

Registered number: 657312

R3 Corda Ireland Limited

Directors' Report and Financial Statements

for the financial year ended 30 November 2024

R3 Corda Ireland Limited

Company Information

Directors	David Rutter (American) Jason Patrick Byrne (appointed 18 February 2024)
Company secretary	Alan Kane
Registered number	657312
Registered office	Deloitte & Touche House 29 Earlsfort Terrace Dublin 2
Independent auditor	BDO Statutory Audit Firm Block 3 Miesian Plaza 50-58 Baggot Street Lower Dublin 2 D02 Y754
Bankers	HSBC 1 Grand Canal Square, Grand Canal Harbour, Dublin

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**Directors' Report
for the year ended 30 November 2024**

The directors present their annual report and the audited financial statements for the year ended 30 November 2024.

Principal activities

The Company's principal activity consists of the provision of sales and marketing, administrative and technical services and support services to other companies in the R3 Group. The Company operates under a cost-plus arrangement with R3 HoldCo LLC.

Business review

The directors are satisfied with the performance of the Company this financial year and expect significant growth in the coming years.

Results and dividends

The profit for the financial year, after taxation, amounted to €479,898 (2023 - €492,129).

The Company did not issue any dividends during the year (2023 - €Nil).

Director, Secretary and their Interests

The directors and secretary who served during the financial year and up to the date of signing the financial statements were:

David Rutter
Jason Patrick Byrne (appointed 18 February 2024)

Secretary:
Alan Kane

The directors and secretary, who held office at 30 November 2024, did not have any interest in the shares of the Company or interests in share capital in excess of 1% of other group companies at 30 November 2024 and 1

December 2024 Principal risks and

uncertainties Economic risk

The risk of a further deterioration in economic conditions may have an adverse impact on served markets. The Company looks to minimise the impact of such movements through close monitoring of market and economic trends and continually striving to provide value for money.

Competitor risk

The directors of the Company manage competition through close attention to customer service levels. The Company places a significant emphasis on innovative customer service performed to the highest standards.

Financial risk

The Company has budgetary and financial reporting procedures, supported by appropriate key performance indicators, to manage credit, liquidity and other financial risk. All key financial figures are monitored on an ongoing basis.

**Directors' Report (continued)
for the year ended 30 November 2024**

Accounting records

The measures taken by the directors to ensure compliance with the requirements of Sections 281 to 285 of the Companies Act 2014 with regard to the keeping of accounting records, are the employment of appropriately qualified accounting personnel and the maintenance of computerised accounting systems. The Company's accounting records are maintained at the Company's registered office at Deloitte & Touche House, 29 Earlsfort Terrace, Dublin 2.

Future developments

There are no material future changes anticipated in the business of the Company at this time.

Statement on relevant audit information

In accordance with Section 332 of the Companies Act 2014, each of the persons who is director at the time when this Directors' Report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- he has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

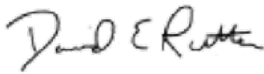
Post balance sheet events

In November 2025, the R3 Group initiated a restructuring of its global business which will result in a reduction in the scale of its Irish operation.

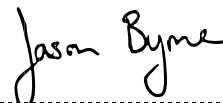
Auditor

The auditor, BDO, continues in office in accordance with section 383(2) of the Companies Act 2014.

This report was approved by the board and signed on its behalf.



.....
David Rutter
Director



.....
Jason Patrick Byrne
Director

Date: 19 November 2025

**Directors' Responsibilities Statement
for the year ended 30 November 2024**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with Irish law and regulations.

Irish company law requires the directors to prepare the financial statements for each financial year. Under the law, the directors have elected to prepare the financial statements in accordance with the Companies Act 2014 and Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

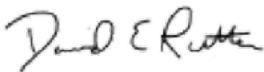
Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the Company as at the financial year end date, of the profit or loss for that financial year and otherwise comply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

In preparing these financial statements, the directors are required to:

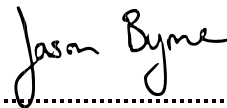
- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards;
- notify the Company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 102; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for ensuring that the Company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the Company, enable at any time the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy, enable them to ensure that the financial statements and Directors' Report comply with the Companies Act 2014 and enable the financial statements to be audited. They are 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.

On behalf of the board



.....
David Rutter
Director



.....
Jason Patrick Byrne
Director



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Block 3, Miesian Plaza
50-58 Baggot Street Lower
Dublin 2, D02 Y754
Ireland

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF R3 CORDA IRELAND LIMITED

Report on the audit of the financial statements

Opinion

We have audited the financial statements of R3 Corda Ireland Limited ('the Company') for the year ended 30 November 2024, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, and notes to the financial statements, including the summary of significant accounting policies set out in note 2. The financial reporting framework that has been applied in their preparation is the Companies Act 2014 and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" issued by the Financial Reporting Council.

In our opinion the accompanying financial statements:

- give a true and fair view of the assets, liabilities and financial position of the Company as at 30 November 2024 and of its profit for the year then ended;
- have been properly prepared in accordance with FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and Companies Act 2014. Our responsibilities under those standards are described below in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard for Auditors (Ireland) issued by the Irish Auditing and Accounting Supervisory Authority ('IAASA'), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

In forming our opinion, which is not modified, we draw attention to disclosures made in the directors' report and note 2 in the financial statements, which indicates that the ability of the Company to continue as a going concern is dependent on continuing support from its Parent Company, R3 HoldCo LLC, which is dependent on the Group growing sales pipeline and implementing cost saving initiatives. As stated in the directors' report and Note 2, these events and conditions, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

In auditing the financial statements, we have concluded that the director's use of going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the director's assessment of the entity's ability to continue to adopt the going concern basis of accounting included:

- assessed the letter of support from R3 HoldCo LLC and the ability of R3 HoldCo LLC to provide such support;
- tested the clerical accuracy of the cash flow forecast model and challenged the key assumptions used in the cash flow forecasts; and
- assessed the adequacy of the disclosures in the financial statements.

We have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going

Other Offices:
103/104 O'Connell St
Limerick, V94 AT85

Brian McEnery (Managing Partner)
Simon Carbery
Stewart Dunne
Chris Fogarty
Patrick Glover

Brian Hughes
Ronan Harbourn
Diarmuid Hendrick
Liam Hession
Ken Kilmartin

Stephen McCallion
Aine McInerney
Teresa Morahan
Ursula Moran
Siobhan Phelan

Donal Ryan
Richard Sammon
Gavin Smyth
Richard Warren-Tangney
Paul Creedon

concern basis of accounting in preparing the financial statements.

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

Other information

The directors are responsible for the other information. Other information comprises information included in the annual report, other than the financial statements and the auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

Opinions on other matters prescribed by the Companies Act 2014

In our opinion, based on the work undertaken in the course of the audit, we report that:

- the information given in the directors' report is consistent with the financial statements; and
- the directors' report has been prepared in accordance with the Companies Act 2014.

We have obtained all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

In our opinion, the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited, and the financial statements are in agreement with the accounting records.

Matters on which we are required to report by exception

Based on the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions required by sections 305 to 312 of the Act are not made. We have nothing to report in this regard.

Respective responsibilities

Responsibilities of directors and those charged with governance for the financial statements

As explained more fully in the directors' responsibilities statement set on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and 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 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's 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 auditor's 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.

A further description of our responsibilities for the audit of the financial statements is located on IAASA's website at: https://iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf. This description forms part of our auditor's report.

The purpose of our audit work and to whom we owe our responsibilities

Our report is made solely to the Company's members, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Siobhan Phelan

Siobhan Phelan
for and on behalf of
BDO
Statutory Audit Firm
Block 3, Miesian Plaza

Date 20 November 2025

50-58 Baggot Street Lower

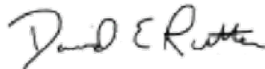
Dublin 2, D02 Y754

Statement of Comprehensive Income
for the year ended 30 November 2024

	Note	2024 €	2023 €
Turnover	4	5,883,904	6,643,704
Gross profit		5,883,904	6,643,704
Administrative expenses		(5,842,144)	(6,941,516)
Exceptional items	10	(146,379)	(239,756)
Other operating income	8	624,078	1,029,697
Profit before taxation	5	519,459	492,129
Tax on profit	9	(39,561)	-
Profit for the financial year		479,898	492,129
Other comprehensive income			
Total comprehensive income for the financial year		479,898	492,129

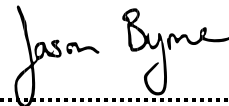
All amounts relate to continuing operations

Signed on behalf of the board:



.....
David Rutter

Director



.....
Jason Patrick Byrne

Director

Date: 19 November 2025

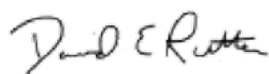
The notes on pages 10 to 22 form part of these financial statements.

R3 Corda Ireland Limited

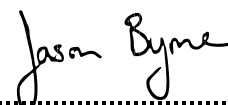
Balance Sheet
as at 30 November 2024

	Note	2024 €	2023 €
Non-current assets			
Tangible fixed assets	11	168,501	267,202
Debtors: amounts falling due after more than one year	12	710,446	1,233,462
		<u>878,947</u>	<u>1,500,664</u>
Current assets			
Debtors: amounts falling due within one year	12	10,937,195	7,213,817
Cash at bank and in hand	13	235,057	34,188
		<u>11,172,252</u>	<u>7,248,005</u>
Creditors: amounts falling due within one year	14	<u>(10,377,284)</u>	<u>(7,554,652)</u>
Net current assets/(liabilities)		794,968	(306,647)
Total assets less current liabilities		1,673,915	1,194,017
Net assets		1,673,915	1,194,017
Capital and reserves			
Called up share capital presented as equity	15	100	100
Profit and loss account	16	1,673,815	1,193,917
Shareholders' funds		1,673,915	1,194,017

The financial statements were approved and authorised for issue by the board:



.....
David Rutter
Director



.....
Jason Patrick Byrne
Director

Date: 19 November 2025

The notes on pages 10 to 22 form part of these financial statements.

**Statement of Changes in Equity
for the year ended 30 November 2024**

	Called up share capital €	Profit and loss account €	Total equity €
At 1 December 2023	100	1,193,017	1,194,017
Comprehensive income for the financial year			
Profit for the financial year	-	479,898	479,898
Total comprehensive income for the financial year	-	479,898	479,898
At 30 November 2024	100	1,673,815	1,673,915

**Statement of Changes in Equity
for the year ended 30 November 2023**

	Called up share capital €	Profit and loss account €	Total equity €
At 1 December 2022	100	701,788	701,788
Comprehensive income for the financial year			
Profit for the financial year	-	492,129	492,129
Total comprehensive income for the financial year	-	492,129	492,129
At 30 November 2023	100	1,193,917	1,194,017

The notes on pages 10 to 22 form part of these financial statements.

**Notes to the Financial Statements
for the year ended 30 November 2024**

1. General information

These financial statements comprising the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes constitute the individual financial statements of R3 Corda Ireland Limited for the financial year ended 30 November 2024.

The principal activity of R3 Corda Ireland Limited is to provide enterprise blockchain technology software and services to other R3 companies.

Statement of Compliance

The financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (FRS 102).

Currency

The financial statements have been presented in Euro (€) which is also the functional currency of the Company.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and Irish statute comprising of the Companies Act 2014.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Financial Reporting Standard 102 - Reduced Disclosure Exemptions

This information is included in the consolidated financial statements of R3 Holdco LLC., as at 30 November 2024. The consolidated financial statements are available upon request to the Company.

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 26 Share-based Payment paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7;
- the requirements of section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41 (f), 11.42, 11.44 to 11.45, 11.47, 11.48 (a)(iii), 11.48 (a)(iv), 11.48 (b) and 11.48 (c); and
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29 (a), 12.29(b) and 12.29A.

**Notes to the Financial Statements
for the year ended 30 November 2024**

2. Accounting policies (continued)

2.3 Going concern

The financial statements have been prepared on a going concern basis which assumes that the company will be able to meet its liabilities as they fall due for the foreseeable future.

R3 HoldCo LLC has confirmed that it will provide continued financial support to the Company for a period of at least 12 months from the date of approval of these financial statements. R3 Group has prepared cashflows for the period ending November 2026 to assess the ability of the Group to provide the relevant financial support.

The forecasts show the Group maintaining positive cash balances throughout the period. This anticipates (i) the achievement of certain performance milestones (agreed as part of new financing arrangements secured in May 2025) that will release additional funds; and (ii) the restructuring of the R3 Group to focus on its Labs business and the commercial partnership with the Solana Foundation.

The directors have completed certain sensitivities of the cash flow forecasts and recognize that any material adverse variance between the actual and forecast performance of the business could result in an accelerated decline in existing cash balances, resulting in the need for additional funding to be obtained by the Company. To mitigate this, the directors would consider making further adjustments to the cost base over and above that resulting from the proposed restructuring of the business. Further external funding is being sought that will allow more investment in the business and provide more substantial cash reserves. While every effort is being made to secure new funding, it cannot be certain that this will be achieved and to date there is no written agreement by potential investors that they will provide funding, therefore the directors consider these plans are not probable.

The directors recognise that there are material uncertainties, as stated above, which may cast significant doubt as to its ability to continue as a going concern. Nevertheless, based on the potential funding and restructuring plans described above, the directors have a reasonable expectation that there are adequate resources to continue in operational existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis of accounting in preparing the annual financial statements and the financial statements do not include any adjustments that might result if the Company was unable to continue as a going concern.

2.4 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is Euros.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of Comprehensive Income within 'other operating income'.

**Notes to the Financial Statements
for the year ended 30 November 2024**

2. Accounting policies (continued)

2.5 Revenue Recognition

Revenue is recognised when a performance obligation is satisfied. Revenue is measured based on consideration of which the Company expects to be entitled in exchange for transferring promised good or services to a customer, excluding amounts collected on behalf of third parties (i.e. sales relates taxed). The consideration promised in the contracts with customers may include fixed amounts, variable amounts or both. The Company's revenue is derived from service fee charged to related companies as disclosed below:

Service Fee

Service fees are recognised in the accounting period in which the services have been rendered. These comprise the reimbursement of the Company's total operating costs at cost plus agreed margin of 8%. Limited judgement is needed to identify when the point of control passes to the related companies. The related companies are invoiced on monthly basis. There is no element of financing in the Company's revenue transactions as the related companies are required to pay within the credit term.

2.6 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to the Statement of Comprehensive Income at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Statement of Comprehensive Income in the same period as the related expenditure. Grant income is shown as "Other income" on the face of the statement of comprehensive income

2.7 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

2.8 Taxation

Tax is recognised in the Statement of Comprehensive Income except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

**Notes to the Financial Statements
for the year ended 30 November 2024**

2. Accounting policies (continued)

2.9 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

2.10 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Leasehold Improvement	- The longer of the term of the lease or 5 years (60 months)
Computer Equipment	- 3 years (36 months)

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.11 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivables are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.12 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.13 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

**Notes to the Financial Statements
for the year ended 30 November 2024**

2. Accounting policies (continued)

2.14 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet 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.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

The directors consider the accounting estimates and assumptions below to be critical accounting estimates and judgements:

Going concern:

The financial statements have been prepared on a going concern basis which assumes that the company will be able to meet its liabilities as they fall due for the foreseeable future.

R3 HoldCo LLC has confirmed that it will provide continued financial support to the Company for a period of at least 12 months from the date of approval of these financial statements. R3 Group has prepared cashflows for the period ending November 2026 to assess the ability of the Group to provide the relevant financial support.

The forecasts show the Group maintaining positive cash balances throughout the period. This anticipates (i) the achievement of certain performance milestones (agreed as part of new financing arrangements secured in May 2025) that will release additional funds; and (ii) the restructuring of the R3 Group to focus on its Labs business and the commercial partnership with the Solana Foundation.

The directors have completed certain sensitivities of the cash flow forecasts and recognize that any material adverse variance between the actual and forecast performance of the business could result in an accelerated decline in existing cash balances, resulting in the need for additional funding to be obtained by the Company. To mitigate this, the directors would consider making further adjustments to the cost base over and above that resulting from the proposed restructuring of the business. Further external funding is being sought that will allow more investment in the business and provide more substantial cash reserves. While every effort is being made to secure new funding, it cannot be certain that this will be achieved and to date there is no written agreement by potential investors that they will provide funding, therefore the directors consider these plans are not probable.

The directors recognise that there are material uncertainties, as stated above, which may cast significant doubt as to its ability to continue as a going concern. Nevertheless, based on the potential funding and restructuring plans described above, the directors have a reasonable expectation that there is adequate resources to continue in operational existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis of accounting in preparing the annual financial statements and the financial statements do not include any adjustments that might result if the Company was unable to continue as a going concern.

Recoverability of intercompany balances:

Intercompany debtors are reviewed for impairment loss on an annual basis and provisions are made for any balances where there is uncertainty against the recoverability of the balances. This methodology is applied on an entity-by-entity basis.

**Notes to the Financial Statements
for the year ended 30 November 2024**

4. Turnover

An analysis of turnover by class of business is as follows:

	2024	2023
	€	€
Intercompany recharges	5,883,904	6,643,704

Analysis of turnover by country of destination:

	2024	2023
	€	€
United Kingdom	5,883,904	6,643,704

5. Profit before taxation

Profit before taxation is stated after charging/(crediting):

	2024	2023
	€	€
Depreciation of tangible fixed assets	98,701	96,828
Foreign exchange loss/(gain)	197,795	(97,254)
Defined contribution pension cost	132,972	160,747
Operating lease rentals – land and buildings	250,639	272,661

6. Employees

Staff costs were as follows:

	2024	2023
	€	€
Wages and salaries	4,181,813	5,311,650
Social security costs	470,985	563,682
Cost of defined contribution scheme	132,972	160,747
Severance costs	146,379	53,750

The Company had no capitalised costs in the financial year ended 30 November 2024 (2023 - €Nil).

Notes to the Financial Statements
for the year ended 30 November 2024

6. Employees (continued)

The average monthly number of employees, including the directors, during the financial year was as follows:

	2024 No.	2023 No.
Admin	5	5
Engineers	35	49
	<u>40</u>	<u>54</u>

7. Directors' remuneration

	2024 €	2023 €
Directors' emoluments	321,652	-
Contribution to defined contribution pension schemes	11,270	-
	<u>332,922</u>	<u>-</u>

There was 1 director in the defined contribution pension scheme (2023 - Nil)

8. Other operating income

	2024 €	2023 €
Research & Development tax credit	<u>624,078</u>	<u>1,029,697</u>

Notes to the Financial Statements
for the year ended 30 November 2024

9. Taxation

	2024 €	2023 €
Total current tax	<u>39,561</u>	<u>-</u>
Deferred tax		
Total deferred tax	<u>-</u>	<u>-</u>
Tax on profit	<u>39,561</u>	<u>-</u>

Factors affecting tax charge for the financial year

The tax assessed for the financial year is lower than (2023 - higher than) the standard rate of corporation tax in Ireland of 12.5% (2023 - 12.5%).

The differences are explained below:

	2024 €	2023 €
Profit on ordinary activities before tax	<u>519,459</u>	492,129
Profit on ordinary activities multiplied by standard rate of corporation tax in Ireland of 12.5% (2023 - 12.5%)	64,932	61,516
Effects of:		
Capital allowance R&D credit	(25,371)	(61,516)
Total tax charge for the financial year	<u>39,561</u>	<u>-</u>

Notes to the Financial Statements
for the year ended 30 November 2024

10. Exceptional items

	2024 €	2023 €
Severance costs	146,379	53,750

These relate to redundancy costs for employees who left the business during FY24 including severance payments, employment legal fees and pay in lieu of notice. These were regarded as exceptional costs as they are deemed out of the usual course of business so were presented separately.

11. Tangible fixed assets

	Long-term leasehold property €	Computer equipment €	Total €
Cost or valuation			
At 1 December 2023	331,983	53,010	384,993
Additions	-	-	-
At 30 November 2024	<u>331,983</u>	<u>53,010</u>	<u>384,993</u>
Depreciation			
At 1 December 2023	101,118	16,673	117,791
Charge for the financial year	81,031	17,670	98,701
At 30 November 2024	<u>101,118</u>	<u>16,673</u>	<u>117,791</u>
Net book value			
At 30 November 2024	<u>149,834</u>	<u>18,667</u>	<u>168,501</u>
At 30 November 2023	<u>230,865</u>	<u>36,337</u>	<u>267,202</u>

The net book value of land and buildings may be further analysed as follows:

	2024 €	2023 €
Long leasehold	<u>149,834</u>	<u>230,865</u>

Notes to the Financial Statements
for the year ended 30 November 2024

12. Debtors

	2024 €	2023 €
Due after more than one year		
Other debtors	<u>710,446</u>	<u>1,233,462</u>
	2024 €	2023 €
Due within one year		
Amounts owed by group undertakings	9,955,235	7,097,935
Other debtors	923,475	45,995
Prepayments	58,485	69,887
	<u>10,937,195</u>	<u>7,213,817</u>

All debtors are due within the Company's normal credit terms of 30 days.

Amounts owed by group undertakings are non-interest bearing and are repayable on demand.

Other debtors include Research & Development Tax credit amounting to €1,610,086 (2023: €1,233,462)

13. Cash and cash equivalents

	2024 €	2023 €
Cash at bank and in hand	<u>235,057</u>	<u>34,188</u>

Notes to the Financial Statements
for the year ended 30 November 2024

14. Creditors: Amounts falling due within one year

	2024 €	2023 €
Trade creditors	39,989	36,972
Amounts owed to group undertakings	9,643,710	6,760,325
Corporation tax	39,560	-
Other creditors	147,141	278,302
Accruals	506,884	479,053
	<u>10,377,284</u>	<u>7,554,652</u>

The repayment of trade creditors varies between on demand and ninety days. No interest is payable on trade creditors. Other Creditors (Tax and social insurance) are subject to the terms of the relevant legislation. No interest was due at the financial year end date. The terms of the accruals are based on the underlying contracts. Amounts owed to group undertaking are unsecured, interest free and repayable on demand.

15. Share capital

	2024 €	2023 €
Authorised		
100 (2023 - 100) Ordinary shares of €1.00 each	<u>100</u>	<u>100</u>
Allotted, called up and fully paid		
100 (2023 - 100) Ordinary shares of €1.00 each	<u>100</u>	<u>100</u>

The percentage of the paid up share capital of the Company as carries the rights of voting at general meetings of the Company which a member or members must hold not less than to be entitled to convene an extraordinary general meeting of the Company is 10 per cent.

16. Reserves

Profit and loss account

The profit and loss account represents cumulative gains and losses recognised in the profit and loss account, net of transfers to/from other reserves and dividends paid.

**Notes to the Financial Statements
for the year ended 30 November 2023**

17. Capital commitments

As at 30 November 2024, the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, as follows:

	2024	2023
	€	€
Buildings	<u>477,157</u>	<u>772,540</u>

18. Pension commitments

The Company operates a defined contribution scheme for a number of employees. The employer contributions payable by the Company for the year was €132,972 (2023 - €160,747) of which €22,243 was accrued at 30 November 2024 (2023 - €29,992).

19. Post balance sheet events

In November 2025, the R3 Group initiated a restructuring of its global business which will result in a reduction in the scale of its Irish operation.

20. Controlling party

The Parent Company is R3 Holdco UK Limited, and the ultimate Parent Company is R3 Holdco LLC. The Parent Company, R3 Holdco UK Limited, and the ultimate Parent Company, R3 Holdco LLC, are both incorporated and registered at 2 London Wall Place, 11th Floor, London Wall Place, London, England, EC2Y 5AU

21. Related party transactions

Under FRS 102, the Company is exempt from the requirements to disclose transactions with entities that are part of the same group as all the Company's voting rights are controlled within the group. There are no transactions with any other related party.

22. Key management personnel

Key management personnel include the Directors who has authority and responsibility for planning, directing and controlling the activities of the Company. The total compensation paid to key management personnel for services provided to the Company was € 332,922 (2023 - €Nil).

23. Approval of financial statements

The board of directors approved these financial statements for issue on 19 November 2025.