IZI Finance p.l.c.

Report & Consolidated Financial Statements

30 June 2025

Company registration number: C 101228

The users of this financial report are reminded that the official statutory Annual Financial Report 2025, authorised for issue by the Board of Directors, is in European Single Electronic Format (ESEF) and is published on Inline Viewer - Financial statements and auditors' report. A copy of the Independent auditor's report issued on the official statutory Annual Financial Report 2025, is included within this printed document and comprises the auditor's report in compliance with the requirements of the European Single Electronic Format Regulatory Technical Standard (the ESEF RTS), by reference to Capital Markets Rule 5.55.6. In case of any conflicts and differences, the ESEF report prevails.

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Directors' report

The directors present their report and the audited financial statements for the year ended 30 June 2025.

Principal Activities

IZI Finance p.l.c. (the 'Company' or the 'Group') was registered with the Malta Business Registry on 30 December 2021. The Company holds interests in several subsidiaries operating in the lottery and gaming industries. These include the exclusive concession to manage and operate the national lottery of Malta, the Dragonara Casino concession, interactive gaming and property.

Review of Business and Results

The year under review marked another period of consolidation for the Group. Beyond strengthening its position as a leading lottery and gaming operator, the Group has continued to progress through an extensive business and digital transformation programme. These initiatives are laying the foundation for long-term, sustainable growth across all business verticals, both in Malta and internationally.

The transformation strategy has focused on enhancing operational efficiency, diversifying the Group's product and service offering, and investing in digital capabilities to remain competitive in an evolving market landscape. This dual focus on operational resilience and innovation is positioning the Group to deliver sustainable value to its stakeholders while ensuring compliance with regulatory requirements and industry best practice.

Strategic and Operational Developments

During the year under review, the Group continued to implement its strategic development plan, rigorously analysing market trends, enhancing operational efficiencies, and pursuing growth opportunities, all within the risk appetite framework set by the directors. This approach has positioned the Group for sustainable growth and enabled it to leverage local successes as a platform for potential international expansion.

In line with these strategic objectives, corporate presence was established in target countries during the year, in preparation for the Group's execution plans. Once the international opportunities are further crystallised the Group will raise the necessary financial resources and mobilise its operational capabilities, such that these entities will allow the Group to pursue opportunities in these markets efficiently, positioning it to capitalise on international growth prospects in a controlled and strategic manner.

National Lottery plc, a key subsidiary of the Group and Malta's national lottery operator, continued to maintain its Level 4 Responsible Gaming Certification from the World Lottery Association (WLA), underlining its commitment to safe, fair, and responsible gaming experiences. In parallel, National Lottery plc continued to sustain its WLA Level 2 Security Control Standard Certification following the attainment of ISO/IEC 27001:2022 certification for information security management last year. These achievements reinforce the Group's adherence to best practice in compliance, integrity, governance, and player protection. A compliance audit confirmed that National Lottery plc continues to meet the requirements of both certifications.

Following the reporting period, National Lottery plc was inducted as a full member of the United Lotteries for Integrity in Sports (ULIS), during the ULIS General Assembly held in Bern, Switzerland in September 2025 in conjunction with the European Lotteries (EL) Congress 2025. ULIS is a global non-profit association dedicated to safeguarding the integrity of sports through education, systemic surveillance of sports betting markets, and promoting international collaboration among all stakeholders involved. Joining ULIS represents another milestone in the Group's commitment to transparency, fair play and responsible gaming.

The Group remains fully committed to upholding the highest standards of integrity, social responsibility, and best practice across its operations.

The Group's growth has been supported by the strengthening of the corporate executive team, tasked, among other responsibilities, with enhancing the Responsible Gaming framework and implementing a comprehensive Environmental, Social, and Governance (ESG) programme focused on:

- Minimising the Group's carbon footprint,
- Advancing responsible gaming initiatives,
- Strengthening governance through a robust corporate governance framework, and
- Maintaining effective Anti-Money Laundering and Counter Financing of Terrorism (AML/CFT) systems

Financial Performance

The Group delivered a robust financial performance in 2025 significantly exceeding expectations across multiple metrics:

- Total Turnover reached € 920 million in 2025; representing a 15.6% increase compared to the € 796 million generated in 2024.
- Total Player Winnings amounted to € 825 million in 2025; a 16.6% increase compared to the € 708 million paid out in 2024.
- Total Gross Gaming Revenue (GGR) reached € 93.7 million in 2025; an 8.4% increase compared to the € 86.5 million generated in 2024.
- Other Revenue amounted to € 0.54 million in 2025; compared to € 0.53 million generated in 2024.

This growth was primarily driven by increases in Total Turnover and GGR at National Lottery plc, followed by strong performance at Dragonara Gaming Limited and IZI Interactive Limited. The GGR growth contributed to a record Earnings Before Interest, Tax, Depreciation, and Amortisation (EBITDA) of € 28,907,113 in 2025 (refer to note 6.2 for its computation), representing a 24.6% increase over the 2024 EBITDA of € 23,194,178. During this financial year, the EBITDA margin on GGR stood at 30.8%, up 4 percentage points compared to 26.8% registered in 2024, reflecting improved operational efficiency and profitability across the Group.

National Lottery plc was the largest contributor, accounting for 58% of the Group's total EBITDA (2024: 63%). This was followed by Dragonara Gaming Limited, which generated 25% of the Group's total EBITDA (2024: 24%), whilst interactive gaming contributed 8% of the Group's total EBITDA (2024: 6%). The remaining entities, including the property and intellectual property businesses, contributed the remaining 9% of the Group's consolidated EBITDA (2024: 7%).

Operating Profit and Depreciation

Operating profit for the year increased to € 11,857,149, representing a significant improvement over the € 7,408,913 generated in 2024. Depreciation and amortisation expenses amounted to € 19,651,477 (2024: € 18,364,665), reflecting the Group's ongoing capital investment programme aimed at enhancing operational efficiency and supporting long-term growth. This figure includes the amortisation of concession fees paid to the Government of Malta by National Lottery plc and Dragonara Gaming Limited.

Net Profit and Projections

Net profit before tax reached € 7,143,371, representing a significant improvement compared to the €2,597,230 reported in 2024, an increase of € 4,546,141 equivalent to an increase of 175%. These results also exceeded the projections communicated in the Company announcement of 16 December 2024, with net profit before tax outperforming the forecast of € 5.3 million by a factor of 1.34x for the financial year under review.

Balance Sheet Strength

At the close of the financial year, the Group's total equity increased to € 85,763,596, compared to €83,138,991 in 2024. Total assets stood at € 259,324,752 (2024: € 268,890,303), while total liabilities decreased to € 173,561,156 (2024: € 185,751,312).

During the financial year ended 30 June 2025, the Group generated positive cash flows from operations amounting to € 28.4 million, a 21% increase (€ 4.9 million) over the previous year (€ 23.5 million).

This strong financial foundation positions the Group for accelerated growth in the coming years, particularly as the bulk of the capital investment programme has now been completed, allowing the Group to realise significant value from these investments.

Direct Contributions to Government and Good Causes

During the year under review, National Lottery plc contributed a total of € 27.8 million in concession fees and gaming taxes to the Government of Malta, together with contributions to the Social Causes Fund and the Responsible Gaming Foundation. This represented 43.4% of the GGR generated by National Lottery plc for the year, compared to € 21.8 million, which accounted for 35.5% of GGR generated in the previous year.

Furthermore, Dragonara Gaming Limited and IZI Interactive Limited together contributed € 9.2 million in concession fees and gaming taxes to the Government of Malta. This represented 31.0% of their GGR for the year, compared to € 7.9 million, which accounted for 31.4% of their GGR in the previous year.

Overall, the Group contributed a total of € 37.0 million in concession fees and gaming taxes to the Government of Malta, together with contributions to the Social Causes Fund and the Responsible Gaming Foundation. This represented 39.5% of the Group's GGR for the year, compared to € 29.7 million, which accounted for 34.3% of the GGR generated in the previous year.

Outlook

Building on the strong financial results and the strategic investments completed during the year ended 30 June 2025, the directors remain confident in the Group's continued growth trajectory for financial year 2026 and beyond. The Group will sustain its strategic focus across all business verticals, with particular emphasis on driving product innovation, expanding its distribution footprint, enhancing profit margins, and pursuing selective international growth opportunities.

In the coming year, the Group will prioritise maximising the returns from recent capital investments to further strengthen its market leadership. At the same time, it will continue to explore complementary revenue streams and diversify operations, ensuring sustainable growth while optimising costs across all business units. This balanced approach supports long-term value creation and reinforces operational resilience.

The Group recognises that its success is closely tied to the development of its people. For financial year 2026, investments in workforce development, training, professional growth, and employee well-being will remain a key priority, ensuring that the team is well-equipped to deliver on the Group's strategic ambitions.

As part of its broader expansion strategy, the Group is actively exploring international opportunities, with a strong focus on lotteries, land-based casinos and Historical Horse Racing (HHR). Targeting selected markets in Europe and Latin America, the Group is leveraging its industry expertise, operational excellence, and established relationships to replicate its successful business model internationally.

These initiatives are designed to capture attractive growth opportunities in both mature and emerging markets, reinforcing the Group's commitment to sustainable, diversified, and long-term growth.

Dividend and Reserves

During the year under review, the directors declared an interim dividend amounting to € 1,084,000 (2024: nil) by the Company.

Directors

The following have served as directors of the Company during the year under review:

Dr Christian Gernert - Chairman
Mr Johann Schembri
Mr Franco De Gabriele
Ms Jacqueline Camilleri
Dr Stephanie Fabri
Dr Otto Karasek

In accordance with the Company's Articles of Association, the present directors remain in office.

Disclosure of information to auditor

At the date of making this report, the directors confirm the following:

- as far as each director is aware, there is no relevant information needed by the independent auditor in connection with preparing the audit report of which the independent auditor is unaware, and
- each director has taken all steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant information needed by the independent auditor in connection with preparing the audit report and to establish that the independent auditor is aware of that information.

Statement of directors' responsibilities

The Companies Act, Cap. 386 requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and the Group as at the end of the financial year and of the profit or loss of the Company and the Group for that year. In preparing these financial statements, the directors are required to:

- adopt the going concern basis unless it is inappropriate to presume that the Company and the Group will continue in business;
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- account for income and charges relating to the accounting period on the accruals basis;
- value separately the components of asset and liability items; and
- report comparative figures corresponding to those of the preceding accounting period.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and the Group and to enable them to ensure that the financial statements have been properly prepared in accordance with the Companies Act, Cap. 386. This responsibility includes designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. They are also responsible for safeguarding the assets of the Company and the Group and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditor

The auditor Grant Thornton has intimated its willingness to continue in office and a resolution proposing its reappointment will be put to the Annual General Meeting.

Signed on behalf of the board of directors on 30 September 2025 by Dr Christian Gernert (Chairman) and Mr Johann Schembri (Director) as per the Directors' Declaration on ESEF Annual Financial Report submitted in conjunction with the Annual Financial Report.

Registered address:
The Quad Central, Q3 Level 11
Triq L-Esportaturi, Zone 1
Central Business District,
Birkirkara CBD 1040
Malta

Statement by the directors on the financial statements

Pursuant to Capital Markets Rule 5.68, we, the undersigned, declare that to the best of our knowledge, the financial statements included in the annual report, and prepared in accordance with the requirements of International Financial Reporting Standards as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit of the Company and the Group, and that this report includes a fair review of the development and performance of the business and position of the Company and the Group, together with a description of the principal risks and uncertainties that it faces.

Signed on behalf of the board of directors on 30 September 2025 by Dr Christian Gernert (Chairman) and Mr Johann Schembri (Director) as per the Directors' Declaration on ESEF Annual Financial Report submitted in conjunction with the Annual Financial Report.

Directors' statement of compliance with the Code of Principles of Good Corporate Governance

This corporate governance statement (the "Statement") is made pursuant to Rule 5.97 of the Capital Markets Rules issued by the Malta Financial Services Authority (the "**Rules**"). IZI Finance p.l.c. (the "**Company**") is required to include this Statement in its Annual Financial Report and to endeavour to adopt the Code of Principles of Good Corporate Governance (the "**Code**") as set out in Appendix 5.1 to Chapter 5 of the Rules. **The Code** is publicly available on the website of the Malta Financial Services Authority. This Statement covers the financial year ended 30 June 2025 and reports on the extent of the Company's adoption of the Code and the effective measures taken to ensure compliance with its principles.

This report covers the period commencing 1 July 2024 up to and including 30 June 2025.

The board of directors acknowledges that the Code does not dictate or prescribe mandatory rules but recommends principles of good practice. However, the directors strongly believe that such practices are in the best interests of the Company, its shareholders, bondholders and other stakeholders, and that compliance with the Code, is not only expected by investors of the Company's securities admitted to trading on the Official List of the Malta Stock Exchange but also evidences the directors' and the Company's commitment to maintaining a high standard of good governance.

The directors note that, as the Company has only issued debt securities and has not issued equity securities, it is exempt under Rule 5.101 from reporting on the matters prescribed in Rules 5.97.1 to 5.97.3, 5.97.6, and 5.97.8 in this **Statement**. Where appropriate, the Company has provided information on these matters on a best-efforts basis.

A. COMPLIANCE WITH THE CODE

The Board of Directors (the "**Board**") is ultimately responsible for the Company's corporate governance and for setting its overall policies and business strategies. The Company acts as the holding and finance company of the IZI Finance Group (the "**Group**") and does not engage in trading activities directly. Its principal function is to provide financing to its operating subsidiaries and associated companies. The Group's core business is in the land-based gaming sector, with additional activities in the online gaming market.

The Company has adopted a corporate decision-making and supervisory structure that is tailored to suit its requirements and designed to ensure the existence of adequate controls and procedures within the Group, whilst retaining an element of flexibility essential to allow the Group to react promptly and efficiently to circumstances arising in respect of its business, taking into account its size and the economic conditions in which it operates. The directors are of the view that it has employed structures which are most suitable and complementary for the size, nature, and operations of the Company. Accordingly, in general, the directors believe that the Company has adopted appropriate structures to achieve an adequate level of good corporate governance, together with an adequate system of control in line with the Company's requirements.

The Board shall keep the principles of the Code under review and shall monitor any developments in the Company's business to evaluate the need to introduce new corporate governance structures or mechanisms, as and when the need arises.

This Statement sets out the structures and processes in place within the Company and how these achieve the objectives of the Code for the financial period under review. The Statement is structured by reference to the main principles of the Code, as required by the Rules, and provides an explanation of how these principles have been applied. Where the Company has not complied with any of the principles of the Code, this Statement provides an explanation for such non-compliance, in line with the 'comply or explain' approach.

Principle 1: The Board

The Board confirms that, during the year under review, the directors have provided effective leadership and oversight of the Company, ensuring its efficient and proper management. The directors have discharged their responsibilities with honesty, competence, and integrity, in line with the principles of good corporate governance.

The Board is responsible for the overall strategic direction and management of the Company, including setting strategies for future growth and development, and approving any proposed acquisitions in pursuit of the Company's investment objectives. The Board's aim is to enhance value for shareholders and other stakeholders.

The Board is composed of individuals who are fit and proper to direct the Company's business, each possessing the appropriate calibre, skills, and experience to contribute effectively to the Board's decision-making. All directors are fully aware of, and conversant with, the statutory and regulatory requirements relevant to the Company's business. The Board is accountable for its own performance and that of its delegates to shareholders and other stakeholders. The directors are committed to:

- exercise prudent and effective controls which enable risk to be assessed and managed to achieve continued prosperity to the Company;
- be accountable for all actions or non-actions arising from discussions and actions taken by them or their delegates;
- determine the Company's strategic aims and the organisational structure;
- regularly review management performance and ensure that the Company has the appropriate mix of financial and human resources to meet its objectives and improve the economic and commercial prosperity of the Company;
- acquire a broad knowledge of the business of the Company;
- be aware of and be conversant with the statutory and regulatory requirements connected to the business of the Company;
- allocate sufficient time to perform their responsibilities; and
- regularly attend meetings of the Board.

The Board is composed of a mix of executive and independent non-executive directors, as further detailed below. This structure enables the Board, and particularly the non-executive directors, to have direct information about the Company's performance and business activities, in line with the requirements of the Rules regarding the composition and operation of the Board and its committees.

Principle 2: Chairman and Chief Executive

The roles of Chairman and Chief Executive Officer ("**CEO**") are held by separate individuals: Dr Christian Gernert serves as Chairman, while Mr Johann Schembri serves as CEO. This clear separation of roles ensures an appropriate division of responsibilities between the leadership of the Board and the day-to-day management of the Company's business. The Chairman leads the Board and sets its agenda, while the CEO is responsible for the operational management of the Company. This structure prevents the concentration of authority and power in one individual and supports effective corporate governance.

The Chairman ensures that the Board receives accurate, timely, and objective information to enable sound decision-making and effective oversight of the Company's performance. The Chairman also facilitates effective communication with shareholders and other stakeholders, and encourages active participation by all directors, particularly in the discussion of complex or significant matters.

The Board considers that these functions have been carried out in accordance with Code provision 2.2. Although the Chairman is not classified as an independent director as recommended by the Code, the Board is satisfied that any potential conflicts of interest are appropriately addressed through the Company's statute and the terms of reference of the Audit Committee. The Board further considers that the current Chairman is fit and proper to fulfil the role.

The CEO is accountable to the Board for the overall management and performance of the Company's business operations.

Principle 3: Composition of the Board

The Board is composed of a balanced mix of executive and independent non-executive directors, comprising three (3) executive directors and three (3) independent non-executive directors. All directors are appointed by JGS Corporate Holdings Limited (formerly known as IZI Group Limited) with company registration C34215, the Company's majority shareholder. This composition, in line with Principle Three of the Code, is considered to provide an effective balance that aligns stakeholder interests and offers strategic direction to the Company's management, supporting the long-term sustainability of the organisation.

The primary role of the independent non-executive directors is to provide oversight of the executive directors' activities and performance, and to evaluate investment opportunities proposed by management. Additionally, the independent non-executive directors serve as a safeguard against potential conflicts of interest that may arise due to the dual roles of the executive directors within both the Company and JGS Corporate Holdings Limited (formerly known as IZI Group Limited).

For the purposes of Rules 5.118 and 5.119, the Board considers Ms Jacqueline Camilleri, Dr Stephanie Fabri, and Dr Otto Karasek to be independent non-executive directors. Each of these directors is committed to maintaining independence, professionalism, and integrity in the discharge of their duties and responsibilities as directors of the Company.

The Board confirms that, in accordance with Code provision 3.2, none of the independent non-executive directors of the Company:

- are or have been employed in any capacity by the Company;
- have or have had, over the past three (3) years, a significant business relationship with the Company;
- have received or receives significant additional remuneration from the Company in addition to its director's fee;
- have served on the Board for more than twelve (12) consecutive years;
- have close family ties with any of the Company's executive directors or senior employees; and
- have been, within the last three (3) years, an engagement partner or a member of the audit team or a past external auditor of the Company.

In terms of Code provision 3.4, each non-executive director has declared in writing to the Board that he/she undertakes to:

- maintain in all circumstances, his / her independence of analysis, decision, and action;
- not to seek or accept any unreasonable advantages that could be considered as compromising his/her independence; and
- clearly express his/her opposition in the event that he/she finds that a decision of the Board may harm the Company.

Each non-executive director has complied with such an undertaking for the period under review.

The Board also believes that the independence of its directors is not compromised because of long service or the provision of any other service to the Company and, or its subsidiaries.

The Board is made up as follows:

Executive directors

Dr Christian Gernert (Chairman)
Mr Johann Schembri
Mr Franco De Gabriele

Independent non-executive directors

Ms Jacqueline Camilleri
Dr Stephanie Fabri
Dr Otto Karasek

Principle 4: The Responsibilities of the Board

The Board recognises its responsibility, in line with Principle Four, to ensure effective systems of accountability, monitoring, strategy formulation, and policy development are in place.

The Board acknowledges its statutory mandate to administer and manage the Company. In fulfilling this mandate and its duty of stewardship, the Board meets regularly to address business strategy, operational and financial performance, and assumes responsibility for the Company's strategy and decisions regarding the issue, servicing, and redemption of its bonds. The Board also monitors compliance with commitments to bondholders, shareholders, and all relevant laws and regulations, and is responsible for ensuring the Company maintains effective internal control and management information systems, as well as effective communication with the market.

In fulfilling its mandate, the Board:

a) defines clearly the Company's strategy, policies, management performance criteria and business policies which can be measured in a precise and tangible manner;
b) has established a clear internal and external reporting system so that the Board has continuous access to accurate, relevant, and timely information such that the Board can discharge its duties, exercise objective judgment on corporate affairs and take pertinent decisions to ensure that an informed assessment can be made of all issues facing the Board;
c) establishes an audit committee in terms of Rules 5.117 - 5.134;
d) continuously assesses and monitors the Company's present and future operations, opportunities, threats and risks in the external environment and current and future strengths and weaknesses;
e) evaluates management's implementation of the Company's policies, corporate strategy, and financial objectives, and regularly reviews the strategy, processes and policies adopted for implementation using key performance indicators so that corrective measures can be taken to address any deficiencies and ensure the future sustainability of the Company;
f) ensures that the Company has appropriate policies and procedures in place to assure that the Company and its employees maintain the highest standards of corporate conduct, including compliance with applicable laws, regulations, business, and ethical standards;
g) assesses its business risk and key performance indicators against industry norms so that the Company's performance can be effectively evaluated;
h) requires management to constantly monitor performance and report to its satisfaction, at least on a quarterly basis, fully and accurately on the key performance indicators; and
i) ensures that the financial statements of the Company and the annual audit thereof, are completed in a timely manner.

In fulfilling its responsibilities, the Board continuously assesses and monitors the Company's present and future operations, opportunities, threats and risks in the external environment, and its current and future strengths and weaknesses. The Board evaluates and reviews the implementation of the business and financial strategy of the Company.

In ensuring compliance with other statutory requirements and with continuing listing obligations, the Board is advised directly, as appropriate, by its appointed legal and other advisors. The directors are entitled to seek independent professional advice at any time on any aspect of their duties and responsibilities, at the Company's expense.

During the period under review, the Board organised information sessions to ensure that directors are made aware of, inter alia, their statutory and fiduciary duties; the Company's operations and prospects; the skills and competence of senior management; the general business environment; and the Board's expectations. The Company remains committed to ensuring that information sessions are organised by the Board on a regular basis.

The Board reports that since the Company does not carry out any trading activities of its own, the Company does not have any new business plans or strategies and its main function remains that of a finance company for the Group. In this context, the Board believes that through its regular meetings it is in a position to properly monitor the financial position and business of the Company.

The Audit Committee

The Company has established an audit committee (the "Audit Committee") in line with the requirements of the Rules.

Composition

The Audit Committee is appointed by the Board and is composed of three (3) non-executive directors all of whom are also independent:

Ms Jacqueline Camilleri	Chairperson and Member
Dr Stephanie Fabri	Member
Dr Otto Karasek	Member

Dr Louis Degabriele acted as the secretary to the Audit Committee.

For the purpose of Rules 5.118 and 5.119, Ms Jacqueline Camilleri, Dr Stephanie Fabri and Dr Otto Karasek are the non-executive directors who are considered by the Board to be independent. Each director is mindful of maintaining independence, professionalism, and integrity in carrying out his/her duties, responsibilities and providing judgement as a director of the Company.

Ms Jacqueline Camilleri is a non-executive Director and a qualified accountant, who the Board considers as independent and competent in accounting as required in terms of the Rules.

Roles and Responsibilities

The Audit Committee is a sub-committee of the Board constituted to fulfil an oversight role in connection with, inter alia, the quality and integrity of the Company's financial statements. In performing its duties, the Audit Committee is to maintain effective working relationships with the Board, management, and the external auditors of the Company.

The Audit Committee's primary objective is to assist the Board in fulfilling its responsibilities: in dealing with issues of risk, control, and governance; and to monitor and review the financial reporting processes, financial policies, and internal control structure of the Company to ensure that the Company and its employees maintain the highest standards of corporate conduct, including compliance with applicable laws, regulations, business, and ethical standards.

The Audit Committee is also responsible for the overview of the internal audit function. The role of the internal auditor is to carry out systematic risk-based reviews and appraisals of the operations of the Company (as well as of its subsidiaries) for the purpose of advising management and the Board, through the Audit Committee, on the efficiency and effectiveness of management policies, practices, and internal controls. The function is expected to promote the application of best practices within the Company to meet stakeholders' expectations.

Related Party Transactions

In addition, the Audit Committee also has the role and function to scrutinise and evaluate any proposed transaction to be entered into by the Company and a "**Related Party**" (which term shall have the same meaning as in the International Accounting Standards adopted in accordance with Regulation (EC) No. 1606/2002 of the European Parliament and of the Council) to ensure that the execution of any such transaction is at arm's length, on a commercial basis and ultimately in the best interests of the Company.

Any proposed transaction which the Company wishes to enter into, and which satisfies either of the following conditions is referred to the Audit Committee for its consideration and approval:

a) transactions which clearly fall within the ambit of the Rules as "Related Party Transactions" and which are not the subject of an exemption therefrom; and
b) transactions which management is not certain as to whether they fall within the ambits of the Rules as "Related Party Transactions" or where there is uncertainty as to whether any one or more exemptions should apply to the proposed transactions.

At the meeting convened for this purpose, the Audit Committee considers the proposed transaction and first determines whether it is a transaction that falls within the ambit of the applicable Rules and, if it so determines, then considers the merits of the proposed transaction.

In determining whether a transaction falls to be classified as a "Related Party Transaction", the Audit Committee adopts a substance over form approach and assesses the transaction according to the specific circumstances and characteristics. In its evaluation of the proposed transaction, the Audit Committee is at all times guided by the best interests of the Company and its general body of shareholders taken as a whole. The Audit Committee reports to the Board on its findings and make its recommendations to the Board as to whether the transaction should be entered into in the first place and to make such further recommendations as to any matters that, in the opinion of the Audit Committee need to be reviewed or improved in the proposed transaction or any of its terms to ensure that the best interests of the Company are properly safeguarded.

Conflicts of interest

Furthermore, the Audit Committee is vested with the task of ensuring that any potential conflicts of interest between the duties of the directors and their respective private interests or duties unrelated to the Company are resolved in the best interests of the Company.

Terms of reference

The terms of reference of the Audit Committee, approved by the Board, are modelled on the recommendations of the Rules.

Audit Committee Meetings

During the financial year under review, the Audit Committee met seven (7) times. The Audit Committee has a direct link to the Board and is represented by the Chairperson of the Audit Committee in all Board meetings.

Name	**Capacity**	**Meetings attended**
Ms Jacqueline Camilleri	Chairperson/member	7
Dr Stephanie Fabri	Member	7
Dr Otto Karasek	Member	7

Internal Control and Risk Management Systems

The Board is ultimately responsible for the Company's system of internal controls and for reviewing its effectiveness, in accordance with Rule 5.97.4. The directors acknowledge that internal control systems are designed to manage, rather than eliminate, the risk of failure to achieve the Company's business objectives, and can only provide reasonable, not absolute, assurance against normal business risks.

Through the Audit Committee, the Board oversees the effectiveness of the Company's internal control systems. During the financial year under review, the Company maintained a system of internal controls that provided reasonable assurance regarding the effectiveness and efficiency of operations, including financial and operational controls and compliance with applicable laws and regulations. The Company has established processes for identifying, evaluating, and managing significant risks.

Principle 5: Board meetings

The directors meet regularly to dispatch the business of the Company. The directors are notified in advance of forthcoming meetings so as to provide adequate time to directors to prepare themselves for such meetings. Notification thereof, together with the issue of an agenda and supporting board papers, which are circulated in advance of the meeting, is carried out by the company secretary of the Company. Minutes are prepared during Board meetings recording faithfully attendance, and resolutions taken at the meeting. These minutes are subsequently circulated to all directors as soon as practicable after the meeting. The Chairman of the Board, Dr Christian Gernert, ensures that all relevant issues are on the agenda supported by all available information, whilst encouraging the presentation of views pertinent to the subject matter and giving all directors every opportunity to contribute to relevant issues on the agenda. The Board strikes a balance between long-term strategic and short-term performance issues.

The Board meets as often and frequently as required in line with the nature and demands of the business of the Company. During the year under review the Board met four (4) times to discuss, inter alia, the operations and strategy of the Company, and such meetings were attended by all of the directors for the period under review.

The Board believes that it fully complies with the requirements of this principle and the relative Code provisions.

Principle 6: Information and professional development

The Board believes that Principle Six has been effectively met during the period under review as follows:

a) The Company ensures that the directors are at all times provided with the precise, timely, clear and relevant information necessary to enable them to effectively contribute to Board decisions.
b) The Company is committed to providing adequate and detailed induction training to the directors who are newly appointed to the Board, which covers to the extent necessary the Company’s organisation and activities and his responsibilities as a director, and also to those entrusted with the management of the Company, and other employees as the case may be.
c) The Company ensures that the directors have access to independent professional advice, at the Company’s expense where they deem necessary in order to discharge their responsibilities as directors.
d) All directors have access to the advice and services of the company secretary of the Company, who is responsible to the Board for ensuring that Board procedures are complied with.

The CEO is responsible for the recruitment and appointment of senior management, and, in the performance of his role as CEO, ensures that the following systems are in place:

- a system providing for the development and training of management and employees generally so that the Company remains competitive;
- a system to provide additional training for individual directors where necessary;
- a system to monitor management and staff morale; and
- a system to establish a succession plan for senior management.

Principle 9: Relations with Shareholders and the Market

The Company is committed to maintaining an open dialogue with its bondholders and investors and to providing the market with regular, timely, accurate, comparable, and comprehensive information. The Company's statutory obligations in terms of the Companies Act (Cap. 386 of the laws of Malta) and the Rules are observed, including the holding of the annual general meeting and the exercise of shareholders' rights as provided for in the Rules.

In accordance with its statutory obligations under the Companies Act (Cap. 386 of the laws of Malta) and the Capital Markets Rules, the Company holds an annual general meeting at which the annual report and financial statements, the election of directors and approval of directors’ fees, the appointment of auditors, and the authorisation of directors to set the auditors' fees, as well as any special business, are proposed and approved. The Company is committed to addressing the information needs of its bondholders and investors by providing the market with regular, timely, accurate, comparable, and comprehensive information.

Principle 11: Conflicts of interest

The directors recognise their responsibility to act in the best interests of the Company and all its shareholders at all times. Directors are required to avoid situations in which their personal interests may conflict with those of the Company or its shareholders. In accordance with Article 145 of the Companies Act (Cap. 386 of the laws of Malta) and Article 55 of the Company's Articles of Association, any director who has a direct or indirect interest in a contract, proposed contract, or other arrangement with the Company is required to declare the nature of that interest to the Board at the earliest opportunity. Such director is not entitled to vote on matters relating to the relevant transaction, and only directors who are free from any conflict of interest may participate in the Board's consideration of the matter. The Board considers that these procedures ensure compliance with both the letter and spirit of Principle Eleven of the Code of Principles of Good Corporate Governance.

Principle 12: Corporate social responsibility

The Company is committed to upholding sound principles of corporate social responsibility in its management practices. It strives to maintain high standards of ethical conduct and to contribute positively to the well-being of its employees, their families, stakeholders, the local community, and society at large.

Towards the objective of implementing a more sustainable business model, the Board is committed towards the continued assessment of existing measures and policies to address social and governance issues such as responsible gaming and player protection, ethical marketing, customer data integrity, cyber security and anti-corruption and anti-money laundering.

The Board is mindful of the environment and its responsibility within the community in which it operates. In carrying on its business, the Company is committed to preserving the environment and continuously reviews its policies aimed at respecting environmental considerations and encouraging social responsibility and accountability. During the period under review, the Company pursued its corporate social responsibility objectives by supporting and contributing to several charitable causes.

B. NON-COMPLIANCE WITH THE CODE

In conclusion, the Board considers that the Company has generally been in compliance with the principles of the Code throughout the period under review as befits a company of this size and nature.

Non-compliance with the principles of the Code and the reasons therefore have been identified below.

Principle 4: Succession policy

The Board has not formally developed a succession policy for the future composition of the Board as recommended by Code provision 4.2.7. In practice, however, the Board is actively engaged in succession planning and involved in ensuring that appropriate schemes to recruit, retain and motivate employees and senior management are in place.

Principle 7: Evaluation of the board’s performance

Under the present circumstances, the Board does not consider it necessary to appoint a committee to carry out a performance evaluation of its role, as the board’s performance is always under the scrutiny of the Board itself (half of which is composed by independent non-executive directors), the Company’s shareholders, the market and all of the rules and regulations to which the Company is subject as a company with its securities listed on a regulated market. Whilst the requirement under Code provision 7.1 might be useful in the context of larger companies having a more complex set-up and a larger Board, the size of the Board is such that it should enable it to evaluate its own performance without the requirement of setting up an ad-hoc committee for this purpose. The Board shall retain this matter under review over the coming year.

Principle 8: Committees

Under the present circumstances the Board does not consider it necessary to appoint a remuneration committee and a nomination committee as decisions on these matters are taken at shareholder level.

The Board has not appointed a remuneration committee in line with Code provision 8A. The Board believes that the size of the Company and the Board itself does not warrant the setting up of an ad hoc committee to establish the remuneration packages of individual directors, and relies on the constant scrutiny of the Board itself, the Company's shareholders, the market, and the rules by which the Company is regulated as a listed company. The Board intends to keep under review the utility and possible benefits of having a Remuneration Committee in due course.

The Board has not appointed a nomination committee in line with Code provision 8B as appointments to the Board are determined by the shareholders of the Company in accordance with the appointment process set out in the Company's memorandum and articles of association. The Company considers that the members of the Board possess the level of skill, knowledge and experience expected in terms of the Code. Notwithstanding this, the Board intends to keep under review the matter relating to the setting up of a nomination committee.

Principle 9: Minority shareholders

Under the present circumstances, the Board does not consider that Code provisions 9.2 – 9.4 apply to the Company given the current shareholding structure.

Principle 10: Institutional shareholders

This principle is not applicable since the Company has no institutional shareholders.

Statement of Responsibility and Approval

The directors confirm that, to the best of their knowledge, this corporate governance statement has been prepared in accordance with the requirements of the Capital Markets Rules and fairly reflects the Company's compliance with the Code of Principles of Good Corporate Governance. The auditors have reported on the contents of this statement in accordance with Rule 5.98 and 5.100.

Signed on behalf of the Board of Directors on 30 September 2025 by Dr Christian Gernert (Chairman) and Mr Johann Schembri (Director) as per the Directors' Declaration on ESEF Annual Financial Report submitted in conjunction with the Annual Financial Report.

Statements of comprehensive income

	Notes	The Group 2025 €	The Group 2024 €	The Company 2025 €	The Company 2024 €
Turnover		919,989,035	796,148,660	-	-
Player winnings		(825,461,827)	(707,724,454)	-	-
Bonus costs		(814,646)	(1,937,003)	-	-
Gross Gaming Revenue		**93,712,562**	**86,487,203**	**-**	**-**
Other revenue		536,887	532,371	-	-
Total revenue	6	**94,249,449**	**87,019,574**	**-**	**-**
Other income	7	781,028	790,918	-	-
Staff costs	8	(13,817,170)	(13,766,457)	(54,000)	(60,616)
Gaming tax		(28,777,222)	(26,934,127)	-	-
Other operating expenses		(20,927,459)	(21,336,330)	(107,818)	(174,621)
Depreciation and amortisation	13, 14, 15	(19,651,477)	(18,364,665)	-	-
Operating profit (loss)	9	**11,857,149**	**7,408,913**	**(161,818)**	**(235,237)**
Dividend income		-	-	1,846,154	-
Fair value gain on investment property	16	-	354,235	-	-
Finance income	10	-	-	3,207,972	3,559,419
Finance costs	10	(4,713,778)	(5,165,918)	(2,964,639)	(3,316,087)
Profit before tax		**7,143,371**	**2,597,230**	**1,927,669**	**8,095**
Tax expense	11	(2,684,766)	(802,029)	(674,684)	(3,916)
Profit for the year		**4,458,605**	**1,795,201**	**1,252,985**	**4,179**
Profit for the year attributable to:					
Non-controlling interest		1,287,148	786,651	-	-
Owners of the parent		3,171,457	1,008,550	1,252,985	4,179
		4,458,605	**1,795,201**	**1,252,985**	**4,179**

Statements of financial position

	Notes	The Group 2025 €	The Group 2024 €	The Company 2025 €	The Company 2024 €
Assets					
Non-current					
Goodwill	12	61,595,544	61,595,544	-	-
Intangible assets	13	109,777,133	121,364,220	-	-
Property plant and equipment	14	25,872,735	25,774,799	-	-
Right-of-use asset	15	42,631,839	43,858,992	-	-
Investment properties	16	5,526,635	2,033,730	-	-
Investment in subsidiaries	17	-	-	101,399,682	100,239,682
Investment in associate	17	-	400	-	-
Loans receivable	18	-	-	54,096,199	59,627,842
Other assets	19	2,334,765	2,879,684	-	-
Deferred tax asset	20	375,664	1,081,253	-	43,634
Trade and other receivables	22	-	-	30,211,341	27,616,799
Total non-current assets		**248,114,315**	**258,588,622**	**185,707,222**	**187,527,957**
Current					
Loans receivable	18	-	-	5,551,534	5,324,288
Inventories	21	815,971	831,137	-	-
Trade and other receivables	22	3,342,945	2,579,743	65,324	113,336
Current tax receivable		17,764	2,836	15,105	-
Cash and cash equivalents	23	7,033,757	6,887,965	1,683	44,594
Total current assets		**11,210,437**	**10,301,681**	**5,633,646**	**5,482,218**
Total assets		**259,324,752**	**268,890,303**	**191,340,868**	**193,010,175**

Statements of financial position

	Notes	The Group 2025	The Group 2024	The Company 2025	The Company 2024
		€	€	€	€
Equity					
Share capital	24	80,000,001	80,000,001	80,000,001	80,000,001
(Accumulated losses) retained earnings		(2,555,855)	(4,643,312)	187,179	18,194
		77,444,146	**75,356,689**	**80,187,180**	**80,018,195**
Non-controlling interest		8,319,450	7,782,302	-	-
Total equity		**85,763,596**	**83,138,991**	**80,187,180**	**80,018,195**
Liabilities					
Non-current					
Bank borrowings	25	28,195,827	33,664,200	24,820,742	30,353,102
Debt securities in issue	26	29,676,848	29,590,674	29,676,848	29,590,674
Trade and other payables	27	49,848,125	56,603,152	50,771,535	47,053,355
Deferred tax liability	20	10,813,499	8,819,394	-	-
Lease liabilities	15	26,577,227	26,991,731	-	-
Total non-current liabilities		**145,111,526**	**155,669,151**	**105,269,125**	**106,997,131**
Current					
Bank borrowings	25	8,217,764	7,484,540	5,572,353	5,324,288
Trade and other payables	27	18,744,156	21,122,958	312,210	670,561
Lease liabilities	15	1,487,710	1,474,663	-	-
Total current liabilities		**28,449,630**	**30,082,161**	**5,884,563**	**5,994,849**
Total liabilities		**173,561,156**	**185,751,312**	**111,153,688**	**112,991,980**
Total equity and liabilities		**259,324,752**	**268,890,303**	**191,340,868**	**193,010,175**

The financial statements were approved and authorised for issue by the Board of Directors on 30 September 2025. The financial statements were signed on behalf of the Board of Directors by Mr Johann Schembri and Dr Christian Gernert as per the Directors' Declaration on ESEF Annual Financial Report submitted in conjunction with the Annual Financial Report.

Statements of changes in equity

	Share capital €	(Accumulated losses) retained earnings €	Attributable to the owners of the parent €	Non-controlling interest €	Total Equity €
The Group					
At 1 July 2024	80,000,001	(4,643,312)	75,356,689	7,782,302	83,138,991
Issue of share capital to non-controlling interest	-	-	-	50,000	50,000
Dividends	-	(1,084,000)	(1,084,000)	(800,000)	(1,884,000)
Profit for the year	-	3,171,457	3,171,457	1,287,148	4,458,605
At 30 June 2025	**80,000,001**	**(2,555,855)**	**77,444,146**	**8,319,450**	**85,763,596**
At 1 July 2023	80,000,001	(5,651,862)	74,348,139	6,995,651	81,343,790
Profit for the year	-	1,008,550	1,008,550	786,651	1,795,201
At 30 June 2024	**80,000,001**	**(4,643,312)**	**75,356,689**	**7,782,302**	**83,138,991**
The Company					
1 July 2024	80,000,001	18,194	80,018,195	-	80,018,195
Dividends	-	(1,084,000)	(1,084,000)	-	(1,084,000)
Profit for the year	-	1,252,985	1,252,985	-	1,252,985
At 30 June 2025	**80,000,001**	**187,179**	**80,187,180**	**-**	**80,187,180**
1 July 2023	80,000,001	14,015	80,014,016	-	80,014,016
Profit for the year	-	4,179	4,179	-	4,179
At 30 June 2024	**80,000,001**	**18,194**	**80,018,195**	**-**	**80,018,195**

(Accumulated losses) retained earnings include all current year and prior year's results as disclosed in the statement of comprehensive income net of dividend distributions.

Statements of cash flows

	Notes	The Group 2025 €	The Group 2024 €	The Company 2025 €	The Company 2024 €
Operating activities					
Profit before tax		7,143,371	2,597,230	1,927,669	8,095
Adjustments	28	24,328,024	23,220,603	(2,089,487)	(243,332)
Net changes in working capital	28	(3,101,842)	(2,368,228)	98,906	867,874
Net cash from (used in) operating activities		**28,369,553**	**23,449,605**	**(62,912)**	**632,637**
Investing activities					
Payments to acquire intangible assets		(9,207,992)	(4,546,286)	-	-
Payments to acquire property, plant and equipment		(5,224,031)	(8,815,920)	-	-
Payments to acquire investment properties		(1,859,689)	(254,520)	-	-
Dividends received		-	-	1,164,000	-
Payments to acquire shares in subsidiaries		-	-	(200,000)	(50,000)
Repayment of loan advanced to subsidiaries		-	-	5,304,397	4,647,870
Interest received		-	-	2,998,364	2,889,098
Net cash (used in) from investing activities		**(16,291,712)**	**(13,616,726)**	**9,266,761**	**7,486,968**
Financing activities					
Dividends paid		(1,404,000)	-	(1,084,000)	-
Issue of shares to non-controlling interest		50,000	-	-	-
Net proceeds from bank loans		2,709,400	-	-	-
Repayment of bank loans		(7,484,542)	(7,032,127)	(5,324,288)	(5,082,649)
Repayment of lease liabilities		(1,556,488)	(1,482,117)	-	-
Repayment of amounts due to shareholder		-	(1,557,188)	-	-
Interest paid on lease liabilities		(1,045,025)	(1,097,283)	-	-
Interest paid		(3,201,394)	(3,345,058)	(2,838,472)	(3,189,920)
Net cash used in financing activities		**(11,932,049)**	**(14,513,773)**	**(9,246,760)**	**(8,272,569)**
Net change in cash and cash equivalents		**145,792**	**(4,680,894)**	**(42,911)**	**(152,964)**
Cash and cash equivalents, beginning of year		6,887,965	11,568,859	44,594	197,558
Cash and cash equivalents, end of year	**23**	**7,033,757**	**6,887,965**	**1,683**	**44,594**

Notes to the financial statements

1 Nature of operations

The principal activities of IZI Finance p.l.c. and its subsidiaries (collectively referred to as the **'Group'**) include the operating and managing of the exclusive concession for the National Lottery of Malta, the operation and management of the Dragonara Casino, iGaming, intellectual property and property management.

2 General information and statement of compliance with International Financial Reporting Standards (IFRS)

IZI Finance p.l.c. (the **'Company'**), the Group's parent company, is a public limited liability company incorporated and domiciled in Malta. It was registered with the Malta Business Registry on 30 December 2021. The address of the Company's registered office, which is also its principal place of business, is The Quad Central, Q3 Level 11, Triq L-Esportaturi, Zone 1, Central Business District, Birkirkara CBD 1040, Malta.

The Company forms part of the IZI Group of companies and its parent company is JGS Corporate Holdings Limited (formerly known as IZI Group Limited), which is of the same registered office. JGS Corporate Holdings Limited (formerly known as IZI Group Limited) also draws up consolidated financial statements of which the Group forms part.

The financial statements of the Company and the consolidated financial statements of the Group have been prepared in accordance with IFRS as adopted by the European Union (EU), and in accordance with the Companies Act, Cap. 386.

3 Going concern

The preparation of these financial statements is based on the going concern assumption, which relies on the continued financial support from the Group's and the Company's lenders and creditors. This support is essential to enable the Group and the Company to finance its investments and meet its obligations as they fall due.

During the financial year ended 30 June 2025, the Group delivered a strong financial performance, with operating profit rising to € 11.9 million (2024: € 7.4 million), profit before tax increasing to € 7.1 million (2024: € 2.6 million), and profit for the year reaching € 4.5 million (2024: € 1.8 million).

Operating cash flows remained robust at € 28.4 million, up 21% (€ 4.9 million) on the prior year, enabling the Group to invest € 5.2 million in tangible fixed assets and € 9.2 million in intangible assets, fully funded through internally generated cash. These strategic investments are already contributing to higher revenues, which grew to € 94.2 million (2024: € 87.0 million), and are expected to further strengthen performance in the years ahead. The Group closed the year with cash and cash equivalents of € 7.0 million (2024: € 6.9 million), while meeting all its financial obligations in full.

At 30 June 2025, the Group's working capital deficit stood at € 17.2 million (2024: € 19.8 million), reflecting a further improvement in liquidity and financial management. At the Company level, working capital improved to a deficit of € 250,917 (2024: deficit of € 512,631), underscoring the significant strengthening of liquidity compared to the prior year. The Group continues to benefit from access to adequate banking facilities and a consistent track record of generating positive operating cash flows.

Management has carried out a comprehensive assessment of the Group's and the Company's future outlook, including detailed cash flow projections for the twelve months ending 30 June 2026, together with all expected obligations, investments, and capital expenditure. Budget forecasts and scenario analyses confirm that both the Group and the Company have sufficient resources to meet their obligations as they fall due. Accordingly, the directors are not aware of any material uncertainties that may cast significant doubt on the ability to continue as a going concern. The Group has also remained in full compliance with all financial covenants under its financing arrangements throughout the year.

During the year under review, and to further support financial stability and growth, the Group's directors implemented additional measures to ensure that positive operating cash flows are effectively translated into funding for future expansion and investment. These measures include securing new loan facilities to finance capital expenditure, enabling timely payments to suppliers while scheduling repayments to banks at a later stage, thereby enhancing cash flow management and supporting profitability. In addition, the Group is actively identifying and planning for the potential disposal of non-core assets or investment property, should the need arise.

Moreover, the directors will continue to pursue the optimisation strategy adopted during the year, with the aim of maintaining and potentially improving EBITDA (refer to note 6.2 for its computation). This will be achieved by streamlining operations, enhancing performance, and reducing costs through the elimination of non-value-adding activities. These initiatives, together with the ongoing improvement in the Company's operational performance, are expected to support the Group's and the Company's cash flow generation, enabling them to meet financial obligations and sustain their growth trajectory in the years ahead.

Based on this assessment, the directors remain confident that it is appropriate to prepare the financial statements on a going concern basis. Accordingly, these financial statements do not include any adjustments that would be necessary should the Group's and Company's ability to continue as a going concern not materialise.

4 New or revised Standards or Interpretations

4.1 New standards adopted

The Group and Company have applied the following standards and amendments for the first time for its annual reporting period commencing 1 January 2024:

- Classification of Liabilities as Current or Non-current (Amendments to IAS 1)
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)
- Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)
- Non-current Liabilities with Covenants (Amendments to IAS 1)

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

4.2 Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Group and Company

At the date of authorisation of these financial statements, several new, but not yet effective, Standards, amendments to existing Standards, and Interpretations have been published by the International Accounting Standards Board (IASB) or International Financial Reporting Interpretations Committee (IFRIC). None of these Standards or amendments to existing Standards have been adopted early by the Group and Company. Management anticipates that all pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement.

With the exception of IFRS 18 'Presentation and Disclosure in Financial Statements', these amendments are not expected to have a significant impact on the financial statements in the period of initial application and therefore no disclosures have been made. The Group and Company will assess the impact on disclosures from the initial adoption of IFRS 18. IFRS 18 will be effective for annual reporting periods beginning or after 1 January 2027.

5 Material accounting policies

An entity should disclose its material accounting policies. Accounting policies are material and must be disclosed if they can be reasonably expected to influence the decisions of users of the financial statements.

Management has concluded that the disclosure of the Group's material accounting policies below are appropriate.

5.1 Overall considerations

The financial statements have been prepared using the material accounting policies and measurement basis specified by IFRS as adopted by the EU for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies below.

The significant accounting policies have been consistently applied by the Group and the Company and are consistent with those used by the subsidiaries in previous years.

The financial information has been prepared from the audited financial statements of the companies comprising the Group (see note 17).

5.2 Presentation of financial statements

The consolidated financial statements are presented in accordance with IAS 1 *Presentation of Financial Statements (Revised 2007)*. The Group has elected to present statements of comprehensive income.

Certain comparative figures disclosed in the main components of these consolidated financial statements have been reclassified to conform with the current year's presentation format for the purpose of fairer presentation.

5.3 Basis of consolidation

The Group financial statements consolidate those of the Company and all of its subsidiary undertakings drawn up to 30 June 2025. All subsidiaries have a reporting date of 30 June.

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

All transactions and balances between group companies are eliminated on consolidation, including unrealised gains and losses on transactions between group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

The Group attributes total comprehensive income or loss of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

The consolidated financial statements have been prepared based on the financial statements of the companies listed in note 17.

5.4 Business combination

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

The Group recognises identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognised in the acquiree's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of a) fair value of consideration transferred, b) the recognised amount of any non-controlling interest in the acquiree and c) acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount (i.e. gain on a bargain purchase) is recognised in the statements of comprehensive income.

A merger of entities under common control is accounted for by applying the pooling of interests method (predecessor accounting). Under this method, the financial statement items of the combining entities for the period in which the combination occurs and for any comparative periods disclosed are included in the financial statements of the Company (the acquirer) as if they had been combined from the beginning of the earliest period presented. Any difference between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount recorded for the share capital acquired is adjusted against reserves.

5.5 Foreign currency translation

Functional and presentation currency

The financial statements are presented in euro (€), which is also the Group's and Company's functional currency.

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency of the Group using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items denominated in foreign currency at year-end exchange rates are recognised in the statements of comprehensive income.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date).

5.6 Segment reporting

The Group has four operating segments: casino and catering, retail gaming, online gaming and real estate. In identifying these operating segments, management generally follows the Group's service lines representing its main products (see note 6).

Each of these operating segments is managed separately as each requires different technologies, marketing approaches and other resources. All inter-segment transfers are carried out at arm's length prices based on prices charged to unrelated customers in stand-alone sales of identical goods or services.

For management purposes, the Group uses the same measurement policies as those used in its financial statements, except for certain items not included in determining the operating profit of the operating segments.

5.7 Revenue

Revenue comprises revenue from gaming activities and food and beverages

To determine whether to recognise revenue, the Group follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied.

Revenue from contracts with customers is recognised when performance obligations have been satisfied and the consideration to which the Group expects to be entitled to can be measured reliably.

The Group evaluates all contractual arrangements it enters into and evaluates the nature of the promised goods or services, and rights and obligations under the arrangement, in determining the nature of its performance obligations. Where such performance obligations are capable of being distinct and are distinct in the context of the contract, the consideration the Group expects to be entitled under the arrangement is allocated to each performance obligation based on their relative stand-alone selling prices. Revenue is recognised at an amount equal to the transaction price allocated to the specific performance obligation when it is satisfied, either at a point in time or over time, as applicable, based on the pattern of transfer of control.

Gaming turnover and revenue

The Group recognises turnover as the total wagered revenue, which is the total value of bets played by players, including bets made using credits won during the course of play.

The Group recognises revenues as the net win from gaming activities, which is the difference between bets placed less players winnings and bonuses.

The following specific recognition criteria must also be met before revenue is recognised:

Lotteries

Turnover from Lottery Games is recognised on the sale of tickets. Revenue from Lottery Games is recognised on the sale of tickets net of player winnings.

Instant Lottery

Turnover from Instant Lottery is recognised on the sale of cards. Revenue from Instant Lottery is recognised on the sale of cards net of player winnings.

Gaming tables

Turnover from gaming tables is the total value of bets played by players. Revenue from gaming tables is recognised on the closure of the individual tables and represents the increase or decrease in each table's position after the settlement of player winnings.

Electronic Gaming Machines (EGMs) and Video Lottery Terminals (VLTs)

Turnover is the total wagered revenue, which is the total value of bets played by players, including bets made using credits won during the course of play. Revenue from EGMs and VLTs is recognised when machine counts are carried out and represents the increase or decrease in each machine's position net of player winnings.

Sports betting

Turnover for Sports Betting represents the total value of bets played by players. Revenue from Sports Betting is recognised on gains and losses in respect of bets placed on pre-match live sporting events, net of player winnings promotional bonuses.

Historical Horse Racing (HHRs)

Revenue from HHR machines is recognised when the outcome of each wagering transaction is determined, and the Group's performance obligation is fulfilled. This occurs at the completion of each game play, when the player's wager is resolved, and the Group is entitled to its portion of the net win.

Food and beverage revenues

Revenue from the sale of food and beverages is recognised when the food and beverage is consumed by the customer.

Interest income

Interest income is accrued on a time basis, by reference to the principle outstanding and at the effective interest rate applicable, which is the rate that discounts the estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount.

5.8 Operating expenses

Operating expenses are recognised in the statements of comprehensive income upon utilisation of the service or at the date of their origin.

5.9 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in 'finance costs'.

5.10 Employee benefits

Contributions toward the state pension in accordance with local legislation are recognised in the statement of comprehensive income when they are due.

5.11 Goodwill

Goodwill arising in a business combination that is accounted for using the acquisition method is recognised as an asset at the date that control is acquired. Goodwill is measured as the excess of (a) the aggregate of: (i) the consideration transferred; (ii) the amount of any non-controlling interests in the acquiree; and (iii) in a business combination achieved in stages, the acquisition-date fair value of the acquirer's previously held equity interest in the acquiree; and (b) the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Any gain on a bargain purchase, after reassessment, is recognised immediately in profit or loss. Refer to note 5.15 for a description of impairment testing procedures.

5.12 Intangible assets

Intangible assets include the concession fees, acquired software licences, trademarks and domain, key money and internally generated website. They are accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives, as these assets are considered finite. Residual values and useful lives are reviewed at each reporting date. In addition, they are subject to impairment testing as described in note 5.15. The following rates are applied:

	%
Concession fee	10
Software	15-25
Key money	10
Website	10

Concession fee is written off to the statements of comprehensive income by equal annual instalments over the term of the concession.

Acquired software is capitalised on the basis of the costs incurred to acquire and install the specific software.

Costs associated with maintaining computer software are expensed as incurred.

Trademark acquired in a business combination that qualifies for separate recognition is recognised as intangible asset at fair value.

Key money represents deposits given to lessors for leased out properties.

Internally generated website is capitalised on the basis of the costs incurred to create the website.

5.13 Property, plant and equipment

Items of property, plant and equipment, except for land, are carried at acquisition cost less subsequent depreciation and impairment losses.

Depreciation is recognised on a straight-line basis to write down the cost less estimated residual value of property, plant and equipment as follows:

	%
Gaming equipment	10 – 20
Office and computer equipment	15 – 33
Furniture, electrical and sanitary fittings	12.5 – 33
Plant and machinery	20
Motor vehicle	20
Others	20 – 33

In the case of leasehold property, expected useful lives are 10 years or over the term of the lease, if shorter.

Land owned is stated at revalued amounts. Revalued amounts are fair values based on appraisals prepared by external professional valuers once every two years or more frequently if market factors indicate a material change in fair value. Any revaluation surplus is recognised in other comprehensive income and credited to the revaluation reserve in equity. To the extent that any revaluation decrease or impairment loss has previously been recognised in profit or loss, a revaluation increase is credited to profit or loss with the remaining part of the increase recognised in other comprehensive income. Downward revaluations of land are recognised upon appraisal or impairment testing, with the decrease being charged to other comprehensive income to the extent of any revaluation surplus in equity relating to this asset and any remaining decrease recognised in profit or loss. Any revaluation surplus remaining in equity on disposal of the asset is transferred to retained earnings.

As land does not have a finite useful life, related carrying amounts are not depreciated.

Material residual value estimates and estimates of useful life are updated as required, but at least annually, whether or not the asset is revalued.

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in the statements of comprehensive income within other income or other expenses.

5.14 Investment properties

Investment property is property held to earn rentals or for capital appreciation, or both. Investment property is recognised as an asset when it is probable that the future economic benefits that are associated with the property will flow to the Group, and the cost of the property can be reliably measured. Investment property is initially measured at cost, including transaction costs.

After initial recognition, investment property is accounted at cost less any accumulated depreciation and any accumulated impairment losses. On 1 July 2023, the Group changed its accounting policy for the subsequent treatment of investment properties from cost method to fair value method.

Under the fair value method, subsequent to initial recognition, investment properties are revalued periodically and are stated at fair value in the statement of financial position at the end of the reporting period. These are determined by internal professional valuers with sufficient experience with respect to both the location and the nature of the investment property and supported by market evidence.

Gains or losses arising from changes in the fair value of investment property are recognised in profit or loss in the period in which they arise. Rental income and operating expenses from investment property are reported within 'revenue' and 'administrative expenses', respectively. Change in accounting policy will be applied prospectively.

5.15 Impairment of goodwill, intangible assets and property, plant and equipment

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

All individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the greater of its fair value less costs to sell and its value in use. To determine the value in use, the Group's management estimates expected future cash flows from each cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. Discount factors are determined individually for each cash-generating unit and reflect their respective risk profiles as assessed by the Group's management.

Impairment losses are recognised immediately in the statements of comprehensive income. Impairment losses for cash-generating units are charged pro rata to the assets in the cash-generating unit. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment charge that has been recognised is reversed if the cash-generating unit's recoverable amount exceeds its carrying amount.

5.16 Leases

The Group as a lessee

The Group makes the use of leasing arrangements principally for its land-based casino, retail shops and office space. The rental contracts for offices are typically negotiated for terms of between 3 and 20 years and some of these have extension terms. Lease terms for office fixtures and equipment and motor vehicles have lease terms of between 6 months and 6 years without any extension terms. The Group does not enter into sale and leaseback arrangements. All the leases are negotiated on an individual basis and contain a wide variety of different terms and conditions such as purchase options and escalation clauses.

The Group considers whether a contract is or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition the Group assesses whether the contract meets three key evaluations which are, whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the statements of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the commencement date (net of any incentives received).

Subsequent to initial measurement, right-of-use assets of emphyteutic deed are stated at revalued amounts. Revalued amounts are fair values based on appraisals prepared by external professional valuers annually or more frequently if market factors indicate a material change in fair value. Any revaluation surplus is recognised in other comprehensive income and credited to the revaluation reserve in equity. To the extent that any revaluation decrease or impairment loss (note 5.15) has previously been recognised in profit or loss, a revaluation increase is credited to profit or loss with the remaining part of the increase recognised in other comprehensive income. Downward revaluations of right-of-use assets are recognised upon appraisal or impairment testing, with the decrease being charged to other comprehensive income to the extent of any revaluation surplus in equity relating to this asset and any remaining decrease recognised in profit or loss. Any revaluation surplus remaining in equity on disposal of the asset is transferred to retained earnings.

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

At lease commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

On the statements of financial position, right-of-use assets and lease liabilities have been presented separately.

Finance lease

Management applies judgment in considering the substance of a lease agreement and whether it transfers substantially all the risks and rewards incidental to ownership of the leased asset. Key factors considered include the length of the lease term in relation to the economic life of the asset, the present value of the minimum lease payments in relation to the assets value and whether the Group obtains ownership of the asset at the end of the lease term.

For leases of land and buildings, the minimum lease payments are first allocated to each component based on the relative fair values of the respective lease interests. Each component is then evaluated separately for possible treatment as a finance lease, taking into consideration the fact that land normally has an indefinite useful life.

Finance lease as lessee

Leases of motor vehicles where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are classified at the lease's inception at the fair value of the leased property or, if lower, the present value of minimum lease payments. The corresponding rental obligations, net of finance lease charges, are included in other short-term and long-term trade and other payables. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The motor vehicles or property acquired under finance leases are depreciated over the assets' useful lives or over the shorter of the assets' useful lives and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

5.17 Investment in subsidiaries

Investment in subsidiaries is included in the Company's statement of financial position at cost less any impairment loss that may have arisen. Income from investment in subsidiaries is recognised only to the extent of distributions received by the Company from post-acquisition profits. Distributions received in excess of such profits are regarded as a recovery of the investment and are recognised as a reduction of the cost of the investment.

At each reporting date the Company reviews the carrying amount of its investment in subsidiaries to determine whether there is any indication of impairment and, if any such indication exists, the recoverable amount of the investments is estimated. An impairment loss is the amount by which the carrying amount of an investment exceeds its recoverable amount. The recoverable amount is the higher of fair value less costs to sell and value in use. An impairment loss that has been previously recognised is reversed if the carrying amount of the investment exceeds its recoverable amount. An impairment loss is reversed only to the extent that the carrying amount of the investment does not exceed the carrying amount that would have been determined if no impairment loss had been previously recognised. Impairment losses and reversals are recognised immediately in the statement of comprehensive income.

5.18 Investment in associate

Associate is an entity over which the Group is able to exert significant influence, but which is neither subsidiary nor a joint venture. Investment in associate is initially recognised at cost and subsequently accounted for using the equity method. Any goodwill or fair value adjustment attributable to the Group's share in the associate is not recognised separately and is included in the amount recognised as investment in associate.

The carrying amount of the investment in associate is increased or decreased to recognise the Group's share of the profit or loss and other comprehensive income of the associate. These changes include subsequent depreciation, amortisation or impairment of the fair value adjustment of assets and liabilities.

5.19 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of ordinarily interchangeable items are assigned using weighted average cost formula. Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

5.20 Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group and the Company become a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets are classified into the following categories:

- amortised cost;
- fair value through profit or loss (FVTPL); or
- fair value through other comprehensive income (FVOCI).

The Group and the Company do not have any financial assets categorised as FVTPL and FVOCI in the periods presented.

The classification is determined by both:

- the entity's business model for managing the financial asset; and
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in the statements of comprehensive income are presented within 'finance costs' or 'finance income'.

Subsequent measurement of financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, loans and receivables fall into this category of financial instruments.

Impairment of financial assets

IFRS 9's impairment requirements use forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. Instruments within the scope of the new requirements include loans and other debt-type financial assets measured at amortised cost, trade receivables (if any) and contract assets recognised and measured under IFRS 15, where applicable.

The Group and Company considers a broad range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1'); and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Trade and other receivables

The Group and Company make use of a simplified approach in accounting for trade and other receivables and records the loss allowance as lifetime expected credit losses. These are expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the Group and Company uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

The Group assesses the impairment of trade receivables on a collective basis as they possess share credit risk characteristics.

Classification and measurement of financial liabilities

The Group's and Company's financial liabilities include borrowings, debt securities in issue, lease liabilities and trade and other payables.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group and Company designates a financial liability at fair value through profit or loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in the statements of comprehensive income are included within 'finance costs' or 'finance income'.

Offsetting financial instruments

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

5.21 Cash and cash equivalents

For the purposes of the statements of cash flows, cash and cash equivalents comprise cash in hand and at bank.

5.22 Equity and reserves

Share capital represents the nominal value of shares that have been issued.

(Accumulated losses) retained earnings include current and prior period results net of dividend distributions.

5.23 Income taxes

Tax expense recognised in the statements of comprehensive income comprises the sum of deferred tax and current tax not recognised directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided those rates are enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income. This is assessed based on the Group's forecast of future operating results which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. Deferred tax liabilities are always provided for in full.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

5.24 Provisions and contingent liabilities

Provisions are recognised when present obligations as a result of a past event will probably lead to an outflow of economic resources from the Group and Company and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events, for example, product warranties granted, legal disputes or onerous contracts. Restructuring provisions are recognised only if a detailed formal plan for the restructuring has been developed and implemented, or management has at least announced the plan's main features to those affected by it. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

5.25 Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Use of available information and application of judgement are inherent in making estimates. Actual results in the future could differ from such estimates and the differences may be material to the financial statements. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

Except as disclosed below, in the opinion of the directors, the accounting estimates and judgements made in the course of preparing these financial statements are not difficult, subjective or complex to a degree which would warrant their description as critical in terms of the requirements of IAS 1 (revised).

Significant management judgement

The following is a significant management judgement in applying the accounting policies of the Group and the Company that has the most significant effect on the financial statements.

Capitalisation of internally developed website

Distinguishing the research and development phases of a new customised website project and determining whether the recognition requirements for the capitalisation of development costs are met requires judgement. After capitalisation, management monitors whether the recognition requirements continue to be met and whether there are any indicators that capitalised costs may be impaired.

Determining whether an arrangement contains a lease

The Group uses its judgement in determining whether an arrangement contains a lease, based on the substance of the arrangement and makes assessment of whether it is dependent in the use of a specific asset or assets, conveys a right to use the asset and transfers substantially all the risks and rewards incidental to ownership to/from the Group.

In the opinion of the directors, the accounting and estimates made in the course of preparing these financial statements are not difficult, subjective or complex to a degree which would warrant their description as critical in terms of the requirements of IAS 1 (revised).

Recognition of deferred tax asset

The assessment of the probability of future taxable income in which deferred tax asset can be utilised is based on the Group's latest approved budget forecast, which is adjusted for significant non-taxable income and expenses and specific limits to use of any unused tax loss or credit. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, that deferred tax asset is usually recognised in full.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

Estimation uncertainty

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

Useful lives of depreciable assets

Management reviews its estimate of useful lives of depreciable assets at each reporting date based on the expected utility of the assets. Uncertainties in these estimates relate to technical obsolescence that may change the utility of certain plant and equipment.

Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the entity's stand-alone credit rating).

Impairment of intangible assets including goodwill and tangible assets

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows (see note 5.15). In the process of measuring expected future cash flows management makes assumptions about future operating results. These assumptions relate to future events and circumstances. The actual results may vary, and may cause significant adjustments to the Group's assets within the next financial year.

In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

The Group tests goodwill and intangible assets with an indefinite useful life annually for impairment or more frequently if there are indications that goodwill or intangibles might be impaired. Determining whether the carrying amounts of these assets can be realised requires an estimation of the recoverable amount of the cash generating units. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate present value.

Goodwill arising on a business combination is allocated, to the cash-generating units ("CGUs") that are expected to benefit from that business combination.

Furthermore, following an in-depth review of the projections, management opted to include an execution risk premium (based on their professional judgement) to mitigate the current forecasting uncertainty and to obtain added comfort that the carrying value of the intangible assets is indeed recoverable.

For further details, refer to note 12 of these financial statements.

CGUs – Casino, Retail and Online Gaming

The recoverable amounts of the CGUs are determined from their value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the period. The directors estimate discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on industry growth forecasts. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

The assessment of recoverability of the carrying amount of goodwill and intangible assets includes:

- forecasted cash flow projections for the next ten years and projection of terminal value using the perpetuity method except for Dragonara Gaming Limited where cash flows were forecasted until the end of the sub emphyteusis;
- growth rates to perpetuity of 2.0% (2024: 2.0%); and
- use of 9%-11.3% (2024: 9.6%-14.4%) (pre-tax) to discount the projected cash flows to net present values.

Based on the above assessment, the directors expect the carrying amount of goodwill and intangible assets with an indefinite useful life to be recoverable.

CGU – Property holding entities

The recoverable amount of the property which is expected to generate rental revenue is determined from the value in use calculation. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the period. The directors estimate discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on industry growth forecasts. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

The assessment of recoverability of the carrying amount of goodwill and the investments held by the Company includes:

- forecasted cash flow projections for the next ten years and projection of terminal value using the perpetuity method;
- growth rates to perpetuity of 2.0% (2024: 2.0%);
- use of 8.7% (2024: 11.7%) (pre-tax) to discount the projected cash flows to net present values; and
- fair market valuation of other investment properties using market approach and capitalisation approach.

The recoverable amount of property which comprises land and which is carried at cost is determined by reference to market value.

Based on the above assessment, the directors expect the carrying amount of goodwill and intangible assets with an indefinite useful life to be recoverable.

Fair value measurement of investment properties

Management uses various valuation techniques to determine the fair value of non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible, but this is not always available. In that case, management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date (see note 16).

Inventories

Management estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of these inventories may be affected by expiry, obsolescence or other market-driven changes that may reduce future selling prices.

6 Segment reporting

Management currently identifies the Group's four revenue streams as its operating segments (see note 5.6). The Group's Chief Operating Decision Maker (CODM) is the Chief Executive Officer, and he monitors the performance of these operating segments as well as deciding on the allocation of resources to them. Segmental performance is monitored using adjusted segment operating results.

Segment information for the reporting periods presented are as follows:

6.1 Total revenue

	The Group	
	2025	**2024**
	€	**€**
National Lottery	64,166,877	61,356,119
Dragonara Casino	25,205,333	22,088,576
iGaming	4,340,353	3,042,508
Other Revenue	536,886	532,371
	94,249,449	**87,019,574**

6.2 Earnings before interest, tax, depreciation and amortisation (EBITDA)

EBITDA is a non-GAAP financial measure used by management to evaluate the Group's operating performance. The Group calculates EBITDA as follows:

EBITDA = Operating profit + Depreciation and amortisation – Lease payments

Where:

- Operating profit is as defined in the statements of comprehensive income; and;
- Lease payments are the sum of repayments and interest paid on lease liabilities as disclosed in the statements of cash flows.

Management believes that EBITDA is useful to investors as it excludes the effects of financing, taxation, depreciation, amortisation, and lease-related outflows, which can vary significantly across entities depending on their respective capital structures and asset base.

EBITDA by segment for the reporting periods presented are as follows:

	National Lottery	Dragonara Casino	iGaming	Others	Total
	€	€	€	€	€
2025					
Operating profit	1,917,332	5,201,417	2,091,225	2,647,175	11,857,149
Add (deduct):					
Depreciation and amortisation	17,033,169	2,410,885	86,206	121,217	19,651,477
Rent payments	(2,046,763)	(500,000)	-	(54,750)	(2,601,513)
	16,903,738	**7,112,302**	**2,177,431**	**2,713,642**	**28,907,113**
2024					
Operating profit	497,344	3,911,017	1,353,965	1,646,587	7,408,913
Add (deduct):					
Depreciation and amortisation	16,173,144	2,038,551	52,884	100,086	18,364,665
Rent payments	(2,024,650)	(500,000)	-	(54,750)	(2,579,400)
	14,645,838	**5,449,568**	**1,406,849**	**1,691,923**	**23,194,178**

7 Other income

Other income for the reporting periods presented are as follows:

	The Group	
	2025	**2024**
	€	€
Gratuity income	552,888	395,696
Others	228,140	395,222
	781,028	**790,918**

8 Staff costs

	The Group		The Company	
	2025	2024	2025	2024
	€	€	€	€
Salaries and wages	13,879,763	14,239,915	80,958	2,035,057
Social security	869,814	793,991	-	49,857
Other staff costs	361,999	382,132	35	6,616
	15,111,576	**15,416,038**	**80,993**	**2,091,530**
Salaries and wages recharged to subsidiaries	-	-	(26,993)	(2,030,914)
	15,111,576	**15,416,038**	**54,000**	**60,616**

Included with salaries and wages is an amount of € 1,294,406 (2024: € 1,649,581) which was capitalised during the year.

The average full-time equivalent persons employed for the reporting periods presented were:

	The Group		The Company	
	2025	2024	2025	2024
	No.	No.	No.	No.
Administration	68	54	3	21
Operations	449	422	-	2
	517	**476**	**3**	**23**

In addition to the above, the Group had for the year ended 30 June 2025 average full time equivalent persons seconded or outsourced of 6 (2024: 26).

9 Operating profit (loss)

The operating profit (loss) is stated after charging:

	The Group		The Company	
	2025	2024	2025	2024
	€	€	€	€
Directors' remuneration	204,480	201,240	54,000	54,000
Auditor's remuneration	177,345	163,479	31,270	29,736
Non-audit services	18,585	17,700	-	-

10 Finance income and finance costs

The following amounts may be analysed as follows for the reporting periods presented:

	The Group		The Company	
	2025	**2024**	**2025**	**2024**
	€	**€**	**€**	**€**
Finance income				
Interest income charged to subsidiaries	-	-	3,207,972	3,559,419
	-	**-**	**3,207,972**	**3,559,419**
Finance costs				
Interest expense for borrowings at amortised costs:				
Bank loans	(1,966,387)	(2,382,517)	(1,603,465)	(1,954,913)
Bonds	(1,361,174)	(1,361,174)	(1,361,174)	(1,361,174)
Interest expense for leasing arrangements	(1,386,217)	(1,422,227)	-	-
	(4,713,778)	**(5,165,918)**	**(2,964,639)**	**(3,316,087)**

11 Tax expense

The relationship between the expected tax expense based on the effective tax rate of the Group and Company at 35% (2024: 35%) and the tax expense actually recognised in the statements of comprehensive income can be reconciled as follows:

	The Group		The Company	
	2025	**2024**	**2025**	**2024**
	€	**€**	**€**	**€**
Profit before tax	7,143,371	2,597,230	1,927,669	8,095
Tax rate	35%	35%	35%	35%
Expected tax expense	**(2,500,180)**	**(909,031)**	**(674,684)**	**(2,833)**
Adjustments for:				
Non-deductible expenses	(260,433)	(234,664)	-	(1,083)
Non-taxable income	13,503	20,737	-	-
Other timing differences	62,344	62,703	-	-
Difference in tax base and rate	-	68,753	-	-
Recognition of deferred tax asset not recognised in previous years	-	189,473	-	-
Actual tax expense, net	**(2,684,766)**	**(802,029)**	**(674,684)**	**(3,916)**
Comprising:				
Current tax expense	14,928	-	(631,050)	-
Deferred tax expense	(2,699,694)	(802,029)	(43,634)	(3,916)
	(2,684,766)	**(802,029)**	**(674,684)**	**(3,916)**

Refer to note 20 for information on the Group's deferred tax asset and liability.

12 Goodwill

Goodwill is primarily growth expectations, expected future profitability, the substantial skill and expertise of the workforce and expected cost synergies. Goodwill has been allocated to the following segments.

	2025	2024
	€	€
Goodwill allocated to operating segments		
National Lottery	48,910,530	48,910,530
Casino and catering	9,284,960	9,284,960
iGaming	3,164,218	3,164,218
Property	991,758	991,758
Total	**62,351,466**	**62,351,466**

The recoverable amount of each segment was determined based on value-in-use calculations, covering a detailed ten-year forecast, followed by an extrapolation of expected cash flows for the remaining useful lives using a declining growth rate determined by management. The present value of the expected cash flows of each segment is determined by applying a suitable discount rate reflecting current market assessments of the time value of money and risks specific to the segment.

	2025	2024
	€	€
Recoverable amount of each operating segment		
National Lottery	72,046,000	71,736,000
Casino and catering	29,691,000	22,297,000
iGaming	5,525,000	4,392,000
Property	235,836	235,836
Total	**107,497,836**	**98,660,836**

The movement in the net carrying amount of goodwill are as follows:

	2025	2024
	€	€
Gross carrying amount	62,351,466	62,351,466
Accumulated impairment	(755,922)	(755,922)
Net carrying amount	**61,595,544**	**61,595,544**

13 Intangible assets

The Group	Concession fee €	Software €	Trademark and domain €	Key money €	Website €	Total €
Gross carrying amount						
Balance at 1 July 2024	108,946,939	5,691,638	29,204,149	912,825	471,731	145,227,282
Additions	-	182,965	-	55,000	404,171	642,136
Balance at 30 June 2025	**108,946,939**	**5,874,603**	**29,204,149**	**967,825**	**875,902**	**145,869,418**
Amortisation						
Balance at 1 July 2024	21,501,773	2,127,014	-	190,629	43,646	23,863,062
Charge for the year	10,880,212	1,165,271	-	104,831	78,909	12,229,223
Balance at 30 June 2025	**32,381,985**	**3,292,285**	**-**	**295,460**	**122,555**	**36,092,285**
Carrying amount at 30 June 2025	**76,564,954**	**2,582,318**	**29,204,149**	**672,365**	**753,347**	**109,777,133**
Gross carrying amount						
Balance at 1 July 2023	106,515,277	5,398,730	29,246,149	852,825	-	142,012,981
Additions	2,431,662	378,053	-	60,000	349,626	3,219,341
Reclassifications	-	(80,105)	(42,000)	-	122,105	-
Adjustment*	-	(5,040)	-	-	-	(5,040)
Balance at 30 June 2024	**108,946,939**	**5,691,638**	**29,204,149**	**912,825**	**471,731**	**145,227,282**
Amortisation						
Balance at 1 July 2023	10,732,778	1,011,712	-	87,700	-	11,832,190
Charge for the year	10,768,995	1,116,310	-	102,929	43,646	12,031,880
Adjustments*	-	(1,008)	-	-	-	(1,008)
Balance at 30 June 2024	**21,501,773**	**2,127,014**	**-**	**190,629**	**43,646**	**23,863,062**
Carrying amount at 30 June 2024	**87,445,166**	**3,564,624**	**29,204,149**	**722,196**	**428,085**	**121,364,220**

*Adjustments were made to reverse cost and its corresponding liability. The amortisation adjustment was offset against the amortisation reported in profit or loss.

Dragonara casino concession

On 28 July 2021, the Group, through its subsidiary Dragonara Gaming Limited, was granted a new 10-year concession by the Ministry for the Economy and Industry ("the Ministry") to operate the Dragonara Casino with an initial concession fee of € 1,500,000, effective from 28 July 2021 to 28 July 2031. On 19 December 2023, the Ministry extended the concession's validity until 28 July 2033, in exchange for an additional fee of € 300,000. This extension was granted due to the operational disruptions caused by the COVID-19 pandemic in 2020 and 2021, during which Dragonara Casino was forced to close for certain periods. This fee will be paid in 24 equal monthly instalments of € 12,500, starting on 31 December 2025 and concluding on 30 November 2027.

National lottery concession

On 10 March 2022, the Group, through its subsidiary namely National Lottery plc, was awarded a concession to manage and operate the National lottery of Malta for a period of 10 years commencing from the 5 July 2022 until the 4 July 2032.

All amortisation charges are included within 'depreciation and amortisation' in the statements of comprehensive income.

14 Property, plant and equipment

Details of the Group's property, plant and equipment and their carrying amounts are as follows:

The Group	Land	Leasehold improvements	Gaming equipment	Office and computer equipment	Furniture, electrical and sanitary fittings	Plant and machinery	Motor vehicle	Work-in-progress	Others	Total
	€	€	€	€	€	€	€	€	€	€
Gross carrying amount										
Balance at 1 July 2024	4,250,096	1,482,340	14,515,365	4,742,267	4,429,328	558,873	1,101,105	2,641,985	233,431	33,954,790
Additions	48,831	249,601	1,672,754	554,872	732,057	64,170	169,579	2,096,934	13,625	5,602,423
Reclassifications	-	1,271,353	50,400	814,000	1,408,688	11,800	-	(3,615,951)	59,710	-
Termination of lease	-	-	-	-	-	-	(302,556)	-	-	(302,556)
Balance at 30 June 2025	**4,298,927**	**3,003,294**	**16,238,519**	**6,111,139**	**6,570,073**	**634,843**	**968,128**	**1,122,968**	**306,766**	**39,254,657**
Depreciation	-	209,013	4,781,405	1,733,298	983,978	177,777	239,141	-	55,379	8,179,991
Balance at 1 July 2024	-	221,106	3,070,177	1,118,659	693,105	89,263	203,362	-	56,267	5,451,939
Charge for the year	-	52,548	-	-	-	-	-	-	-	52,548
Termination of lease	-	-	-	-	-	-	(302,556)	-	-	(302,556)
Balance at 30 June 2025	-	**482,667**	**7,851,582**	**2,851,957**	**1,677,083**	**267,040**	**139,947**	**-**	**111,646**	**13,381,922**
Carrying amount at 30 June 2025	**4,298,927**	**2,520,627**	**8,386,937**	**3,259,182**	**4,892,990**	**367,803**	**828,181**	**1,122,968**	**195,120**	**25,872,735**

The Group	Land	Leasehold improvements	Gaming equipment	Office and computer equipment	Furniture, electrical and sanitary fittings	Plant and machinery	Motor vehicle	Work-in-progress	Others	Total
	€	€	€	€	€	€	€	€	€	€
Gross carrying amount										
Balance at 1 July 2023	4,250,096	342,724	11,924,099	3,910,275	2,446,805	541,945	316,090	1,880,135	127,665	25,739,834
Additions	-	161,542	3,714,115	797,275	1,157,598	16,928	842,965	2,732,633	105,766	9,528,822
Reclassifications	-	978,074	-	115,350	830,668	-	-	(1,924,092)	-	-
Termination of lease	-	-	-	-	-	-	(57,950)	-	-	(57,950)
Adjustments*	-	-	(1,122,849)	(80,633)	(5,743)	-	-	(46,691)	-	(1,255,916)
Balance at 30 June 2024	**4,250,096**	**1,482,340**	**14,515,365**	**4,742,267**	**4,429,328**	**558,873**	**1,101,105**	**2,641,985**	**233,431**	**33,954,790**
Depreciation										
Balance at 1 July 2023	-	117,614	2,247,919	839,197	480,427	87,930	93,883	-	23,464	3,890,434
Charge for the year	-	91,399	2,862,501	923,014	504,152	89,847	203,208	-	31,915	4,706,036
Termination of lease	-	-	-	-	-	-	(57,950)	-	-	(57,950)
Adjustments*	-	-	(329,015)	(28,913)	(601)	-	-	-	-	(358,529)
Balance at 30 June 2024	**-**	**209,013**	**4,781,405**	**1,733,298**	**983,978**	**177,777**	**239,141**	**-**	**55,379**	**8,179,991**
Carrying amount at 30 June 2024	**4,250,096**	**1,273,327**	**9,733,960**	**3,008,969**	**3,445,350**	**381,096**	**861,964**	**2,641,985**	**178,052**	**25,774,799**

* Adjustments were made to reverse costs and their corresponding liabilities. The depreciation adjustments were offset against the depreciation reported in profit or loss.

Motor vehicles include the following amounts where the Group is a lessee under finance leases.

	The Group	
	2025	2024
	€	€
Costs	1,034,013	1,166,990
Accumulated depreciation	(324,072)	(450,081)
	709,941	**716,909**

All depreciation and impairment charges are included within 'depreciation and amortisation' in the statements of comprehensive income.

15 Leases

15.1 Right-of-use assets

The Group	Emphyteusis deed	Leased property	Total
	€	€	€
Gross carrying amount			
Balance at 1 July 2024	36,612,815	11,367,488	47,980,303
Additions	-	976,990	976,990
Remeasurement of lease liability	-	(220,842)	(220,842)
Terminated/expired leases	-	(2,376,271)	(2,376,271)
Balance at 30 June 2025	**36,612,815**	**9,747,365**	**46,360,180**
Depreciation and impairment			
Balance at 1 July 2024	1,473,705	2,647,606	4,121,311
Charge for the year	624,001	1,346,314	1,970,315
Remeasurement of lease liability	-	(49,041)	(49,041)
Terminated/expired leases	-	(2,314,244)	(2,314,244)
Balance at 30 June 2025	**2,097,706**	**1,630,635**	**3,728,341**
Carrying amount at 30 June 2025	**34,515,109**	**8,116,730**	**42,631,839**
Gross carrying amount			
Balance at 1 July 2023	36,612,815	10,212,088	46,824,903
Additions	-	2,538,212	2,538,212
Remeasurement of lease liability	-	(1,382,812)	(1,382,812)
Balance at 30 June 2024	**36,612,815**	**11,367,488**	**47,980,303**
Depreciation and impairment			
Balance at 1 July 2023	882,248	1,252,777	2,135,025
Charge for the year	591,457	1,394,829	1,986,286
Balance at 30 June 2024	**1,473,705**	**2,647,606**	**4,121,311**
Carrying amount at 30 June 2024	**35,139,110**	**8,719,882**	**43,858,992**

15.2 Lease liabilities

The Group leases motor vehicles, casino premises, commercial properties and office space. Lease liabilities included in the statements of financial position are as follows:

	The Group	
	2025	2024
	€	€
Non-current	26,577,227	26,991,731
Current	1,487,710	1,474,663
	28,064,937	**28,466,394**

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublet the asset to another party, the right-of-use asset can only be used by the Group. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. The Group is prohibited from lending or transferring the underlying leased assets. Upon termination, the right-of-use assets shall be returned to the lender in as good a condition as when received by the Group, except for reasonable wear and tear. The Group shall ensure that these assets are at all times kept in a good state of repair and return the premises in their original condition at the end of the lease.

Right-of-use assets	No of right-of-use assets leased	Range of remaining term	Average remaining lease term	No of leases with extension options	No of leases with termination options
Casino	1	60 years	60 years	-	-
Gaming premises	65	1 – 13 years	6 years	-	65
Office space	1	3 years	3 years	-	1
Warehouse	3	1 – 3 years	1 year	-	-
Motor vehicles	34	1 – 5 years	3 years	-	-
Property	1	22 years	22 years	-	-

The lease liabilities are secured by the related underlying assets. Future minimum lease payments at 30 June 2025 and 2024 were as follows:

	The Group	
	2025	**2024**
	€	**€**
Lease payments		
- not later than one year	2,487,916	2,519,899
- later than one year and not later than five years	8,045,558	8,319,462
- later than five years	68,324,578	69,731,909
	78,858,052	**80,571,270**
Finance charges		
- not later than one year	1,358,457	1,386,428
- later than one year and not later than five years	4,942,562	5,030,211
- later than five years	44,492,096	45,688,237
	50,793,115	**52,104,876**
Net present values		
- not later than one year	1,129,459	1,133,471
- later than one year and not later than five years	3,102,996	3,289,251
- later than five years	23,832,482	24,043,672
	28,064,937	**28,466,394**

16 Investment properties

Details of the Group's investment properties and their carrying amounts are as follows:

The Group	**Land**	**Apartment**	**Shop**	**Asset under construction**	**Total**
	€	**€**	**€**	**€**	**€**
Gross carrying amount					
Balance at 1 July 2024	386,000	-	304,364	1,343,366	2,033,730
Additions	2,689,351	385,355	-	418,199	3,492,905
Balance at 30 June 2025	**3,075,351**	**385,355**	**304,364**	**1,761,565**	**5,526,635**
Gross carrying amount					
Balance at 1 July 2023	216,129	-	120,000	1,088,846	1,424,975
Additions	-	-	-	254,520	254,520
Change in fair value	169,871	-	184,364	-	354,235
Balance at 30 June 2024	**386,000**	**-**	**304,364**	**1,343,366**	**2,033,730**

The company owns arable land known as Ta' Minka, situated in Wardija, Malta, measuring approximately 4,347 square metres. This land is held for future agricultural use.

During the current financial year, a subsidiary within the group acquired three additional plots of land from related parties: one in Naxxar and two in St Paul's Bay, at a total cost of € 2,689,351. In addition, the same subsidiary also acquired a maisonette in Balzan for the cost of € 385,355. These properties are being held for potential future capital appreciation.

On 20 July 2020, the subsidiary entered into a 30-year temporary emphyteusis over a property situated in St Julian's, Malta. Under the terms of the agreement, the company is required to demolish the existing structure and construct a new block of buildings intended to generate rental income. Construction commenced in 2020 and, although not completed as at the reporting date, is at its final stages. The property is expected to be ready for lease in 2025.

On 19 December 2022, the subsidiary acquired a retail outlet in Sliema for € 120,000, which is being held for the purpose of earning rental income.

During the year, no revenue was received from investment properties.

Investment properties valued at € 2,675,808 (2024: € 386,000) are pledged as security in relation to bank facilities.

16.1 Fair value measurement of investment properties

The fair values of the company's investment properties are estimated based on appraisals performed by the group's architect. The significant inputs and assumptions are developed in close consultation with management. The valuation processes and fair value changes are reviewed by the board of directors at each reporting date.

Land and Apartment (Level 3)

The appraisal was carried out using a market approach that reflects observed prices for recent market transactions for similar properties and incorporates adjustments for factors specific to the plots of land and apartment in question, including plot size, location, encumbrances and current use. The land and the apartment were revalued on 27 August 2025.

The significant unobservable input is the adjustment for factors specific to the land in question. The extent and direction of this adjustment depends on the number and characteristics of the observable market transactions in similar properties that are used as the starting point for valuation. Although this input is a subjective judgement, management considers that the overall valuation would not be materially affected by reasonably possible alternative assumptions.

Shop in Sliema (Level 3)

The fair value of the shop in Sliema is estimated using an income approach based on the projected rental income, net of projected operating costs, using a discount rate derived from market yields implied by recent transactions in similar properties. The estimated rental income takes into account the rentals from future leases over the remaining economic life of the property. The shop was revalued on 27 August 2025.

The most significant inputs, all of which are unobservable, are the estimated rental value, assumptions about vacancy levels, and the discount rate. The estimated fair value increases if the estimated rental increases, vacancy levels decline or if discount rate (market yields) decline. The overall valuations are sensitive to all three assumptions. Management considers the range of reasonably possible alternative assumptions is greatest for rental values and vacancy levels and that there is also an interrelationship between these inputs.

The discount rate (market yield) used in the valuation is 5.50%.

Property in St. Julian's (Level 3)

The fair value of the property in St. Julian's, which is still under construction as at reporting date, is estimated using an income approach based on the projected rental income, net of projected operating costs, using a discount rate derived from market yields implied by recent transactions in similar properties. The estimated rental income takes into account the rentals from future leases over the remaining term of the temporary emphyteusis. The shop was revalued on 15 July 2024.

The most significant inputs, all of which are unobservable, are the estimated rental value, assumptions about vacancy levels, and the discount rate. The estimated fair value increases if the estimated rental increases, vacancy levels decline or if discount rate (market yields) decline. The overall valuations are sensitive to all three assumptions. Management considers the range of reasonably possible alternative assumptions is greatest for rental values and vacancy levels and that there is also an interrelationship between these inputs.

The discount rate (market yield) used in the valuation is 6.50%.

17 Investment in subsidiaries and associate

17.1 Investment in subsidiaries

The amount stated in the statements of financial position is analysed as follows:

	The Company	
	2025	2024
	€	€
Balance at 1 July 2024, 2023	100,239,682	100,189,682
Additions	200,000	50,000
Disposal	(40,000)	-
Capitalised loan	1,000,000	-
Balance at 30 June	**101,399,682**	**100,239,682**

During the year under review, the Company established IZI International S.à r.l. in Luxembourg to act as the holding company for the Group's international operations. In addition, IZI Services Limited was transferred to IZI International S.à r.l. as part of this restructuring.

On 1 November 2024, the Company entered into an agreement with its subsidiary, St. George Developments Limited, to convert € 1,000,000 of the outstanding balance into a loan. The loan is interest-free and repayable at the company's discretion, with no fixed repayment terms or maturity date.

Set out below are the details of the subsidiaries held directly by the Group:

Subsidiary companies	Registered office	Percentage holding in ordinary shares				Nature of business
		The Group		The Company		
		2025	2024	2025	2024	
		%	%	%	%	
IZI Interactive Limited	The Quad Central, Q3 Level 11 Triq L-Esportaturi, Zone 1 Central Business District, Birkirkara CBD 1040 Malta	99.99	99.99	99.99	99.99	iGaming
IZI Properties Limited (formerly known as St. George Developments Limited)	The Quad Central, Q3 Level 11 Triq L-Esportaturi, Zone 1 Central Business District, Birkirkara CBD 1040 Malta	99.99	99.99	99.99	99.99	Immovable property
Pinnacle IP Limited	The Quad Central, Q3 Level 11 Triq L-Esportaturi, Zone 1 Central Business District, Birkirkara CBD 1040 Malta	100	100	100	100	Intellectual property

Subsidiary companies	Registered office	Percentage holding in ordinary shares				Nature of business
		The Group		The Company		
		2025 %	2024 %	2025 %	2024 %	
National Lottery plc	The Quad Central, Q3 Level 11 Triq L-Esportaturi, Zone 1 Central Business District, Birkirkara CBD 1040 Malta	100	100	100	100	Holds a concession to manage and operate the national lottery games of Malta and also operator of a bingo hall and electronic gaming devices as well as historical horse racing terminals and video lottery terminals
IZI Group Services Limited	The Quad Central, Q3 Level 11 Triq L-Esportaturi, Zone 1 Central Business District, Birkirkara CBD 1040 Malta	99.99	99.99	99.99	99.99	Employment related services
Peninsula Group						
Dragonara Catering Limited	Dragonara Casino Complex, Dragonara Road, St Julian's, Malta	60	60	-	-	Catering services
Dragonara Gaming Limited	Dragonara Casino Complex, Dragonara Road, St Julian's, Malta	60	60	-	-	Casino
Dragonara IP Limited	The Quad Central, Q3 Level 11 Triq L-Esportaturi, Zone 1 Central Business District, Birkirkara CBD 1040 Malta	60	-	-	-	Intellectual property
Dragonara Interactive Limited	Dragonara Casino Complex, Dragonara Road, St Julian's, Malta	60	60	-	-	Online gaming
Peninsula Gaming Group Limited	The Quad Central, Q3 Level 11 Triq L-Esportaturi, Zone 1 Central Business District, Birkirkara CBD 1040 Malta	60	60	60	60	Investment
International Group						
IZI International S.á r.l.	7, Rue de Bitbourg, L-1273 Luxembourg	80	-	80	-	Investment
IZI Entertainment GmbH	1040 Wien, Schleifmühlgasse 4/11, Austria	80	-	-	-	Holding company
IZI Services Limited	The Quad Central, Q3 Level 11 Triq L-Esportaturi, Zone 1 Central Business District, Birkirkara CBD 1040 Malta	80	100	-	100	MGA Licences entity offering B2B gaming services
Triple Crown S.á r.l.	7, Rue de Bitbourg, L-1273 Luxembourg	80	-	-	-	Holding company

17.2 Investment in associate

The Group also has indirect investment in associate through St. George Developments Limited as follows:

Associate company	Registered office	Percentage holding in ordinary shares				Nature of business
		The Group		The Company		
		2025	2024	2025	2024	
		%	%	%	%	
Confident Limited	1A, Triq Wied Ghomor, St Julian's, Malta	22.22	22.22	-	-	In dissolution

The Group holds a 22.2% voting and equity interest in Confident Limited (in dissolution), a company previously engaged in the purchase, sale, development, and improvement of land and buildings for investment purposes. The shares in this associate are not publicly listed, and accordingly, published market price quotations are not available.

17.3 Subsidiaries with material non-controlling interests

The Group includes Peninsula Gaming Group Limited (Peninsula Group) of which 40% is owned by non-controlling interests (NCI).

	2025	2024
Peninsula Group	**€**	**€**
Balance at beginning of year	7,782,410	6,995,885
Dividends	(800,000)	-
Profit allocated to NCI	1,293,591	786,525
Balance at end of year	**8,276,001**	**7,782,410**

Summarised financial information for Peninsula Group, before intragroup eliminations, is set out below:

	2025	2024
	€	**€**
Non-current assets	43,913,946	44,978,831
Current assets	7,268,970	5,966,478
Total assets	**51,182,916**	**50,945,309**
Non-current liabilities	24,521,375	25,265,478
Current liabilities	5,971,590	6,223,836
Total liabilities	**30,492,965**	**31,489,314**
Net assets	**20,689,951**	**19,455,995**
Net assets attributable to:		
Owners of the parent	12,413,950	11,673,585
Non-controlling interest	8,276,001	7,782,410
	20,689,951	**19,455,995**
Total comprehensive income for the period attributable to:		
Owners of the parent	1,940,364	1,179,767
Non-controlling interest	1,293,591	786,524
	3,233,955	**1,966,291**

	2025	2024
	€	€
Net cash from operating activities	6,821,201	1,334,623
Net cash used in investing activities	(2,577,218)	(3,956,521)
Net cash used in financing activities	(3,438,649)	(1,940,115)
Net cash inflow (outflow)	**805,334**	**(4,562,013)**

18 Loans receivable

	The Company	
	2025	2024
	€	€
Loans to subsidiary company		
Non-current	54,096,199	59,627,842
Current	5,551,534	5,324,288
	59,647,733	**64,952,130**

On 6 June 2022, the Company extended loans to its subsidiary National Lottery plc amounting to € 28.6 million. The loans were to part finance the subsidiary's projected capital expenditure for the years 2022 to 2025. Capital expenditure includes the purchase of new gaming equipment and costs associated with the refurbishment of the existing retail outlets. The loans to subsidiary are unsecured, bears interest of 5.75% and are repayable by 2 April 2029.

In 2023, the Company extended an additional loan to National Lottery plc amounting to € 41 million to finance the National Lottery concession fee. The loan is unsecured, bears interest of 4.56% per annum and is repayable by equal monthly instalments of € 571,100.

The net carrying values of loans are considered a reasonable approximation of fair value.

19 Other assets

The Group's other assets include the following:

	The Group	
	2025	2024
	€	€
Deferred charges	1,762,100	2,013,829
Deposits	300,873	594,706
Guarantees	271,792	271,149
	2,334,765	**2,879,684**

Deferred charges include set-up costs to operate National Lottery Games in Malta. These costs will be amortised over a period of 10 years.

Security deposits are mainly deposits in relation to leased properties.

Guarantees include a €250,000 cash collateral to act as a security for the performance obligation in relation to the Dragonara Casino concession agreement.

20 Deferred tax asset (liability)

Deferred taxes arising from temporary differences, unused tax losses and unabsorbed capital allowances can be summarised as follows:

The Group	1 July 2024	Recognised in profit for the year	30 June 2025
	€	€	€
Intangible assets	(18,496,743)	(1,007,767)	(19,504,510)
Property, plant and equipment	(1,326,397)	(547,604)	(1,874,001)
Investment property	(55,229)	-	(55,229)
Right-of-use assets	1,141,239	174,284	1,315,523
Revaluation of ROU asset	(6,933,981)	118,073	(6,815,908)
Unused tax losses	17,726,094	(1,313,910)	16,412,184
Unused capital allowances	206,876	(122,770)	84,106
Total	**(7,738,141)**	**(2,699,694)**	**(10,437,835)**
Recognised as:			
Deferred tax assets			375,664
Deferred tax liabilities			(10,813,499)
			(10,437,835)

The Company	1 July 2024	Recognised in profit for the year	30 June 2025
	€	€	€
Unused tax losses	43,634	(43,634)	-
Total	**43,634**	**(43,634)**	**-**

Deferred taxes for the comparative period can be summarised as follows:

The Group	1 July 2023	Recognised in profit for the year	30 June 2024
	€	€	€
Intangible assets	(21,127,166)	2,630,423	(18,496,743)
Property, plant and equipment	(766,681)	(559,716)	(1,326,397)
Investment property	-	(55,229)	(55,229)
Right-of-use assets	695,071	446,168	1,141,239
Revaluation of ROU asset	(7,052,378)	118,397	(6,933,981)
Unused tax losses	19,382,569	(1,656,475)	17,726,094
Unused capital allowances	1,932,473	(1,725,597)	206,876
Total	**(6,936,112)**	**(802,029)**	**(7,738,141)**
Recognised as:			
Deferred tax assets			1,081,253
Deferred tax liabilities			(8,819,394)
			(7,738,141)

The Company	1 July 2023	Recognised in profit for the year	30 June 2024
	€	€	€
Unused tax losses	47,550	(3,916)	43,634
Total	**47,550**	**(3,916)**	**43,634**
Recognised as:			
Deferred tax assets			43,634
			43,634

Refer to note 11 for information on the Group's tax expense.

21 Inventories

Inventories recognised in the statements of financial position mainly comprise gaming consumables and food and beverages.

22 Trade and other receivables

	The Group		The Company	
	2025	2024	2025	2024
	€	€	€	€
Trade receivables	1,005,488	933,839	-	-
Payment processors	351,159	221,402	-	-
Amounts owed by subsidiaries	-	-	30,251,563	27,695,945
Amounts owed by other related party	29,277	101,383	-	-
Accrued income	193,810	10,401	-	-
Other receivables	627,162	735,711	-	-
Financial assets	**2,206,896**	**2,002,736**	**30,251,563**	**27,695,945**
Advance payments	153,408	40,314	-	-
Prepayments	971,846	516,499	25,102	34,190
Other receivables	10,795	20,194	-	-
Total trade and other receivables	**3,342,945**	**2,579,743**	**30,276,665**	**27,730,135**
Comprising:				
Non-current	-	-	30,211,341	27,616,799
Current	3,342,945	2,579,743	65,324	113,336
	3,342,945	**2,579,743**	**30,276,665**	**27,730,135**

The amounts owed by subsidiaries and other related party are unsecured, interest-free and repayable on demand.

The net carrying values of financial assets are considered a reasonable approximation of fair value.

23 Cash and cash equivalents

Cash and cash equivalents include the following components:

	The Group		The Company	
	2025	2024	2025	2024
	€	€	€	€
Bank deposits	3,470,254	3,220,364	1,683	44,594
Cash in hand	3,563,503	3,667,601	-	-
	7,033,757	**6,887,965**	**1,683**	**44,594**

24 Share capital

The share capital of IZI Finance p.l.c. consists of:

	2025	2024
	€	€
Shares issued and fully paid-up		
80,000,000 ordinary A shares of € 1 each	80,000,000	80,000,000
1 ordinary B share of € 1 each	1	1
	80,000,001	**80,000,001**
Shares authorised		
99,999,999 ordinary A shares of € 1 each	99,999,999	99,999,999
1 ordinary B share of € 1 each	1	1
	100,000,000	**100,000,000**

Ordinary A shares are entitled to one vote at a general meeting and are entitled to receive dividend distributions. Ordinary B share does not carry voting rights and has no right to receive dividends nor is entitled to any assets upon dissolution or winding up of the Company.

25 Bank borrowings

The carrying amounts of the Group's and Company's bank borrowings are as follows:

	The Group		The Company	
	2025	2024	2025	2024
	€	€	€	€
Non-current	28,195,827	33,664,200	24,820,742	30,353,102
Current	8,217,764	7,484,540	5,572,353	5,324,288
	36,413,591	**41,148,740**	**30,393,095**	**35,677,390**

The carrying amount of bank borrowings is considered to be a reasonable approximation of fair value.

All bank loans are secured by a first-ranking general hypothec over the Group's assets, with additional security provided by general and hypothecary guarantees from related companies and third parties, and, in certain cases, by pledges over the shares of certain group companies.

The Group's borrowing arrangements comprise multiple facilities with interest rates ranging from 4.5% to 5.95% per annum, all repayable by monthly instalments. Outstanding balances at year-end are disclosed below.

Among these facilities, the Group and Company maintain several term loans with various maturities. As at 30 June 2025, the Group's and Company's loans include:

- The Group's and Company's principal facility is a € 41 million loan obtained in 2023, which bears interest at 4.56% per annum and is repayable in monthly instalments of € 571,100 commencing July 2023. The outstanding balance of this facility as at 30 June 2025 is € 30,393,095 (2024: € 35,677,390), with € 24,820,742 (2024: € 30,353,102) classified as non-current and € 5,572,353 (2024: € 5,324,288) as current. This balance is presented net of unamortised transaction costs of € 199,967 (2024: € 239,961).

- During the year, the Group also secured additional banking facilities totalling € 3,000,000, of which € 2,709,400 had been drawn as at year end (non-current: € 2,372,455; current: € 336,945), bearing interest at 4.5% per annum and secured consistently with existing arrangements.

- Other bank loans, aggregating to € 3,311,096 (2024: € 5,471,350) for the Group, bear interest at rates between 5.15% and 5.95% per annum and are repayable in monthly instalments. These loans comprise € 1,002,630 (2024: € 3,311,098) in non-current liabilities and € 2,308,466 (2024: € 2,160,252) in current liabilities, reflecting a variety of maturities and security arrangements, all in line with Group policy.

Total interest incurred by the Group and Company on bank loans is disclosed in note 10.

26 Debt securities in issue

	The Group		The Company	
	2025	2024	2025	2024
	€	€	€	€
Nominal value				
4.25% unsecured bonds redeemable 2029	29,676,848	29,590,674	29,676,848	29,590,674
Comprising:				
4.25% unsecured bonds redeemable 2029	30,000,000	30,000,000	30,000,000	30,000,000
Issue cost	603,218	603,218	603,218	603,218
Accumulated amortisation	(280,066)	(193,892)	(280,066)	(193,892)
Closing net book amount	**323,152**	**409,326**	**323,152**	**409,326**
Amortised costs at 30 June	**29,676,848**	**29,590,674**	**29,676,848**	**29,590,674**

On 14 April 2022, IZI Finance p.l.c. issued 300,000 4.25% unsecured bonds with a nominal value of €100 per bond. The bonds are redeemable at their nominal value on 13 April 2029.

Interest on the bonds is due and payable annually on 14 April of each year.

The bonds are listed on the official list of the Malta Stock Exchange. The carrying amount of the bonds is net of direct issue costs of € 323,152 (2024:€ 409,326) which are being amortised over the life of the bonds.

27 Trade and other payables

	The Group		The Company	
	2025	2024	2025	2024
	€	€	€	€
Non-current				
Concession fee payable	46,580,413	54,395,901	-	-
Provisions	500,000	500,000	-	-
Cash guarantees from agents	157,500	207,500	-	-
Amounts due to parent company	2,610,212	768,183	2,610,212	759,670
Amounts owed to subsidiary	-	-	48,161,323	46,293,685
Amounts owed to other related party	-	600,000	-	-
Financial liabilities	**49,848,125**	**56,471,584**	**50,771,535**	**47,053,355**
Statutory liabilities	-	131,568	-	-
Total non-current liabilities	**49,848,125**	**56,603,152**	**50,771,535**	**47,053,355**
Current				
Concession fee payable	7,815,487	7,727,987	-	-
Trade payables	3,876,410	5,474,443	4,186	5,288
Players' liability	218,646	220,005	-	-
Provisions	975,857	966,734	-	-
Amounts due to other related parties	480,000	245,742	-	-
Accruals	1,754,205	2,032,818	306,974	626,030
Other payables	346,635	309,203	-	-
Financial liabilities	**15,467,240**	**16,976,932**	**311,160**	**631,318**
Statutory liabilities	3,276,916	4,146,026	1,050	39,243
Total current liabilities	**18,744,156**	**21,122,958**	**312,210**	**670,561**

The carrying values of financial liabilities are considered to be a reasonable approximation of fair value.

The amounts due to parent company, subsidiary company and other related parties are unsecured, interest-free and repayable on demand.

28 Cash flow adjustments and changes in working capital

The following cash flow adjustments and changes in working capital have been made to profit before tax to arrive at operating cash flow:

	The Group		The Company	
	2025	2024	2025	2024
	€	€	€	€
Adjustments:				
Depreciation and amortisation	19,651,477	18,364,665	-	-
Impairment of property, plant and equipment	52,548	-	-	-
Gain on termination/remeasurement of lease liability	(98,902)	-	-	-
Fair value gain on investment properties	-	(354,235)	-	-
Dividends income	-		(1,846,154)	-
Interest income	-	-	(3,207,972)	(3,559,419)
Interest expense	4,713,778	5,165,918	2,964,639	3,316,087
Provision for jackpots and cash and bonus points	9,123	44,255	-	-
	24,328,024	**23,220,603**	**(2,089,487)**	**(243,332)**
Net changes in working capital:				
Changes in inventories	15,166	43,908	-	-
Changes in trade and other receivables	(217,883)	(3,057)	762,011	(452,961)
Changes in trade and other payables	(2,899,125)	(2,409,079)	(663,105)	1,320,835
	(3,101,842)	**(2,368,228)**	**98,906**	**867,874**

29 Related party transactions

Unless otherwise stated, none of the transactions incorporates special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash. Amounts owed by/to related parties are shown separately in notes 18, 22 and 27.

29.1 Transactions with subsidiaries

Transactions with subsidiaries are disclosed in notes 8, 10 and 17.1. Reference should also be made to note 29.2 below.

29.2 Transactions with parent company

During the year, the Group, through its property company St. George Developments Limited, acquired property, plant and equipment amounting to € 608,356 and investment property amounting to € 2,660,185 from its parent company, JGS Corporate Holdings Limited (formerly known as IZI Group Limited).

29.3 Transactions with management

	The Group		The Company	
	2025	2024	2025	2024
	€	€	€	€
Bonus fee	-	2,131,662	-	-

30 Contingent liabilities

	The Group		The Company	
	2025	2024	2025	2024
	€	€	€	€
Guarantees given in the ordinary course of business	38,849,156	46,525,520	34,593,062	39,917,350

31 Financial instrument risk

Risk management objectives and policies

The Group is exposed to various risks in relation to financial instruments. The Group's financial assets and liabilities by category are summarised in note 31.4. The main types of risks are credit risk, liquidity risk and market risk.

The Group's risk management is coordinated by the directors and focuses on actively securing the Group's short to medium term cash flows by minimising the exposure to financial risk.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risk to which the Group is exposed are described below.

31.1 Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group's exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

		The Group		The Company	
	Notes	2025	2024	2025	2024
		€	€	€	€
Classes of financial assets - carrying amount					
Loans receivable	18	-	-	59,647,733	64,952,130
Deposits	19	300,873	594,706	-	-
Guarantees	19	271,792	271,149	-	-
Trade and other receivables	22	2,206,896	2,002,736	30,251,563	27,695,945
Cash and cash equivalents	23	7,033,757	6,887,965	1,683	44,594
		9,813,318	**9,756,556**	**89,900,979**	**92,692,669**

The Group continuously monitors defaults of counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on counterparties are obtained and used. The Group's policy is to deal only with creditworthy counterparties.

The Group's management considers that all of the above financial assets that are not impaired or past due for each of the reporting dates under review are of good credit quality.

In respect of trade and other receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. Trade receivables consist of amounts receivable from third party stores which are settled after year-end. Based on historical information about customer default rates, management consider the credit quality of trade receivables that are not past due or impaired to be good.

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

The Group banks with local institutions. At 30 June 2025, cash and cash equivalents are held with local counterparties with credit ratings of BBB and are callable on demand. Management considers the probability of default to be close to zero as the counterparties have a strong capacity to meet their contractual obligations in the near term. As a result, no loss allowance has been recognised based on 12-month expected credit losses as any such impairment would be insignificant to the Group.

31.2 Liquidity risk

Liquidity risk is that the Group might be unable to meet its obligations. The Group manages its liquidity needs through yearly cash flow forecasts by carefully monitoring expected cash inflows and outflows on a monthly basis. The Group's liquidity risk is not deemed to be significant in view of the matching of cash inflows and outflows arising from expected maturities of financial instruments, as well as the Group's committed borrowing facilities that it can access to meet liquidity needs.

As at 30 June 2025, the non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

	Within 1 year	2 to 5 years	Later than 5 years	Total
	€	€	€	€
The Group				
Bank borrowings	9,765,714	30,443,128	2,555,898	42,764,740
Debt securities in issue	1,275,000	33,825,000	-	35,100,000
Deferred consideration	7,815,487	31,124,444	15,455,969	54,395,900
Trade payables	3,876,410	-	-	3,876,410
Players' liability	218,646	-	-	218,646
Amounts owed to parent company	-	2,610,212	-	2,610,212
Amounts owed to other related parties	480,000	-	-	480,000
Provisions	975,857	-	500,000	1,475,857
Cash guarantees from agents	-	-	157,500	157,500
Accruals	1,481,739	-	-	1,481,739
Lease liabilities	2,487,916	8,045,558	68,324,578	78,858,052
Other payables	346,635	-	-	346,635
	28,723,404	**106,048,342**	**86,993,945**	**221,765,691**
The Company				
Bank borrowings	6,853,200	27,417,714	-	34,270,914
Debt securities in issue	1,275,000	33,825,000	-	35,100,000
Trade payables	4,186	-	-	4,186
Amounts owed to parent company	-	2,610,212	-	2,610,212
Amounts owed to subsidiary	-	49,392,679	-	49,392,679
Accruals	34,508	-	-	34,508
	8,166,894	**113,245,605**	**-**	**121,412,499**

This compares to the maturity of the Group's non-derivative financial liabilities in the previous reporting period as follows:

	Within 1 year	2 to 5 years	Later than 5 years	Total
	€	€	€	€
The Group				
Bank borrowings	9,266,685	30,869,354	6,858,114	46,994,153
Debt securities in issue	1,275,000	3,825,000	31,275,000	36,375,000
Deferred consideration	7,727,987	31,211,944	23,183,957	62,123,888
Trade payables	5,474,443	-	-	5,474,443
Players' liability	220,005	-	-	220,005
Amounts owed to parent company	-	768,183	-	768,183
Amounts owed to other related parties	245,742	600,000	-	845,742
Provisions	966,734	-	500,000	1,466,734
Cash guarantees from agents	-	-	207,500	207,500
Accruals	1,760,352	-	-	1,760,352
Lease liabilities	2,519,899	8,319,462	69,731,909	80,571,270
Other payables	309,203	-	-	309,203
	29,766,050	**75,593,943**	**131,756,480**	**237,116,473**
The Company				
Bank borrowings	6,853,200	27,412,800	6,858,114	41,124,114
Debt securities in issue	1,275,000	3,825,000	31,275,000	36,375,000
Trade payables	5,288	-	-	5,288
Amounts owed to parent company	-	759,670	-	759,670
Amounts owed to subsidiary	-	46,293,685	-	46,293,685
Accruals	353,564	-	-	353,564
	8,487,052	**78,291,155**	**38,133,114**	**124,911,321**

31.3 Market risk

Foreign currency risk

The Group transacts business mainly in euro. Exposure to currency exchange rates arise from the Group's sale and purchase of foreign currency to/from clients. However, foreign currency denominated financial assets and liabilities at the end of the financial reporting date under review are deemed negligible.

Accordingly, the Group's exposure to foreign exchange risk is not significant and a sensitivity analysis for foreign exchange risk disclosing how profit or loss and equity would have been affected by changes in foreign exchange rates that were reasonably possible at the reporting date is deemed not necessary.

Interest rate risk

The Group is exposed to changes in market interest rates through its borrowings at variable interest rates.

The following table illustrates the sensitivity of the net result for the year to a reasonably possible change in interest rates of +/- 100 basis points, with effect from the beginning of the year. These changes are considered to be reasonably possible based on observation of current market conditions.

The calculations are based on the Group's financial instruments held at the reporting date of the reporting period under review that are sensitive to changes in interest rates. All other variables are held constant.

The Group	Profit for the year	
	€	€
	+100 bp	-100 bp
30 June 2025	(364,136)	364,136
30 June 2024	(411,487)	411,487

31.4 Categories of financial assets and liabilities

The carrying amounts of the Group's financial assets and liabilities as recognised at the reporting date of the reporting period under review may also be categorised as follows. See note 5.20 for explanations about how the category of financial instruments affects their subsequent measurement.

		The Group		The Company	
	Notes	2025	2024	2025	2024
		€	€	€	€
Financial assets at amortised costs:					
Loans receivable	18	-	-	59,647,733	64,952,130
Deposits	19	300,873	594,706	-	-
Guarantees	19	271,792	271,149	-	-
Trade and other receivables	22	2,206,896	2,002,736	30,251,563	27,695,945
Cash and cash equivalents	23	7,033,757	6,887,965	1,683	44,594
		9,813,318	**9,756,556**	**89,900,979**	**92,692,669**
Financial liabilities at amortised costs:					
Lease liabilities	15	28,064,937	28,466,394	-	-
Bank borrowings	25	36,413,591	41,148,740	30,393,095	35,677,390
Debt securities in issue	26	29,676,848	29,590,674	29,676,848	29,590,674
Trade and other payables	27	65,315,365	73,448,516	51,082,695	47,684,673
		159,470,741	**172,654,324**	**111,152,638**	**112,952,737**

32 Capital management policies and procedures

The Group's capital management objectives are to ensure its ability to continue as a going concern and to provide an adequate return to shareholders through innovation, continuous improvement in quality service, resource utilisation, increasing the market share and flexibility.

The Group monitors the level of debt, which includes borrowings and trade and other payables, less the bank balance against total capital on an ongoing basis. The directors consider the Group's gearing level at year end to be appropriate for its business.

33 Ultimate controlling party

The Company's parent company, JGS Corporate Holdings Limited (formerly IZI Group Limited), is ultimately controlled by Johann Schembri, who owns 99.9% of the parent company's issued share capital.

34 Events after the end of the reporting period

On 3 September 2025, a new subsidiary was incorporated in São Paulo Brazil, namely IZI Brazil Ltda (registration number: 35267826469).

No adjusting or other significant non-adjusting events have occurred between the reporting date and the date of authorisation.

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Independent auditor's report

To the shareholders of IZI Finance p.l.c.

Report on the audit of the financial statements

Opinion

We have audited the financial statements of IZI Finance p.l.c. (the "Company") and the consolidated financial statements of the Group of which it is the parent, which comprise the statements of financial position as at 30 June 2025, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company and the Group as at as at 30 June 2025, and of their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) as adopted by the European .Union (EU), and have been properly prepared in accordance with the requirements of the Companies Act, Cap. 386 (the "Act").

Our opinion is consistent with our additional report to the audit committee.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company and the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements of the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act, Cap. 281 that are relevant to our audit of the financial statements in Malta. 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.

In conducting our audit we have remained independent of the Company and the Group and have not provided any of the non-audit services prohibited by article 18A of the Accountancy Profession Act, Cap. 281. The non-audit services that we have provided to the Company and the Group during the year ended 30 June 2025 are disclosed in note 9 to the financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We summarise below the key audit matters, together with our response by way of the audit procedures we performed to address those matters in our audit.

Impairment testing of Goodwill and other intangible assets in the consolidated financial statements

Key audit matter

Goodwill with a carrying amount of € 61.6 million as at 30 June 2025 is included in the Group's Statement of Financial Position at that date. The Group's intangible assets include concession fee and trademarks and domains of € 106 million.

Management is required to perform an assessment at least annually to establish whether goodwill and other intangibles should continue to be recognised, or if any impairment is required. The assessment was performed at the lowest level at which the Group could allocate and assess goodwill, which is referred to as a cash generating unit ('CGU').

The impairment assessment was based on the calculation of a value-in-use for each of the CGUs. This calculation was based on estimated future cash flows for each CGU, including assumptions concerning revenue growth, profit margins, weighted average cost of capital and effective tax rates.

Estimating future profitability requires the directors to apply significant judgements which include estimating future taxable profits, long term growth and discount rates. The estimation of future cash flows and the level to which they are discounted is inherently uncertain and requires judgement.

We focused on this area because of the significance of the amount of goodwill and other intangibles which are recognised at balance sheet date. Moreover, the director's assessment process is complex and highly judgemental and is based on assumptions which are affected by expected future market or economic conditions.

How the key audit matter was addressed in our audit

We evaluated the suitability and appropriateness of the impairment methodology applied by management and engaged our internal valuation specialist resources to assess the reliability of the director's forecasts and to challenge the methodology used and the underlying assumptions. We concluded that the parameters utilised were reasonable.

We communicated with management and those charged with governance and noted that they were able to provide satisfactory responses to our questions. We also assessed the adequacy of the disclosures made in notes 5, 12 and 13 of the financial statements relating to goodwill and intangibles including those regarding the key assumptions used in assessing its carrying amount. Those disclosures specifically explain that the directors have assessed the carrying amount of goodwill and other intangibles as at 30 June 2025 to be recoverable.

We have no key observations to report, specific to this matter.

Impairment assessment of right-of-use asset in the consolidated financial statements

Key audit matter

The carrying amount of the Group's right-of-use asset carried at revalued amounts as at 30 June 2025 totalled € 34.5 million.

Management performs an assessment to establish whether the value of sub-emphyteusis, which is accounted for as a right-of-use asset should continue to be recognised, or if any impairment is required.

We focused on this area because of the significance of the carrying amount of right-of-use asset at statement of financial position date. Moreover, the director's assessment process is highly judgemental.

How the key audit matter was addressed in our audit

We evaluated the suitability and appropriateness of the impairment methodology applied by management and engaged our internal valuation specialist resources to assess the reliability of managements workings and to challenge the methodology used and the underlying assumptions. We concluded that the parameters utilised were reasonable.

We communicated with management and those charged with governance and noted that they were able to provide satisfactory responses to our questions.

We have no key observations to report, specific to this matter.

Turnover and revenue in the consolidated financial statements

Key audit matter

Turnover and revenue amounting to € 920 million and € 94.2 million, respectively, mainly comprises revenues from the land-based casino operated by Dragonara Gaming Limited, National Lottery, iZiBET retail outlets operated by National Lottery plc and online gaming operated by IZI Interactive Limited. Refer to note 6 for the segment reporting information.

We focused on revenue given its overall significance to the financial statements and the reliance on a number of IT systems and manual reconciliation of revenue to system reports.

How the key audit matter was addressed in our audit

As part of our audit procedures we obtained an understanding of the significant transaction flows and critical IT systems and examined the most important controls in order to manage the risk of misstatements in the financial reporting. Using our IT specialists, we assessed the administration of access, changes and daily IT operations for key layers of underlying infrastructure for the systems in scope of the audit, and tested the operating effectiveness of the processes and controls.

In addition, to place reliance on the system generated information and any automated controls implemented in these systems, we have reviewed business process controls and performed additional substantive procedures as part of our audit.

We have also assessed whether the accounting principles applied and disclosures made in these financial statements are correct and in accordance with IFRS.

We have no key observations to report, specific to this matter.

Impairment assessment of carrying amount of investments in subsidiaries in the company's financial statements

Key audit matter

During the year ended 30 June 2025 management carried out an assessment to establish whether the carrying amount of investments in subsidiaries in the financial statements of the Company at 30 June 2025 should continue to be recognised, or if any impairment is required.

We focused on this area because of the significance of the investments in subsidiaries which at 30 June 2025, amounted to € 101 million. Moreover, the directors' assessment process is complex and highly judgemental and is based on assumptions, such as forecast growth rates, profit margins, weighted average cost of capital and effective tax rate, which are affected by expected future market and economic conditions.

How the key audit matter was addressed in our audit

We evaluated the suitability and appropriateness of the impairment methodology applied by management and engaged our internal valuation specialist resources to assess the reliability of the director's forecasts and to challenge the methodology used and the underlying assumptions. We concluded that the parameters utilised were reasonable.

We communicated with management and those charged with governance and noted that they were able to provide satisfactory responses to our questions. We also assessed the adequacy of the disclosures made in the note 5.25 of the financial statements relating to investments including those regarding the key assumptions used in assessing its carrying amount. Those disclosures specifically explain that the directors have assessed the carrying amount of investments as at 30 June 2025 to be recoverable and there is no impairment in the value of the investments.

We have no key observations to report, specific to this matter.

Recoverability of loans advanced to subsidiaries in the company's financial statements

Key audit matter

Included in loans receivable and trade and other receivables at 30 June 2025 are balances amounting to € 89.9 million due from subsidiaries. These represent a significant portion of the company's assets and are disclosed in notes 18 and 22.

How the key audit matter was addressed in our audit

We have examined and agreed the balances and terms of the loans amounting to € 60 million to the supporting loan agreements and agreed the loans receivable and other balances amounting to € 30.3 million to the accounting records of the respective subsidiaries at balance sheet date.

The recoverability of the balances was ascertained by assessing the financial soundness of the subsidiaries by reference to their latest financial information, cash flow projections and forecasts.

On the basis of our work, we determined that management's assessment that the loans and other receivables from subsidiaries are recoverable and reasonable.

Other information

The directors are responsible for the other information. The other information comprises the (i) Directors' Report, (ii) Statement by the directors on the financial statements (iii) Directors' statement of compliance with the Code of Principles of Good Corporate Governance which we obtained prior to the date of this auditor's report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information, including the Directors' report.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above 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.

With respect to the Directors' report, we also considered whether the Directors' report includes the disclosures required by Article 177 of the Act.

Based on the work we have performed, in our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements, and the Directors' report has been prepared in accordance with the Act.

In addition, in light of the knowledge and understanding of the Company and the Group and their environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the Directors' report and other information that we obtained prior to the date of this auditor's report. We have nothing to report in this regard.

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

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS as adopted by the EU and are properly prepared in accordance with the provisions of the Act and the Gaming Act, and for such internal control as the directors 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 and the Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's and the Group's financial reporting process.

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 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 the ISAs, 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 of 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 and the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the directors' 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 and the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's report. However, because not all future events or conditions can be predicted, this

statement is not a guarantee as to the Company's and the Group's ability 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.
- Obtain sufficient appropriate evidence regarding the financial information of the entities or business activities within the Company and the Group to express an opinion on the separate and consolidated financial statements. We are responsible for the direction, supervision and performance of the Company and the Group audit. We remain solely responsible for our audit opinion.

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.

We also provide those charged with governance with a statement that we have complied with the relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefit of such communication.

Reports on other legal and regulatory requirements

Report on compliance with the requirements of the European Single Electronic Format Regulatory Technical Standard (the "ESEF RTS"), by reference to Capital Markets Rule 5.55.6

We have undertaken a reasonable assurance engagement in accordance with the requirements of Directive 6 issued by the Accountancy Board in terms of the Accountancy Profession Act (Cap. 281) - the Accountancy Profession (European Single Electronic Format) Assurance Directive (the "ESEF Directive 6") on the Report and Consolidated Financial Statements of IZI Finance p.l.c. for the year ended 30 June 2025, entirely prepared in a single electronic reporting format.

Responsibilities of the directors

The directors are responsible for the preparation of the Report and Consolidated Financial Statements and the relevant mark-up requirements therein, by reference to Capital Markets Rule 5.56A, in accordance with the requirements of the ESEF RTS.

Our responsibilities

Our responsibility is to obtain reasonable assurance about whether the Report and Consolidated Financial Statements and the relevant electronic tagging therein, complies in all material respects with the ESEF RTS based on the evidence we have obtained. We conducted our reasonable assurance engagement in accordance with the requirements of ESEF Directive 6.

Our procedures included:

- Obtaining an understanding of the entity's financial reporting process, including the preparation of the Report and Consolidated Financial Statements, in accordance with the requirements of the ESEF RTS.
- Obtaining the Report and Consolidated Financial Statements and performing validations to determine whether the Report and Consolidated Financial Statements have been prepared in accordance with the requirements of the technical specifications of the ESEF RTS.
- Examining the information in the Report and Consolidated Financial Statements to determine whether all the required taggings therein have been applied and whether, in all material respects, they are in accordance with the requirements of the ESEF RTS.
- We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Report and Consolidated Financial Statements for the year ended 30 June 2025 has been prepared, in all material respects, in accordance with the requirements of the ESEF RTS.

Report on the Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance

The Capital Market Rules require the directors to prepare and include in their Annual Report a Statement of Compliance providing an explanation of the extent to which they have adopted the Code of Principles of Good Corporate Governance and the effective measures that they have taken to ensure compliance throughout the accounting year with those Principles.

The Capital Market Rules also require us, as the auditor of the Company, to include a report on the Statement of Compliance prepared by the directors.

We read the Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements included in the Annual Report. Our responsibilities do not extend to considering whether this statement is consistent with any other information included in the Annual Report.

We are not required to, and we do not, consider whether the Board's statements on internal control included in the Statement of Compliance with the Code of Principles of Good Corporate Governance cover all risks and controls, or form an opinion on the effectiveness of the Group's corporate governance procedures or its risk and control procedures.

In our opinion, the Corporate governance statement has been properly prepared in accordance with the requirements of the Capital Market Rules.

Other matters on which we are required to report by exception

We also have responsibilities

- under the Companies Act, Cap 386 to report to you if, in our opinion:

    - adequate accounting records have not been kept, or that returns adequate for our audit have not been received from branches not visited by us
    - the financial statements are not in agreement with the accounting records and returns
    - we have not received all the information and explanations we require for our audit
    - certain disclosures of directors' remuneration specified by law are not made in the financial statements, giving the required particulars in our report.

- in terms of Capital Market Rules to review the statement made by the Directors that the business is a going concern together with supporting assumptions or qualifications as necessary.

We have nothing to report to you in respect of these responsibilities.

Auditor tenure

We were first appointed as auditors of the Company and Group on 17 June 2022. Our appointment has been renewed annually by a shareholders' resolutions representing a total period of uninterrupted engagement appointment of four years.

The engagement partner on the audit resulting in this independent auditor's report is Mark Bugeja.

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Mark Bugeja
Partner

30 September 2025