at amortised cost – after initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Amortised cost is calculated by taking into account any discount or premium on issuance and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance expense in the Statement of Comprehensive Income.

Derecognition of financial liabilities – a liability is generally derecognised when the contract that gives rise to it is settled, sold, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, such that the difference in the respective carrying amounts together with any costs or fees incurred are recognised in the Statement of Comprehensive Income.

(o) *Offsetting*

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(p) *Fair value measurement of financial instruments*

When the fair values of financial assets and financial liabilities recorded in the Statement of Financial Position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow ("DCF") model. The inputs to these models are taken from observable markets where possible. Judgements include considerations of inputs such as liquidity risk, credit risk and the selection of appropriate discount curves, and other market inputs.

The DCF approach uses debt free cash flow projections for each of the investments for a finite period plus the present value of stabilised cash flows in perpetuity referred to as the terminal value and discounts the projected cashflows at to present value at rates of return commensurate with the business and financial risks associated with achievement of the projected cash flow. The key assumptions for the discounted cashflow approach are the discount rate applied and the future growth rate of the free cash flows.

(q) *Classification of financial instruments*

An instrument or its components, are classified on initial recognition as a financial asset, financial liability or equity in accordance with the substance of the contractual arrangements and the requirements of IAS 32. The initial carrying value of a compound instrument is allocated between the financial liability components and equity components, by first valuing the financial liability on a stand-alone basis and allocating the residual value to the equity component. Transaction costs are allocated between the components on a relative fair value basis.

(r) *Cash and cash equivalents*

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts if any are shown within current liabilities.

(s) *Foreign currency translation*

Items included in the financial statements of each individual company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

Foreign currency transactions are translated into the functional currency of each entity using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(s) *Foreign currency translation (continued)*

For each company, the Group determines the functional currency, and items included in the financial statements of each company are measured using that functional currency. On consolidation, the assets and liabilities of foreign operations are translated into US dollars at the rate of exchange prevailing at the reporting date and their statements of comprehensive income are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in the OCI. Upon disposal of a foreign operation, any cumulative exchange differences related to that particular foreign operation previously recognised in other comprehensive income is reclassified to profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

(t) *Taxation*

The tax expense for the financial year comprises current and deferred tax. Current tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, current tax is charged or credited to equity if it relates to items that are credited or charged directly to equity, otherwise, income tax is recognised in profit or loss.

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws in effect for the financial year.

Deferred tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, except for deferred tax assets which are only recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the Statement of Financial Position date.

The carrying amount of deferred tax assets is reviewed at each Statement of Financial Position date. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

(u) *Dividend distributions and income*

Dividend distributions to the Company's shareholders are recognised as a liability in the period in which the dividends are approved by the Company's shareholders.

Dividend income is recognised when the right to receive payment is established.

(v) *New standards and interpretations*

New standards and interpretations effective 1 January 2024

There were certain amendments to the standards and interpretations that have been effective and have been adopted by the Group as at 1 January 2024, none of which have a significant impact to the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(v) *New standards and interpretations (continued)*

New standards and interpretations effective on or after 1 January 2025

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the Group. These standards and interpretations are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

3. REVENUE

The Group derives its revenue from the following product categories and geographical regions:

Revenue from contracts with customers:

	<i>EMEA</i>	<i>US & Canada</i>	<i>Rest of the world</i>	<i>Total</i>
	<i>2024</i>	<i>2024</i>	<i>2024</i>	<i>2024</i>
	\$	\$	\$	\$
Licence and support	5,746,193	1,464,056	1,386,060	8,596,309
Professional services	646,524	3,797,774	899,092	5,343,390
	<u>6,392,717</u>	<u>5,261,830</u>	<u>2,285,152</u>	<u>13,939,699</u>

	<i>EMEA</i>	<i>US & Canada</i>	<i>Rest of the world</i>	<i>Total</i>
	<i>2023</i>	<i>2023</i>	<i>2023</i>	<i>2023</i>
	\$	\$	\$	\$
Licence and support	5,098,736	2,994,648	2,439,638	10,533,022
Professional services	755,475	3,357,001	534,122	4,646,598
	<u>5,854,211</u>	<u>6,351,649</u>	<u>2,973,760</u>	<u>15,179,620</u>

The Group typically invoices clients annually in advance for all contract revenue streams except for professional service revenue, which can either be billed in advance or on satisfaction of milestones. As such, substantially all deferred revenue at the end of an accounting year will be recognised in the following year, with the exception of (i) contracts where revenue recognition is deferred due to uncertainty over payment and (ii) contracts with a significant financing component.

Accrued revenue primarily relates to the Group's rights to consideration for work completed but not billed at the reporting date. Deferred revenue primarily relates to the advance consideration received from customers for contracts, for which revenue will be recognised on satisfaction of performance obligations in subsequent periods.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

3. REVENUE (continued)

	2024	2023
	\$	\$
Accrued revenue at the beginning of the year	2,778,533	1,317,657
Deferred revenue at the beginning of the year	(8,320,442)	(6,487,291)
Net deferred revenue at the beginning of the year	(5,541,909)	(5,169,634)
Invoices raised in the year	(15,178,595)	(15,296,391)
<i>Revenue recognised in the year</i>		
Included in the deferred revenue at the beginning of the year	8,091,060	6,047,507
Relating to performance obligations satisfied from invoices raised in the current year	5,848,639	9,132,113
Foreign exchange	92,068	(255,504)
Accrued revenue at the end of the year	3,287,451	2,778,533
Deferred revenue at the end of the year	(9,976,188)	(8,320,442)
Net deferred revenue at the end of the year	(6,688,737)	(5,541,909)

The Group does not disclose the amount of the transaction price allocated to the remaining performance obligations and when it expects to recognise that amount as revenue, in accordance with paragraph 121 and B16 of IFRS 15 *Revenue from Contracts with Customers*.

4. OPERATING LOSS

	2024	2023
	\$	\$
<i>Operating loss is stated after charging:</i>		
Contractors fees	1,547,618	1,316,148

5. AUDITOR'S REMUNERATION

	2024	2023
	\$	\$
Audit of individual company financial statements	21,088	20,393
Audit of group financial statements	138,935	147,338

6. DIRECTORS' REMUNERATION

The directors did not receive any remuneration for their qualifying services to the Company (2023: nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
31 December 2024 (continued)

7. STAFF COSTS

	2024	2023
	\$	\$
Wages and salaries	10,926,132	11,250,222
Social welfare costs	1,146,985	1,044,890
Pension costs	399,362	693,835
Termination benefits	410,378	–
	<u>12,882,857</u>	<u>12,988,947</u>
	2024	2023
	\$	\$
<i>Staff costs are split as follows:</i>		
Capitalised	3,579,312	3,471,976
Expensed	9,303,545	9,516,971
	<u>12,882,857</u>	<u>12,988,947</u>

The average number of employees including executive directors, was as follows:

	2024	2023
	No.	No.
General administration and operations	11	14
Directors	5	4
Consultants	56	67
	<u>72</u>	<u>85</u>

8. FINANCE INCOME

	2024	2023
	\$	\$
Interest on bank deposits and other interest	137,390	157,983
	<u>137,390</u>	<u>157,983</u>

9. FINANCE EXPENSE

	2024	2023
	\$	\$
Interest on loans and borrowings	92,299	10,592
Interest on loans from fellow subsidiary undertakings	4,825	2,136
Interest on lease liabilities	189,105	21,465
Other interest	49,973	29,095
	<u>336,202</u>	<u>63,288</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
31 December 2024 (continued)

10. TAXATION

	2024	2023
	\$	\$
(a) <i>Tax on loss</i>		
The tax credit is made up as follows:		
<i>Current tax:</i>		
Corporation tax	(1,471,615)	–
Foreign tax	(420,034)	(96,096)
Total current tax	<u>(1,891,649)</u>	<u>(96,096)</u>
<i>Deferred tax:</i>		
Origination and reversal of temporary differences	263,374	(2,921,613)
Total deferred tax	<u>263,374</u>	<u>(2,921,613)</u>
Tax on loss (<i>note 10 (b)</i>)	<u>(1,628,275)</u>	<u>(3,017,709)</u>

(b) *Factors affecting tax credit for the year*

The tax assessed for the year differs from that calculated by applying the standard rate of corporation tax in the Republic of Ireland of 12.5%. The differences are explained below:

	2024	2023
	\$	\$
Loss before tax	(5,062,388)	(2,166,919)
Accounting loss before tax multiplied by the standard rate of corporation tax in the Republic of Ireland of 12.5% (2023: 12.5%)	(632,799)	(270,865)
Effects of:		
Items not deductible for tax purposes	1,977,485	(160,879)
Income not chargeable for tax purposes	(2,263,655)	327,907
Difference in tax rates	(839,140)	(2,581,824)
R&D expenditure increased deduction	(523,750)	(374,042)
R&D expenditure surrendered for tax credit	679,657	153,212
Deferred tax asset not recognised	(26,073)	(109,820)
Effect of changes in deferred tax rate	–	(1,398)
Tax on loss (<i>note 10 (a)</i>)	<u>(1,628,275)</u>	<u>(3,017,709)</u>

(c) <i>Deferred tax liabilities</i>	2024	2023
Group	\$	\$
Included in non-current liabilities	<u>(1,533,758)</u>	<u>(1,270,392)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

10. TAXATION (continued)

(c) <i>Deferred tax liabilities (continued)</i>	2024	2023
Group	\$	\$
Intangibles	(564,362)	(764,528)
Other short-term temporary differences	(969,396)	(505,864)
	<u>(1,533,758)</u>	<u>(1,270,392)</u>
At 1 January	(1,270,392)	(4,184,943)
Deferred tax (charge) / credit in Group Statement of Comprehensive Income	(263,374)	2,921,613
Foreign exchange	8	(7,062)
	<u>(1,533,758)</u>	<u>(1,270,392)</u>

The Group had unrecognised deferred tax assets of \$8.5 million as at 31 December 2024 (2023: \$8.4 million).

The Company recognised a deferred tax liability of \$1.0 million as at 31 December 2024 which is related to short term temporary differences (2023: \$0.5 million). The year-on-year movement is reflected in the profit and loss.

The Company had unrecognised deferred tax assets of \$19.0 thousand as at 31 December 2024 (2023: nil).

(d) *Impact of Pillar Two legislation*

Pillar Two legislation does not apply to the Group as its consolidated revenue is lower than €750 million.

11. INVESTMENT IN SUBSIDIARIES

	2024	2023
Company	\$	\$
At 1 January	1,013,525	1,013,525
Additions	1,300,000	–
Write-off	(1,000,000)	–
	<u>1,313,525</u>	<u>1,013,525</u>

At 31 December 2024, the Company's direct subsidiary undertakings are ICM Finance S.à r.l (100%), Milestone Financial Consulting Limited (65%) and Caplin Technologies Limited (94.1%). Please refer to note 23 for details regarding the nature of business and registered address.

In 2024, the Company received a non-cash distribution of \$1.3 million from Milestone Financial Consulting Holdings Limited in the form of the 100% shares issued by Milestone Financial Consulting Limited. Subsequently, the Company liquidated its investment in Milestone Financial Consulting Holdings Limited and written-off its investment amounting to \$1.0 million.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

12. INTANGIBLE ASSETS

Group	<i>Goodwill</i>	<i>Development costs</i>	<i>Intellectual property</i>	<i>Trademarks</i>	<i>Customer lists</i>	<i>Other intangible assets</i>	<i>Total</i>
<i>Cost</i>	\$	\$	\$	\$	\$	\$	\$
At 1 January 2023	28,963,726	17,674,841	5,794,368	2,452,006	9,141,897	3,467,940	67,494,778
Additions	–	3,471,976	–	–	–	–	3,471,976
Foreign exchange	718,284	1,014,866	300,802	127,290	474,581	180,030	2,815,853
At 31 December 2023	29,682,010	22,161,683	6,095,170	2,579,296	9,616,478	3,647,970	73,782,607
Additions	–	3,579,312	–	–	–	15,843	3,595,155
Foreign exchange	(212,447)	(388,158)	(88,969)	(37,648)	(140,368)	(53,534)	(921,124)
At 31 December 2024	29,469,563	25,352,837	6,006,201	2,541,648	9,476,110	3,610,279	76,456,638
<i>Accumulated amortisation</i>							
At 1 January 2023	15,632,383	14,775,062	5,794,368	1,900,305	8,856,213	3,466,456	50,424,787
Amortisation	–	3,087,974	–	250,898	292,321	5,120	3,636,313
Impairment	961,740	–	–	–	–	–	961,740
Foreign exchange	320,435	853,568	300,802	105,682	467,944	176,394	2,224,825
At 31 December 2023	16,914,558	18,716,604	6,095,170	2,256,885	9,616,478	3,647,970	57,247,665
Amortisation	–	2,970,360	–	258,842	–	6,869	3,236,071
Impairment	1,701,983	–	–	–	–	–	1,701,983
Foreign exchange	(94,775)	(326,867)	(88,969)	(37,621)	(140,368)	(57,050)	(745,650)
At 31 December 2024	18,521,766	21,360,097	6,006,201	2,478,106	9,476,110	3,597,789	61,440,069

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

12. INTANGIBLE ASSETS (continued)

Group	<i>Goodwill</i> \$	<i>Development costs</i> \$	<i>Intellectual property</i> \$	<i>Trademarks</i> \$	<i>Customer lists</i> \$	<i>Other Intangible assets</i> \$	<i>Total</i> \$
<i>Net book value at 31 December 2024</i>	10,947,797	3,992,740	–	63,542	–	12,490	15,016,569
<i>Net book value at 31 December 2023</i>	12,767,452	3,445,079	–	322,411	–	–	16,534,942

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

12. INTANGIBLE ASSETS (continued)

Goodwill and intangible assets with indefinite lives impairment review

The Group performed its annual impairment test in December 2024 and 2023. The recoverable amount is based either on cash flow projections from financial budgets approved by senior management or observable EBITDA or revenue multiples as adjusted and applied to the forecasted EBITDA.

The key assumptions for the value in use calculations are the discount rate applied, future growth rate of the revenue and the operating margin. These take into account the existing customer base and expected revenue commitments from it, anticipated additional sales to existing and new customers, planned expansion of product and service offerings to the marketplace and the specific market trends that are currently seen and those expected in the future. Where cash flow projections are used they are discounted using post-tax discount rates applied to cash flow projections between 9.2% and 10.4% (2023: 8.8% and 11.3%) and cash flows beyond the projection period are extrapolated using a growth rate between 2.0% and 2.5% (2023: between 2.0% and 2.5%). Goodwill is allocated to two cash generating units which have been determined based on product lines Caplin and Milestone (2023: two). In 2024, the Group did not recognise any impairment losses in Caplin (2023: nil) and \$1.7 million in Milestone (2023: \$1.0 million). An increase in the post-tax discount rate and a decrease in the long-term growth rate would not result in impairment of Caplin, but would increase the impairment of Milestone.

The increase of 1% in discount rate will result in the further impairment of \$0.6 million in Milestone and decrease of 1% in the long-term rate will result in the further impairment of \$0.5 million in Milestone.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
31 December 2024 (continued)

13. PROPERTY, PLANT AND EQUIPMENT

Group	<i>Leasehold improve- ments</i> \$	<i>Fixtures and fittings</i> \$	<i>Office equipment</i> \$	<i>Right-of- use assets</i> \$	<i>Total</i> \$
<i>Cost</i>					
At 1 January 2023	518,129	281,631	922,749	815,639	2,538,148
Additions	580,972	115,873	136,324	1,126,714	1,959,883
Disposals	(518,129)	(43,338)	(2,036)	(815,639)	(1,379,142)
Foreign exchange	16,284	16,653	51,666	29,798	114,401
At 31 December 2023	597,256	370,819	1,108,703	1,156,512	3,233,290
Additions	9,219	–	106,880	65,562	181,661
Disposals	–	–	(7,953)	(63,652)	(71,605)
Foreign exchange	(8,884)	(5,413)	(17,971)	(15,952)	(48,220)
At 31 December 2024	597,591	365,406	1,189,659	1,142,470	3,295,126
<i>Accumulated depreciation</i>					
At 1 January 2023	463,429	281,030	813,160	674,469	2,232,088
Depreciation	84,415	4,426	90,619	340,431	519,891
Disposals	(518,129)	(1,858)	(1,640)	(813,106)	(1,334,733)
Foreign exchange	(587)	14,655	44,588	323	58,979
At 31 December 2023	29,128	298,253	946,727	202,117	1,476,225
Depreciation	117,266	25,409	100,290	225,343	468,308
Disposals	–	–	(7,327)	(63,652)	(70,979)
Foreign exchange	(957)	(4,469)	(14,141)	(2,820)	(22,387)
At 31 December 2024	145,437	319,193	1,025,549	360,988	1,851,167
<i>Net book value at 31 December 2024</i>	452,154	46,213	164,110	781,482	1,443,959
<i>Net book value at 31 December 2023</i>	568,128	72,566	161,976	954,395	1,757,065

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

14. EQUITY INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	Group 2024 \$	Company 2024 \$	Group 2023 \$	Company 2023 \$
At 1 January	15,482,968	15,482,968	18,984,598	18,984,598
Additions	271,198	271,198	487,567	487,567
Return of capital	–	–	(1,166,629)	(1,166,629)
Fair value movements	(1,452,743)	(1,452,743)	(2,822,568)	(2,822,568)
At 31 December	<u>14,301,423</u>	<u>14,301,423</u>	<u>15,482,968</u>	<u>15,482,968</u>

The Company has investments in IFM Fintech Opportunities LP (“IFM”) and has designated the investments as equity investments at fair value, with gains and losses reported in other comprehensive income.

In 2024 the Group invested \$0.3 million in IFM (2023: \$0.5 million) and did not receive any return of capital (2023: \$1.2 million).

In 2024, the Group received \$0.3 million dividend income from IFM (2023: nil).

15. TRADE AND OTHER RECEIVABLES

	Group 2024 \$	Company 2024 \$	Group 2023 \$	Company 2023 \$
<i>Non-current assets</i>				
Amounts owed from subsidiary undertakings	–	13,977,037	–	14,184,075
<i>Current assets</i>				
Trade receivables	4,195,610	–	5,593,009	–
Prepayments	433,467	–	317,555	–
Accrued revenue	3,287,451	–	2,778,533	–
Other debtors and deposits	266,851	–	324,587	–
Amounts owed from parent undertaking	38,469	38,469	40,812	40,812
Amounts owed from subsidiary undertakings	–	4,442,070	–	2,918,002
Amounts owed from fellow subsidiary undertakings	9,660	9,660	9,811	9,811
	<u>8,231,508</u>	<u>4,490,199</u>	<u>9,064,307</u>	<u>2,968,625</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

15. TRADE AND OTHER RECEIVABLES (continued)

Amounts owed from parent undertakings

Amounts owed from parent undertakings refers to trade balances which are unsecured and repayable on demand.

Amounts owed from subsidiary undertakings

Amounts owed from subsidiary undertakings refers to trade balances and loan balances which are unsecured and repayable on demand. The loans carry interest rates between 8.78% to 9.88% (2023: 8.78% to 9.88%). Amounts owed from subsidiary undertakings was net of provision for impairment losses of \$14.0 million (2023: \$14.3 million).

Amounts owed from fellow subsidiary undertakings

Amounts owed from fellow subsidiary undertakings refers to trade and loan balances which are unsecured and repayable on demand.

Expected credit losses on trade receivables

Allowances for doubtful debts are determined by reference to past default experience of the counterparty and an analysis of the counterparty's current financial position. Provision for impairment is made through profit or loss in the statement of financial performance when there is objective evidence that the Group will not be able to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote. The Group has recognised an allowance for doubtful debts \$22,640 (2023: \$25,317).

	2024	2023
Aged receivables past due but not impaired:	\$	\$
30-90 days	2,691,758	3,991,808
91-120 days	27,000	–
120 days plus	2,993	113,966
	2,721,751	4,105,774
	2,721,751	4,105,774

16. SHAREHOLDERS' FUNDS

CALLED UP SHARE CAPITAL	2024	2023
Group and Company	\$	\$

Authorised

2,500 Ordinary Shares of \$10,000 each	25,000,000	25,000,000
	25,000,000	25,000,000

Allotted and called up

1,574 Ordinary Shares of \$10,000 each	15,740,000	15,740,000
	15,740,000	15,740,000
	15,740,000	15,740,000

Right of shares

Ordinary shares have full voting and dividend rights and a right to a return of capital being the surplus of assets after payment of all liabilities upon liquidation, reduction in capital or otherwise.

Dividends

In 2024, the Board did not recommend payment of dividends (2023: \$9.4 million).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

16. SHAREHOLDERS' FUNDS (continued)

Capital management

For the purpose of the Group's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value.

17. NON-CONTROLLING INTEREST

Non-controlling interests represent share of the minority shareholders in the loss and shareholders' funds of Milestone Financial Consulting Limited (Milestone) and Caplin Technologies Limited (Caplin).

	Milestone \$	Caplin \$	Total \$
At 1 January 2023	(30,727)	(1,062,041)	(1,092,768)
Loss attributable to non-controlling interest	(842,909)	(77,284)	(920,193)
Foreign exchange losses	–	(74,592)	(74,592)
	<hr/>	<hr/>	<hr/>
At 31 December 2023	(873,636)	(1,213,917)	(2,087,553)
Loss attributable to non-controlling interest	(909,523)	(239,657)	(1,149,180)
Foreign exchange gains	–	23,280	23,280
	<hr/>	<hr/>	<hr/>
At 31 December 2024	<u>(1,783,159)</u>	<u>(1,430,294)</u>	<u>(3,213,453)</u>

18. OTHER LIABILITIES

	2024 \$	2023 \$
Group		
<i>Non-current liabilities</i>		
Lease liabilities	718,030	924,485
Provision	105,056	106,612
	<hr/>	<hr/>
	823,086	1,031,097
	<hr/>	<hr/>

Provision relates to the estimated costs required to restore leased premises to their original condition at the end of the lease term, as stipulated in the lease agreement.

19. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

Debt – changes to facilities during the year

In 2023, the Group drew down GBP borrowings of £606,891 in connection with refurbishment of the office. The borrowing was drawn down in Caplin Systems Limited.

	2024 \$	2023 \$
<i>Maturity of loans – amounts repayable:</i>		
Within one year	127,565	129,455
In more than one year but not more than two years	337,373	460,120
	<hr/>	<hr/>
Total loans	464,938	589,575
	<hr/>	<hr/>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

19. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

Debt – changes to facilities during the year

Key terms of the debt

The debt and key terms of the debt available to the Group are set out below:

<i>Facility</i>	<i>Amortisation</i>	<i>Maturity</i>	<i>Interest Rate</i>	<i>2024</i> \$	<i>2023</i> \$
£606,891	N/A	Dec 2027	15.36%	<u>464,938</u>	<u>589,575</u>

Financial risk

The Group's multinational operations expose it to various financial risks that include credit risk, liquidity risk, currency risk and interest rate risk. The Group has a risk management programme in place which seeks to limit the impact of these risks on the financial performance of the Group. This note presents information about the Group's exposure to each of the above risks and the Group's objectives, policies and processes for measuring and managing the risk.

The Board has the overall responsibility for the establishment and oversight of the Group's risk management framework. The Board has reviewed the process for identifying and evaluating the significant risks affecting the business and the policies and procedures by which these risks will be managed effectively.

(i) Credit risk

Exposure to credit risk

Credit risk arises from credit extended to customers and related parties arising on outstanding receivables and outstanding transactions as well as cash and cash equivalents and deposits with banks and financial institutions.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. There is no significant concentration of credit risk by dependence on individual customers or geographically. The Group has a large exposure to the financial services industry and the credit risk profile of the Group could be adversely affected by significant changes in that industry.

The Group has detailed procedures for assessing and managing the credit risk related to its trade receivables based on experience, customer's track record and historic default rates. The Group actively follows up on all overdue debtors. The aging profile and the details of the provision are given in note 15 to the consolidated financial statements.

Financial instruments, cash and short-term bank deposits

Financial instruments, cash and short-term bank deposits are invested with institutions with the highest credit rating with limits on amounts held with individual banks or institutions at any one time. The carrying amount of financial assets, net of impairment provisions represents the Group's maximum credit exposure.

(ii) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group's approach to managing liquidity risk is to ensure as far as possible that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking damage to the Group's reputation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

19. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

(ii) Liquidity risk (continued)

The following are the carrying values and the contractual cash flows of the financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

	<i>Carrying value</i>	<i>No set maturity</i>	<i>Less than one year</i>	<i>One to five years</i>	<i>Over five years</i>
At 31 December 2024	\$	\$	\$	\$	\$
Accounts payable and other payables	1,428,385	–	1,428,385	–	–
Amounts owed to parent undertaking	4,078,507	–	4,078,507	–	–
Amounts owed to fellow subsidiary undertakings	58,700	–	58,700	–	–
Lease liabilities	956,021	–	367,080	873,198	–
Loans and related interest	464,938	–	190,265	396,385	–
	<u>6,986,551</u>	<u>–</u>	<u>6,122,937</u>	<u>1,269,583</u>	<u>–</u>
	<i>Carrying value</i>	<i>No set maturity</i>	<i>Less than one year</i>	<i>One to five years</i>	<i>Over five years</i>
At 31 December 2023	\$	\$	\$	\$	\$
Accounts payable and other payables	1,691,196	–	1,691,196	–	–
Amounts owed to parent undertaking	4,415,200	–	4,415,200	–	–
Amounts owed to fellow subsidiary undertakings	57,326	–	57,326	–	–
Lease liabilities	936,331	–	111,878	1,258,651	–
Loans and related interest	589,575	–	193,401	595,340	–
	<u>7,689,628</u>	<u>–</u>	<u>6,469,001</u>	<u>1,853,991</u>	<u>–</u>

(iii) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, such as, foreign exchange rates and interest rates. It will affect the Group's income or the value of its holdings of financial instruments. The objective of the Group's risk management strategy is to manage and control market risk exposures within acceptable parameters, while optimising the return earned by the Group. The Group has one type of market risk namely currency risk which is dealt with as follows:

Currency risk

Foreign exchange risk arises from assets and liabilities denominated in foreign currencies. Management requires all Group companies to manage their foreign exchange risk against their functional currency.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

19. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

(iii) Market risk (continued)

Currency risk (continued)

The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities when revenue is denominated in a foreign currency and the Group's net investments in foreign subsidiaries. Overall, the Group seeks to hedge its operating foreign exchange exposure by matching the income and liabilities in each currency and additionally financing any acquisitions of significant transactions in the currency of the acquired entity or acquired asset.

The Group's material exposures to foreign currency risk for amounts not denominated in the functional currency of the relevant entities at the Statement of Financial Position date were as follows:

	<i>EUR</i>	<i>GBP</i>
At 31 December 2024	\$	\$
Cash and cash equivalents	1,072	3,126,730
Trade and other receivables	–	7,741,328
Trade and other payables	(138,725)	(1,856,436)
Debt	–	(464,939)
	<hr/>	<hr/>
Net Statement of Financial Position exposure	(137,653)	8,546,683
	<hr/> <hr/>	<hr/> <hr/>
	<i>EUR</i>	<i>GBP</i>
At 31 December 2023	\$	\$
Cash and cash equivalents	10,191	3,143,502
Trade and other receivables	–	8,385,728
Trade and other payables	(157,018)	(1,998,444)
Debt	–	(589,575)
	<hr/>	<hr/>
Net Statement of Financial Position exposure	(146,827)	8,941,211
	<hr/> <hr/>	<hr/> <hr/>

A 5% strengthening or weakening of the exchange rates in respect of the translation of amounts not denominated in the functional currency of relevant entities into the functional currency would impact on the profit before tax by the amounts shown below. This assumes that all other variables remain constant.

At 31 December 2024	<i>EUR</i>	<i>GBP</i>
Impact on profit before tax:	\$	\$
Impact of 5% strengthening	(6,883)	427,334
Impact of 5% weakening	6,883	(427,334)
	<hr/>	<hr/>
At 31 December 2023	<i>EUR</i>	<i>GBP</i>
Impact on profit before tax:	\$	\$
Impact of 5% strengthening	(7,341)	447,061
Impact of 5% weakening	7,341	(447,061)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

19. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

(iv) *Fair value hierarchy of financial assets and liabilities*

For all material categories of financial assets and financial liabilities the carrying amounts are reasonable approximations of fair values. Management assessed that the carrying amounts of cash and short-term deposits, trade and other receivables, trade and other payables, bank overdrafts and other current liabilities approximate their fair values largely due to the short-term maturities of these instruments.

(v) *Changes in liabilities arising from financing activities*

	<i>Debt</i>	<i>Lease liabilities</i>	<i>Loans from parent undertakings</i>
	\$	\$	\$
At 1 January 2024	589,575	936,331	4,415,200
Additions	–	65,562	–
Cash flows	(210,463)	(220,783)	(100,363)
Foreign exchange	(6,473)	(14,195)	(236,330)
Other	92,299	189,106	–
At 31 December 2024	464,938	956,021	4,078,507
At 1 January 2023	43,517	225,865	–
Additions	568,330	967,265	–
Cash flows	(49,944)	(308,890)	4,415,200
Foreign exchange	17,080	30,626	–
Other	10,592	21,465	–
At 31 December 2023	589,575	936,331	4,415,200

Other mainly includes profit or loss movements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

20. TRADE AND OTHER PAYABLES

	Group 2024 \$	Company 2024 \$	Group 2023 \$	Company 2023 \$
Trade creditors	562,166	23,711	461,401	24,438
Corporation tax	–	–	1,116,920	1,283,154
Deferred revenue	9,976,188	–	8,320,442	–
Amounts owed to parent undertakings	4,078,507	4,078,507	4,415,200	4,415,200
Amounts owed to fellow subsidiary undertakings	58,700	–	57,326	–
Accruals	767,330	62,716	1,134,127	66,230
PAYE / PRSI	203,164	–	224,560	–
Lease liabilities	237,991	–	11,846	–
Valued added tax	243,379	–	175,121	–
Other creditors	98,889	–	95,668	–
	<u>16,226,314</u>	<u>4,164,934</u>	<u>16,012,611</u>	<u>5,789,022</u>

Amounts owed to parent undertaking

Amounts owed to parent undertaking refers to loan balances which are unsecured and repayable on demand. The loan carries interest rate of 0.0% (2023: 0.0%).

Amounts owed to fellow subsidiary undertakings

Amounts owed to fellow subsidiary undertakings refers to loan balances which are unsecured and repayable on demand. The loan carries interest rate of 8.82% (2023: 8.82%).

21. LEASES

The Group leases buildings for its office space and data centres. The leases of office space and data centres typically run for a period between 1 and 4 years. Refer to Note 19 (ii) for the maturity analysis of lease liabilities, note 19(iv) for the changes in lease liabilities and to note 13 for the roll forward of right-of-use assets.

22. PENSION COMMITMENTS

The Group operates defined contribution pension schemes. The assets of the schemes are held separately from those of the Group in independently administered funds. The pension cost charge representing contributions payable by the Group to the schemes in 2024 amounted to \$399,362 (2023: \$693,835). Contributions payable to the fund at the year-end amounted to \$57,713 (2023: \$61,013).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

23. SIGNIFICANT SUBSIDIARY UNDERTAKINGS

The significant subsidiary undertakings of the Company which are directly or indirectly owned, as at 31 December 2024, are set out below. All shareholdings are in ordinary shares:

<i>Name</i>	<i>Percentage</i>	<i>Nature of Business</i>	<i>Registered Office</i>
Milestone Financial Consulting Limited	65.0%	Investment holding company	2nd Floor, Styne House, Hatch Street Upper, Dublin 2, Ireland.
Milestone New York, Inc.	65.0%	Investment holding company	1345 Avenue of the Americas, New York, NY 10105, USA.
Milestone New York LLC	65.0%	Management consultancy	160 Madison Avenue, New York, NY 10016, USA.
Caplin Systems Limited	94.1%	Creation and marketing of computer software and service for online trading of financial instruments	10 Queen Street Place, London, EC4R 1BE, England.
Caplin Technologies Limited	94.1%	Investment holding company	2nd Floor, Styne House, Hatch Street Upper, Dublin 2, Ireland.
ICM Finance S.à r.l	100.0%	Investment holding company	63-65, rue de Merl L-2146 Luxembourg

24. RELATED PARTY TRANSACTIONS

During the year, the Group transacted with related parties in the normal course of business.

Transactions with key management personnel

Key management personnel of the Group, being senior management of the Group, received the following remuneration:

	2024	2023
	\$	\$
Emoluments	2,971,871	2,841,486
Compensation for loss of office	119,657	–
Pension contributions	40,511	70,311
	3,132,039	2,911,797
	3,132,039	2,911,797

Transactions with parent undertakings

Transactions with parent undertakings refer to transactions with entities that control the Company, either directly or indirectly. Refer to note 15 and 20 for the outstanding balances as at 31 December 2024 and 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024 (continued)

24. RELATED PARTY TRANSACTIONS (continued)

Transactions with subsidiary undertakings

Transactions with subsidiary undertakings refer to transactions with entities that the Company controls, either directly or indirectly. Refer to note 15 for the outstanding balances as at 31 December 2024 and 2023.

Transactions with fellow subsidiary undertakings

Transactions with fellow subsidiary undertakings refer to transactions with entities other than parent undertakings that are controlled by the ultimate parent undertaking. Refer to note 15 and 20 for the outstanding balances as at 31 December 2024 and 2023.

25. PARENT UNDERTAKINGS, CONTROLLING PARTIES, DIRECTORS' AND SECRETARY'S INTERESTS

The Company's immediate parent undertaking is ION Private Equity Fund II Limited Partnership, an Irish Limited Partnership managed by ION Capital Management Limited, a company incorporated in Ireland

The Company's ultimate parent undertaking and controlling party is Bessel Capital S.à r.l., a company incorporated in Luxembourg.

Neither the directors, nor the company secretary, their spouses or minor children, held any interests in the shares of the Company, its parent undertaking or any other group undertaking, except as follows:

At the year end, Mr. A. Pignataro owned directly 100% (2023: 100%) of Bessel Capital S.à r.l.

26. EVENTS SINCE THE STATEMENT OF FINANCIAL POSITION DATE

In June and December 2025, the Company declared and paid dividends of \$2.3 million and \$2.8 million, respectively.

27. APPROVAL OF FINANCIAL STATEMENTS

The Board approved and authorised for issue the financial statements in respect of the year ended 31 December 2024 on 27 January 2026.