

MACSTADIUM LIMITED

ABRIDGED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

MACSTADIUM LIMITED

COMPANY INFORMATION

Director	Gregory P McGraw (American)
Company secretary	Michael Landreth (American)
Registered number	562354
Registered office and business address	1st Floor 16/17 College Green Dublin D02 V078
Trading Address	4033 Citywest Avenue Dublin 24 D24 CR70
Independent auditors	Crowleys DFK Unlimited Company Chartered Accountants and Statutory Audit Firm 16/17 College Green Dublin 2 D02 V078
Bankers	Bank of Ireland 6 O'Connell Street Lower Dublin 1 D01 X324
Solicitors	Martin Solicitors 1 Elmfield Rise Clarehall Dublin 13 D13 K8Y1

MACSTADIUM LIMITED

CONTENTS

	Page
Director's Responsibilities Statement	1
Special Auditors' Report	2 - 6
Abridged Balance Sheet	7
Statement of Changes in Equity	8
Notes to the Abridged Financial Statements	9 - 20

MACSTADIUM LIMITED

**DIRECTOR'S RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2023**

The director is responsible for preparing Director's Report and the financial statements in accordance with Irish law and regulations.

Irish company law requires the director to prepare the financial statements for each financial year. Under the law, the director has 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', applying Section 1A of that Standard, which is issued by the Financial Reporting Council ("relevant financial reporting framework").


Under company law, the director must not approve the financial statements unless he is 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 director is 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The director is 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 Director's 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 on 30/03/2026.

Signed by:

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Gregory P McGraw
Director

MACSTADIUM LIMITED

INDEPENDENT AUDITORS' SPECIAL REPORT TO THE MEMBER OF MACSTADIUM LIMITED PURSUANT TO SECTION 356 OF THE COMPANIES ACT 2014

On 30 March 2026 we reported as auditors of MacStadium Limited to the director of the Company on the abridged financial statements for the year ended 31 December 2023 on pages 7 to 20 and our report was as follows:

We have examined:

- (i) the abridged financial statements for the year ended 31 December 2023 on pages 7 to 20 which the director of MacStadium Limited propose to annex to the Annual Return of the Company; and
- (ii) the financial statements to be laid before the Annual General Meeting which form the basis for those abridged financial statements.

Respective responsibilities of Directors and Auditors

It is your responsibility to prepare the abridged financial statements which comply with the Companies Act 2014. It is our responsibility to form an independent opinion that the director are entitled under Section 352 of the Companies Act 2014 to annex abridged financial statements to the annual return of the Company and that those abridged financial statements have been properly prepared pursuant to Section 353 of that Act (exemptions available for small companies) and to report our opinion to you.

This report is made solely to the director in accordance with Section 356 of the Companies Act 2014. Our work was undertaken so that we might state to the director those matters we are required to state to him in our report under Section 356 of the Companies Act 2014 and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the director for our work, for this report, or for the opinions we have formed.

Basis of opinion

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the Company is entitled to annex abridged financial statements to the Annual Return of the Company and that the abridged financial statements are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the full financial statements.

Opinion on financial statements

In our opinion the director is entitled under Section 352 of the Companies Act 2014 to annex to the Annual Return of the Company the abridged financial statements and those abridged financial statements have been properly prepared pursuant to the provisions of Section 353 of that Act (exemptions available for small sized companies).

Other information

On 30 March 2026 we reported as auditors of MacStadium Limited to the member on the Company's financial statements for the year ended 31 December 2023 to be laid before its Annual General Meeting and our report was as follows:

"We have audited the financial statements of MacStadium Limited (the 'Company') for the year ended 31 December 2023, which comprise the Profit and Loss Account, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the notes to the financial statements, including a summary of significant accounting policies set out in note 2. The financial reporting framework that has been applied in their preparation is Irish law and Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', applying Section 1A of that Standard, which is issued by the Financial Reporting Council.

MACSTADIUM LIMITED

INDEPENDENT AUDITORS' SPECIAL REPORT TO THE MEMBER OF MACSTADIUM LIMITED (CONTINUED) PURSUANT TO SECTION 356 OF THE COMPANIES ACT 2014

In our opinion, the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the Company as at 31 December 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'; applying Section 1A of that Standard; 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 applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the 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 the provisions available for small entities, in the circumstances set out in note 18 to the financial statements, 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.

Conclusions relating to going concern

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

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 Company's ability to continue as a going concern for a period of at least twelve months from the date when the financial statements are authorised for issue.

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

MACSTADIUM LIMITED

INDEPENDENT AUDITORS' SPECIAL REPORT TO THE MEMBER OF MACSTADIUM LIMITED (CONTINUED) PURSUANT TO SECTION 356 OF THE COMPANIES ACT 2014

Other information

The director is responsible for the other information. The other information comprises the information included in the Annual report, other than the financial statements and our Auditors' 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 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.

Opinion 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 Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Director's Report has been prepared in accordance with applicable legal requirements.

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 Director's Report.

The Companies Act 2014 requires us to report to you if, in our opinion, the requirements of any of sections 305 to 312 of the Act, which relate to disclosures of director's remuneration and transactions are not complied with by the Company. We have nothing to report in this regard.

Respective responsibilities and restrictions on use

Responsibilities of directors

As explained more fully in the Director's Responsibilities Statement on page 3, the director is responsible for the preparation of the financial statements in accordance with the applicable financial reporting framework that give a true and fair view, and for such internal control as the director determines 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 director is 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 the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

MACSTADIUM LIMITED

INDEPENDENT AUDITORS' SPECIAL REPORT TO THE MEMBER OF MACSTADIUM LIMITED (CONTINUED) PURSUANT TO SECTION 356 OF THE COMPANIES ACT 2014

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.

As part of an audit in accordance with ISAs (Ireland), we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding on internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the director.
- Conclude on the appropriateness of the director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditors' Report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditors' Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

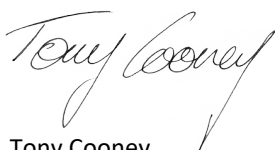
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

MACSTADIUM LIMITED

**INDEPENDENT AUDITORS' SPECIAL REPORT TO THE MEMBER OF MACSTADIUM LIMITED (CONTINUED)
PURSUANT TO SECTION 356 OF THE COMPANIES ACT 2014**

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

This report is made solely to the Company's member, 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 member those matters we are required to state to them in an Auditors' 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 member for our audit work, for this report, or for the opinions we have formed."



Tony Cooney

for and on behalf of

Crowleys DFK Unlimited Company

Chartered Accountants and Statutory Audit Firm

16/17 College Green

Dublin 2

D02 V078

30 March 2026

MACSTADIUM LIMITED

ABRIDGED BALANCE SHEET
AS AT 31 DECEMBER 2023

	Note	2023 \$	2022 \$
Fixed assets			
Tangible assets	7	2,900,134	3,793,769
Investments	8	1	1
		<u>2,900,135</u>	<u>3,793,770</u>
Current assets			
Debtors: amounts falling due within one year	9	559,861	1,084,383
Cash at bank and in hand	10	538,571	81,997
		<u>1,098,432</u>	<u>1,166,380</u>
Creditors: amounts falling due within one year	11	(2,708,931)	(3,626,462)
Net current liabilities		<u>(1,610,499)</u>	<u>(2,460,082)</u>
Total assets less current liabilities		<u>1,289,636</u>	<u>1,333,688</u>
Net assets		<u><u>1,289,636</u></u>	<u><u>1,333,688</u></u>
Capital and reserves			
Called up share capital presented as equity		107	107
Other reserves	13	20,736	15,266
Profit and loss account	13	1,268,793	1,318,315
Shareholders' funds		<u><u>1,289,636</u></u>	<u><u>1,333,688</u></u>

These financial statements have been prepared in accordance with the small companies regime.

I, as director of MacStadium Limited, state that:

The Company has relied on the specific exemptions contained in section 352 of the Companies Act 2014; the Company has done so on the grounds that it is entitled to the benefit of that exemption as a small Company and the abridged financial statements have been properly prepared in accordance with section 353 of the Companies Act 2014.

The financial statements were approved by the sole director on 30/03/2026

Signed by:

Gregory McGraw

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Gregory P McGraw
Director

The notes on pages 9 to 20 form part of these financial statements.

MACSTADIUM LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2023

	Called up share capital	Other reserves	Profit and loss account	Total equity
	\$	\$	\$	\$
At 1 January 2022	107	11,305	1,304,054	1,315,466
Profit for the year	-	-	14,261	14,261
Share based payments	-	3,961	-	3,961
At 1 January 2023	107	15,266	1,318,315	1,333,688
Loss for the year	-	-	(49,522)	(49,522)
Share based payments	-	5,470	-	5,470
At 31 December 2023	107	20,736	1,268,793	1,289,636

The notes on pages 9 to 20 form part of these financial statements.

MACSTADIUM LIMITED

NOTES TO THE ABRIDGED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

1. General information

These financial statements comprising of the Profit and Loss account, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes constitute the individual financial statements of MacStadium Limited for the financial year ended 31 December 2023.

MacStadium is a private company limited by shares (registered under Part 2 of Companies Act 2014), incorporated and registered in the Republic of Ireland (CRO number 562354). The Registered Office of the company is 16/17 College Green, Dublin 2, D02 V078 and principal place of business is 4033 Citywest Ave, Dublin 24, D24 CR70. The nature of the company's operations and its principal activities are set out in the Directors Report.

The financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and the Republic of Ireland", applying Section 1A of that Standard.

The financial statements have been presented in United States Dollars (\$) which is also the functional currency of the company.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared on the going concern basis and under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2014.

The Company qualifies as a small company for the year as defined by Section 280B of the Act, in respect of the financial year, and has applied the rules of the 'Small Companies Regime' in accordance with Section 280C of the Act and Section 1A of FRS 102.

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 Group accounts

The Company has not prepared group consolidated financial statements for the year ended 31 December 2023 as the Company is exempt from the obligation to prepare and deliver group financial statements under Section 293 (1A) of the Companies Act 2014 whereby the Company and all of its subsidiary undertakings are included in the consolidated financial statements of a larger group drawn up by its ultimate parent undertaking, MacStadium Inc.

Consequently, the Company's financial statements for the year ended 31 December 2023 deal with the results of the Company as a single entity and not of its group. Details of the Company's subsidiary undertakings are included in note 8 to the financial statements.

NOTES TO THE ABRIDGED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

2. Accounting policies (continued)

2.3 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.4 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.

At each reporting date the Company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

The Company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

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:

Computer equipment	- 20% / 33.3%
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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.

NOTES TO THE ABRIDGED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

2. Accounting policies (continued)

2.5 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 profit or loss 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.

2.6 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable 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.

2.7 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.

2.8 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.

2.9 Share based payments

The company is a member of a group share-based payment arrangement and measures its share-based payment expense on the basis of a reasonable allocation of the expense for the group. The group issues equity settled share options to certain employees within the group.

Equity settled share-based payment transactions are measured at fair value (excluding the effects of non market-based vesting conditions) at the date of grant. The fair value is expensed on a straight-line basis over the vesting period. The amount recognised as an expense is adjusted to reflect the actual number of shares or options that will vest.

Fair value is measured by use of the Black Scholes pricing model which is considered by the group to be the most appropriate method of valuation. The expected life used in the model has been adjusted, based on group's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

NOTES TO THE ABRIDGED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

2. Accounting policies (continued)

2.10 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss 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.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2.11 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is USD.

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 profit or loss 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 Profit and Loss Account within 'exchange gain/loss'. All other foreign exchange gains and losses are presented in the Profit and Loss Account within 'other operating income'.

**NOTES TO THE ABRIDGED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

2. Accounting policies (continued)

2.12 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.13 Leased assets: the Company as lessee

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to profit or loss so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

2.14 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Investments in unlisted Company shares, whose market value can be reliably determined, are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in the Profit and Loss Account for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

Investments in listed company shares are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in profit or loss for the period.

2.15 Provisions for liabilities

Provisions are recognised when an event has taken place that gives rise to a legal or constructive obligation, a transfer of economic benefits is probable and a reliable estimate can be made.

Provisions are measured as the best estimate of the amount required to settle the obligation, taking into account the related risks and uncertainties.

Increases in provisions are generally charged as an expense to profit or loss.

NOTES TO THE ABRIDGED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

2. Accounting policies (continued)

2.16 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 from/to related parties and investments in non-puttable 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.

Investments in non-derivative instruments that are equity to the issuer are measured:

- at fair value with changes recognised in the Profit and Loss Account if the shares are publicly traded or their fair value can otherwise be measured reliably;
- at cost less impairment for all other investments.

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 Profit and Loss Account.

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.

MACSTADIUM LIMITED

NOTES TO THE ABRIDGED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

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

The preparation of these financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses.

Judgements and estimates are continually evaluated and are based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Going concern

In preparing these financial statements, the director have considered the results for the year, the company's financial position at 31 December 2023 and the company's trading performance subsequent to the financial year end. During the year ended 31 December 2023, the company experienced significant growth. This growth has continued subsequent to the year end and management accounts indicate that the company is now profitable and that its assets now exceed its liabilities. The Director is confident that this growth will continue and the Company will continue to be profitable for the foreseeable future. The Director is confident that the company will continue to have the financial support of its parent company. He is therefore confident that the company will be able to continue to meet its obligations as they fall due. On this basis the director considers it appropriate to prepare the financial statements on a going concern basis. Accordingly, these financial statements do not include any adjustments to the carrying amounts and classification of assets and liabilities that may arise if the Company was unable to continue as a going concern.

Establishing lives for depreciation purposes of computer equipment

Long-lived assets, consisting primarily of computer equipment, comprise a significant portion of the total assets. The annual depreciation charge depends primarily on the estimated lives of each type of asset and estimates of residual values. The directors regularly review these asset lives and change them as necessary to reflect current thinking on remaining lives in light of prospective economic utilisation and physical condition of the assets concerned. Changes in asset lives can have a significant impact on depreciation and amortisation charges for the period. Detail of the useful lives is included in the accounting policies. The total amount of assets subject to depreciation is \$2,900,135 (2022: \$3,793,769).

MACSTADIUM LIMITED

**NOTES TO THE ABRIDGED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

4. (Loss)/profit on ordinary activities before taxation

The operating profit is stated after charging:

	2023	2022
	\$	\$
Depreciation of tangible fixed assets	1,387,736	1,532,340
	<u>1,387,736</u>	<u>1,532,340</u>

5. Employees

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

	2023	2022
	No.	No.
Employees	11	11
	<u>11</u>	<u>11</u>

6. Interest payable and similar expenses

	2023	2022
	\$	\$
Finance leases and hire purchase contracts	8,328	3,373
Other interest payable	-	8,917
	<u>8,328</u>	<u>12,290</u>

MACSTADIUM LIMITED

NOTES TO THE ABRIDGED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

7. Tangible fixed assets

	Computer equipment \$
Cost or valuation	
At 1 January 2023	9,093,795
Additions	1,358,058
Disposals	(1,611,616)
At 31 December 2023	<u>8,840,237</u>
Depreciation	
At 1 January 2023	5,300,026
Charge for the year on owned assets	1,387,736
Disposals	(747,659)
At 31 December 2023	<u>5,940,103</u>
Net book value	
At 31 December 2023	<u><u>2,900,134</u></u>
At 31 December 2022	<u><u>3,793,769</u></u>

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2023 \$	2022 \$
Computer equipment	<u>224,525</u>	<u>155,130</u>
	<u><u>224,525</u></u>	<u><u>155,130</u></u>

MACSTADIUM LIMITED

**NOTES TO THE ABRIDGED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

8. Financial assets

	Investments in a subsidiary company \$	Total \$
Cost or valuation		
At 1 January 2023	1	1
At 31 December 2023	1	1
	1	1

The following are subsidiary undertakings of the Company:

Company subsidiary undertakings	Registered office	Nature of business	Shares held	Proportion of shares held
MacStadium GmbH	Barckhausstrasse 1, 60325 Frankfurt am Main, Germany	Providing Mac hosting solutions worldwide	Ordinary	100%

9. Debtors

	2023 \$	2022 \$
Amounts owed by group undertakings	56,320	-
Other debtors	273,886	37,985
Prepayments and accrued income	10,702	64,411
Tax recoverable	56,852	786,204
Deferred taxation	162,101	195,783
	559,861	1,084,383
	559,861	1,084,383

10. Cash and cash equivalents

	2023 \$	2022 \$
Cash at bank and in hand	538,571	81,997
	538,571	81,997
	538,571	81,997

MACSTADIUM LIMITED

**NOTES TO THE ABRIDGED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

11. Creditors: Amounts falling due within one year

	2023	2022
	\$	\$
Trade creditors	126,736	168,890
Amounts owed to group undertakings	2,422,624	3,256,674
Taxation and social insurance	75,105	87,911
Obligations under finance lease and hire purchase contracts	-	43,147
Accruals	84,466	69,840
	<u>2,708,931</u>	<u>3,626,462</u>
	<u>2,708,931</u>	<u>3,626,462</u>

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

12. Deferred taxation

	2023	2022
	\$	\$
At beginning of year	195,783	194,693
Charged to profit or loss	(33,682)	1,090
At end of year	<u>162,101</u>	<u>195,783</u>
	<u>162,101</u>	<u>195,783</u>

The deferred tax asset is made up as follows:

	2023	2022
	\$	\$
Accelerated capital allowances	162,101	195,783
	<u>162,101</u>	<u>195,783</u>
	<u>162,101</u>	<u>195,783</u>

13. 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.

Other reserve

The other reserve includes additional paid in capital received on issue of share capital.

MACSTADIUM LIMITED

NOTES TO THE ABRIDGED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

14. Controlling party

Immediate and ultimate parent companies

The Company's immediate parent undertaking is MacStadium Inc. a company incorporated in the USA with a registered office address of 3525 Piedmont Road NE, Building 7 - 700, Atlanta, GA - 30305. MacStadium Inc. holds 100% of the ordinary share capital of the Company.

MStadium Holdings Inc. a company incorporated in the USA with a registered office address of Wilmington, New Castle, Delaware USA, is the company's ultimate parent undertaking.

The parent of the smallest group in which the results of MacStadium Limited are consolidated is MacStadium Inc.

Ultimate controlling party

Due to the organisational structure of the group no one person had a controlling interest at 31 December 2023.

15. Related party transactions and controlling party

Key management personnel compensation

There was no compensation paid to key management personnel during the year ended 31 December 2023 (2022: \$Nil).

Other related party transactions

The Company has availed of the exemption in Section 55 (3) of Schedule 3A of Companies Act 2014 from the requirement to disclose details of transactions with other group undertakings that are wholly owned by a member of that group.

16. Post balance sheet events

There have been no significant events affecting the Company since the year end.

17. Comparatives

Comparatives have been reclassified to conform with current year presentation.

18. IAASA Ethical Standards Section 6 - Provisions available for audits of small entities

In common with many other businesses of our size and nature, we use our auditor to prepare and submit returns to the Revenue, to prepare and submit returns to the Companies Registrations Office and to assist with the preparation of the financial statements.

19. Approval of financial statements

The director approved these financial statements for issue on 30 March 2026