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B90 Holdings plc

("B90", the "Company" or "Group")

Final Results for the Year Ended 31 December 2023

Transformation completed in 2023 – EBITDA positive in Q1 FY2024

B90 Holdings plc (AIM: B90), the online marketing and service provision company for the gaming industry, is pleased to announce its audited Final Results for the year ended 31 December 2023.

The 2023 Annual Report is being sent to shareholders and can be found on the Company's website at: www.b90holdings.com

Commenting on the results, Executive Chairman, Ronny Breivik, said:

"2023 was the year in which we transformed B90. These efforts have paid off and the Company has been EBITDA positive numbers for every month in Q1 of FY2024.¹

"We have successfully implemented a realignment of our strategic vision, carried out an operational shift, strengthened our balance sheet and successfully acquired and integrated the operations of Emwys, which bolstered our digital marketing capabilities. The transition towards a core B2B model has been underscored by the relaunch of our flagship brand, www.bet90.com.

"We are now fully focused on our B2B performance marketing strategy, positioning us as a leader in online marketing and service provision within the dynamic and exciting gaming industry."

Business Turnaround:

- Major restructuring of casino and sportsbook operations towards outsourced solutions, to focus on core strengths therefore creating financial and operational efficiencies.
- Continued emphasis on B2B operations.
- Post period performance shows EBITDA profitability in Q1 2024 with positive EBITDA each month in the quarter.¹

Financial Highlights:

- Revenue for the year ended 31 December 2023 increased to €3.0 million, from €2.1 million in 2022, indicating progress from strategic shifts.
- Net loss increased year-over-year from €4.3 million to €5.5 million, due to impairment charges relating to Bet90.com, the financial treatment of the Convertible Loan Note, increased expenses paid to Payment Service Providers in the operations of Bet90 and Spinbookie and additional marketing spend.
- Successfully raised €6.6 million, before transaction costs, through convertible loan notes and equity placements, bolstering financial flexibility, improving working capital and strengthening the balance sheet.

Operational Highlights:

- Strategic pivot from B2C to a B2B focus, optimising operations around performance marketing and affiliate services.
 - Brand relaunch of www.bet90.com as an affiliate website, reducing operating costs and enhancing focus.
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- Successful acquisition and integration of Emwys to bolster digital marketing capabilities within the online gambling sector.
- Over 200 partnerships established with major industry players such as Bet365 and ComeOn Group, enhancing market presence.

Strengthened Management Team, and Advisory and Main Boards:

- Appointment of industry veteran Andrew McIver to the Board, and the appointment of Mark Blandford as strategic adviser, strengthened strategic oversight and operational capabilities.
- For over a decade, Andrew was on the board of Sportingbet plc, first as Chief Financial Officer and then as Group Chief Executive Officer
- Mark is a senior industry figure and considered by many to be one of the founders of the developed online gaming industry.

Commenting on Summary and Outlook, Ronny Breivik, concluded:

“Looking ahead, we are very optimistic about the future of B90. Management delivered on several key operational milestones during 2023, which are expected to help the Group achieve profitability in 2024. Our refocus on B2B operations, coupled with a strong management team and Board, and a much stronger balance sheet, positions us well to achieve our goal of returning to profit, realising substantial potential for driving shareholder value.”

“Our efforts to reduce operating costs and leverage our new business model have already resulted in much improved EBITDA over the first quarter of 2024. During the first three months of 2024, the Group has recorded positive EBITDA¹ every single month. In January 2024, we partnered with a specialised platform and operations partner – and we are now fully focused on our performance marketing strategy.”

“We are grateful for the continued support of our shareholders and are excited about the opportunities ahead. Our commitment to growth, operational excellence, and financial discipline will guide our efforts as we aim to deliver long-term value to our stakeholders”.

¹Unaudited

-Ends-

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Strategic Report

CHAIR'S STATEMENT

Introduction

As the Executive Chairman of B90 Holdings plc (AIM: B90), I am pleased to present our annual results for the year ended 31 December 2023. This year has been transformative for B90, characterised by significant strategic initiatives that have strengthened our foundation for future growth. The year's achievements reflect our commitment to operational excellence, strategic acquisitions, and a pivot towards a more sustainable and profitable business model.

Our focus has been on successfully implementing a bold realignment of our strategic vision and carrying out an operational shift. The transition towards a core business-to-business (B2B) model has been underscored by the strategic relaunch of our flagship brand, www.bet90.com.

Our Company is now fully focused on its B2B performance marketing strategy, positioning us as a leader in online marketing and service provision within the dynamic and exciting gaming industry.

Strategic Realignment and Operational Efficiency

Our carefully executed pivot from a business-to-consumer (B2C) model to a dedicated B2B approach was driven by the need to harness our core strengths in performance marketing, lead generation, and affiliate services more effectively. This decision was not taken lightly; it has been the culmination of an in-depth analysis of market trends, our proven strengths, and our long-term growth objectives. The relaunch of Bet90.com as an affiliate website has not only streamlined our operational focus but also significantly reduced our operating costs, leading to a leaner and focused organisation.

The establishment of over 200 partnerships with industry giants such as Bet365, Unibet and ComeOn Group, amplifies our success in and commitment to this new direction. These partnerships are not just numbers; they represent the depth of our market penetration and the strength of our value proposition to business partners and stakeholders.

Financial and Operational Overview

The financial year 2023, while challenging, laid the groundwork for stabilising our financial performance, with a clear and exciting path now ahead of us. Our operational milestones, including the successful acquisition of Emwys AB and the strategic restructuring of our casino and sportsbook operations, reflect our commitment to operational efficiency and core competencies. Despite the costs associated with these transformative actions, we have seen a stabilising trend in our financial performance, with strong indications of growth as we enter 2024.

Our emphasis on strategic marketing investments and the integration of key acquisitions, such as Emwys, are set to drive significant future revenue growth. Emwys bolsters our digital marketing capabilities; and these strategic decisions, although impactful on our short-term financials, are investments in our long-term vision of becoming a scalable and profitable gaming marketeer and lead generator.

Fundraisings and Strategic Investments

Our ability to have successfully raised over €6.6 million through convertible loan notes and equity placements during 2023 speaks volumes about the confidence our investors have in our stated direction and leadership. These funds have been instrumental in supporting our carefully considered acquisitions, enhancing our operational capabilities, and providing the financial flexibility needed to navigate through this transformative period. These funds have not only been used to support our acquisition strategy, but

also to enhance our balance sheet, and provide the financial flexibility and working capital needed to execute our business plan efficiently.

Operating Review

The main focus during the year was the strategic shift and business model transformation referenced above. The realignment towards B2B operations has been a cornerstone of our efforts this year.

The relaunch of Bet90.com as an affiliate website is a testament to our commitment to this new direction. This move not only streamlines our operations but also positions us for sustainable growth and profitability. Our focus on expanding our marketing capabilities and driving future revenue growth through affiliate partnerships underlines our ambition to be at the forefront of the gaming marketing and lead generation market.

Historically, B90 operated across two main areas: lead generation through Search Engine Optimisation (“SEO”) and, since the acquisition of Emwys in July 2023, Pay-Per-Click marketing solutions, and the provision of online gaming products. This dual focus allowed us to generate revenue through affiliate agreements with third-party operators while offering direct gaming services. However, in recognising the evolving dynamics of the gaming industry and the need for a more focused and sustainable growth strategy, we embarked on a reconstructive plan of action for the Company.

As highlighted above, the relaunch of Bet90.com as an affiliate website marks a significant pivot from our previous business-to-consumer (B2C) model to a dedicated B2B approach. This strategic realignment allows us to concentrate on our strengths in performance marketing, lead generation, and affiliate services, thereby enhancing our value proposition to business partners and stakeholders. By discontinuing B2C gambling operations on Bet90.com, we have not only streamlined our operational focus but also significantly reduced our operating costs.

Our operations, including those of Emwys and www.oddsen.nu, have aligned seamlessly with our strategic direction, further establishing B90 as a key player in affiliate marketing within the Nordic region, and beyond.

The year 2023 was also marked by other key operational milestones, including the restructuring of our casino and sportsbook operations towards an outsourced solution, enhancing our efficiency and allowing us to focus on core competencies. This strategic shift, coupled with our successful fundraising activities and strengthening of the management team and Board, has laid a solid foundation for B90's future growth.

Our commitment to this new direction is not just about operational efficiency; it is about building a business that aspires to be at the forefront of the gaming marketing and lead generation market, targeting profitability and positive free cash flow. We are confident that our strategic focus on B2B operations, enhanced by our industry experience and strengthened by practical guidance from seasoned investors, positions B90 for a future of sustainable growth and shareholder value creation.

Financial Review

Financially, last year was challenging, with a net loss reflective of the strategic investments and one-off expenses associated with our transformative initiatives. However, these investments are already showing promise, with a reduction in operating costs and improved revenue and EBITDA for the first quarter of FY2024. Our focus on strategic marketing investments and the successful integration of acquisitions are expected to drive significant revenue growth and a return to profitability.

Our financial performance for the year reflects the actions we have undertaken, set against the backdrop of realignments and investments aimed at long-term growth:

- **Revenue Performance:** €3.0 million compared to €2.1 million in 2022, a reflection of our strategic shift and the initial impacts of our operational realignment.
- **Net Loss:** €5.5 million compared to €4.3 million in 2022, indicative of the transitional phase we are in, with strategic investments poised to yield future profitability.
- **Strategic Marketing Investments:** €1.6 million compared to €0.8 million in 2022, underscoring our commitment to driving growth through focused marketing initiatives.
- **Successful Fundraising:** With a total of €6.6 million raised in this financial year, we have significantly enhanced our financial flexibility, enabling us to pursue our strategic objectives with greater confidence.

| | 2023 | 2022 |
|------------------------------------|--------------------|--------------------|
| Net Loss | (5,470,603) | (4,268,196) |
| Amortisation & Depreciation | 606,475 | 462,205 |
| Impairment of Goodwill | 315,611 | 1,095,320 |
| Stock option expense | 402,384 | 349,364 |
| Interest and other finance expense | 887,716 | 35,833 |
| Tax | (4,462) | (13,680) |
| EBITDA | (3,262,879) | (2,339,154) |
| One-off expenses: | | |
| - Restructuring expenses | 237,356 | 129,152 |
| - EGM expenses | - | 83,908 |
| Adjusted EBITDA | (3,025,523) | (2,126,094) |

Strategic Acquisition Amplifies Marketing Capabilities

The acquisition of Emwys AB represents a significant milestone in our planned expansion, bringing specialised digital marketing expertise within the online gambling sector into our portfolio. This move not only augments our marketing capabilities but also sets the stage for future revenue growth through carefully considered affiliate partnerships. Our strategy, a ‘buy and build’ approach, continues to drive our evolution and market penetration. We continue to be open to new acquisition opportunities and focus on organic expansion, leveraging partnerships with businesses that seek our operational expertise and distribution capabilities.

Board Changes, Management Team Enhancements and Appointment of Strategic Adviser

The strategic enhancements to our board and management team have been a key component of our success this year. The appointments of industry veterans such as Andrew McIver and Mark Blandford, coupled with my transition to Executive Chairman and Marcel Noordeloos committing to continue in the role of CFO, have significantly strengthened our strategic oversight and operational capabilities. Their combined experience and insights have been invaluable as we navigate through these changes, ensuring that we remain focused on our long-term objectives.

Andrew McIver was appointed to the Board on 14 August 2023 as an independent non-executive Director. He has long been involved with a host of successful gaming businesses and, for the last three years, has been Non-Executive Chairman of a leading Italian gambling company, Planet Win/SKS365 Malta Ltd, as it has grown its EBITDA from €25 million to €65 million.

Andrew’s wider experience is invaluable to us. From mid-2016 to early 2018, he was Group Chief Executive of Jackpotjoy plc, one of the world’s largest online bingo companies at the time, with an EBITDA of €100 million. Prior to this, and for over a decade, Andrew was on the board of Sportingbet plc, first as Chief Financial Officer and then as Group Chief Executive Officer, overseeing its eventual sale to a consortium of

William Hill and Entain for over £500 million in 2013. He began his career as a Chartered Accountant with Arthur Andersen.

In February 2023, we announced that Mark Blandford had invested in our business and since then has acted as a strategic adviser to the Company. Mark is a senior industry figure and considered by many to be one of the founders of the developed online gaming industry. He has pioneered the development, financing, and monetising of digital Pay2Play entertainment companies over the last fifteen years, and having worked with him previously at Sportingbet, I am extremely pleased with his investment in B90 and his strategic guidance. His experience, market insight and knowledge, as well as his network of contacts, make a big difference to our capabilities.

Following the above changes, the Directors believe the Board composition, in combination with the appointment of Mark Blandford to advise on strategy, is now appropriately structured to facilitate the Company's growth into the next phase.

Summary and Outlook

Looking ahead, we are very optimistic about the future of B90. Management delivered on several key operational milestones during 2023, which are expected to help the Group achieve profitability in 2024. Our refocus on B2B operations, coupled with a strong management team and Board, and a much stronger balance sheet, positioned us well to achieve our goals of returning to profit, realising substantial potential for driving shareholder value. Our efforts to reduce operating costs and leverage our new business model have already resulted in much improved EBITDA over the first quarter of FY2024. During the first three months of 2024, the Group has recorded a positive unaudited EBITDA every single month, allowing us to report an EBITDA profitable Q1 of 2024. In January 2024, the Company partnered with a specialised platform and operations partner – and we are now fully focused on our performance marketing strategy.

We are grateful for the continued support of our shareholders and are excited about the opportunities ahead. Our commitment to growth, operational excellence, and financial discipline will guide our efforts as we aim to deliver long-term value to our stakeholders.

Ronny Breivik

Executive Chairman

B90 Holdings plc

Directors' Report

The Directors present the Company's report and consolidated financial statements for the year ended 31 December 2023.

Principal activities and review of the business

B90 Holdings plc is the parent company of a group focused on sports betting operations and casinos games via its wholly owned Bet90 and Spinbookie operations, as well as generating marketing leads and entering into marketing contracts for the activities of its partners in sports betting and casino games, using its wholly owned brands Oddsen.nu (which has its main focus on Norway) and Tippen4you.com (with a focus on Germany) and using Google Pay Per Click via its newly acquired Emwys AB.

Results and dividends

The Group's results for the year, after taxation, amounted to a loss of €5.5 million (2022: loss of €4.3 million).

As a result of the above, the Directors are proposing not to pay a dividend for the year ended 31 December 2023 (2022: nil).

Future developments

Future developments are discussed in the Strategic Report.

Financial Risk Management

The Board is responsible for setting the objectives and underlying principles of financial risk management for the Group. The Board establishes the detailed policies such as authority levels, oversight responsibilities, risk identification and measurement and exposure limits.

Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders.

Liquidity risk

Liquidity risk exists where the Group might encounter difficulties in meeting its financial obligations as they become due. The Group monitors its liquidity in order to ensure that sufficient liquid resources are available to allow it to meet its obligations.

Large wins by customers

Inherent to the business is that there is a risk that a few players and customers might win significant amounts of money during the same period thus reducing the earnings of the Group, in particular in regard to its sportsbook partner which has a higher concentration of VIP players. In respect of its marketing activities for its sportsbook partner, negative net commission revenues in any period are carried forward and netted off against positive net commission revenues in future periods on which commission might otherwise be payable to the Group. Whilst the Group would not have to cover any gaming or gambling losses in the existing marketing agreements, the percentage of earnings retained by the Group might be greatly reduced as a result of this.

Gaming or gambling losses within the Group's own operations would need to be covered by the Group as and when they occur. The Group must at all times have sufficient cash balances available to cover liabilities to customers. In the case of a large win by a customer, the Group would need to move funds from its current account to the accounts that cover the liability to customers, which would immediately negatively impact the Group's working capital and its earnings for the period.

Currency risk

Given the expansion in the Nordics and Latin America, the Group is exposed to foreign exchange gains and losses on its trading activities. Due to the current size of the Group, it does not actively hedge the foreign exposure on its trading cashflows. It monitors exposures to individual currencies, taking remediating actions as necessary to manage any significant risks as they arise.

Interest rate risk

The Group's exposure to upside interest rate risk is limited. The Company has limited interest bearing liabilities on the statement of financial position. Therefore, the Directors do not consider the impact of possible interest rate changes based on current market conditions to be material to the net result for the year or the equity position as at 31 December 2023.

Credit risk

The Group's credit risk is primarily attributable to trade receivables and cash and cash equivalents.

- Receivables: Customers, being third party sportsbook and casino operators. The Group generates commission revenues via its affiliate operations. Commissions invoiced are payable within a month after the month invoiced.
- Cash and Cash equivalents: Payment service providers (PSPs). PSPs are third-party companies that facilitate deposits and withdrawals of funds to and from customers' virtual wallets with the Group. These are mainly intermediaries that transact on behalf of credit card companies.

The risk is that a customer or a PSP would fail to discharge its obligation with regard to the balance owed to the Group.

The Group reduces this credit risk by:

- Monitoring balances with customers on a regular basis;
- Monitoring balances with PSPs on a regular basis; and
- Arranging for the shortest possible cash settlement intervals with their PSPs.

The Group considers that based on the factors above and on past experience, the customers and PSP receivables used in the current businesses are of good credit quality and there is a low level of potential bad debt as at year-end.

An additional credit risk the Group faces relates to customers in its own operations disputing charges made to their credit cards ("chargebacks") or any other funding method they have used in respect of the services provided by the Group. Customers may fail to fulfil their obligation to pay, which will result in funds not being collected. These chargebacks and uncollected deposits, when occurring, will be deducted at source by the payment service providers from any amount due to the Group. The Group monitors the need for impairment provisions by considering all reasonable and supportable information, including that which is forward-looking. For the year ended 31 December 2023, the Group has not made any provision for this, as any provision would be immaterial.

Regulatory risk

Regulatory, legislative and fiscal regimes for betting and gaming in key markets can change, sometimes even at short notice. Such changes could benefit or have an adverse effect on the Group's operations and additional costs might be incurred in order to comply with any new laws or regulations in various jurisdictions.

The Group closely monitors regulatory, legislative and fiscal developments in key markets allowing the Group to assess, adapt and takes the necessary action where appropriate. Management takes external advice, which incorporates risk evaluation of individual territories. Regulatory updates are provided to the Board when changes are announced.

Whilst changing regulatory and tax regimes can offer opportunities to the Group as well as posing risks, a significant adverse change in jurisdictions in which the Group operates could have a significant impact on the Groups future profitability and cash generation.

Going concern

Although the Group has increased revenues by c. 41% to €3.0 million, the Group still operated at a loss in 2023. While the directors believe the acquisition completed in 2023 (Emwys AB) will drive increased revenues in the foreseeable future, the reported net loss for the year ended 31 December 2023 amounts to €5.5 million.

As at 31 December 2023, the Group shows total current liabilities of €2.3 million and a negative working capital position of €1.0 million. Whilst the Directors believe that its revised strategy will show a significant increase in revenues and in profitability, there is no guarantee that this will lead the Group to become cash flow positive during 2024 and thus ensure sufficient cash is available to meet its liabilities as they fall due in the foreseeable future being the next 12 months from the date of signing these financial statements.

Should trading not be in line with management's expectations going forward, the Group's ability to meet its liabilities may be impacted, in which case the Group may need to raise further funding. In such circumstance that further funds are needed and whilst the directors are confident of being able to raise such funding if required, there is no certainty that such funding will be available and/or the terms of such funding. These conditions are necessarily considered to represent a material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern.

Whilst acknowledging this uncertainty, the Directors remain confident that the recent changes will allow the Group to expand its operations and generate a positive operational cash flow within a reasonable time or, if needed, be able to raise additional funding when required; therefore the Directors consider it appropriate to prepare the financial statements on a going concern basis. The financial statements do not include the adjustments that would result if the Group was unable to continue as a going concern.

Subsequent events

On 1 February 2024, the Company announced that it had successfully completed the transition of the operations, including partnering with a specialised platform and operations partner, for the Spinbookie operations.

Director's interests

The following Directors held shares and share options as at 31 December 2023:

| | Number of shares held | Number of options | Exercise Price (£) | Date of grant of options | Vesting period of options |
|-------------------|-----------------------|-------------------|--------------------|--------------------------|---------------------------|
| Ronny Breivik | 30,967,780* | 3,000,000 | 0.130 | 1 October 2021 | 1-4 years |
| Ronny Breivik | - | 3,000,000 | 0.062 | 18 April 2023 | 1-4 years |
| Marcel Noordeloos | 3,659,954 | 2,100,000 | 0.050 | 17 March 2021 | 1-4 years |
| Marcel Noordeloos | - | 3,000,000 | 0.130 | 1 October 2021 | 1-4 years |
| Marcel Noordeloos | - | 3,000,000 | 0.062 | 18 April 2023 | 1-4 years |
| Mark Rosman | 23,419,019 | 550,000 | 0.150 | 14 February 2019 | 1-4 years |
| Mark Rosman | - | 3,000,000 | 0.130 | 1 October 2021 | 1-4 years |
| Martin Fleisje | - | 750,000 | 0.062 | 18 April 2023 | 1-4 years |
| Andrew Mclver | - | 1,000,000 | 0.050 | 27 October 2023 | 1-4 years |

*This includes a 34.65% ownership by Ronny Breivik in Performance Media Ltd, a company that owns 31,084,450 shares in the Company and the shares held by Entercreation Ltd, a company that owns 8,600,000 shares in the Company.

All options expire on the 5th anniversary of grant.

Directors who served during the year

| | Appointed | Resigned |
|-------------------|-----------------|----------|
| Ronny Breivik | 7 November 2022 | - |
| Mark Rosman | 19 March 2014 | - |
| Marcel Noordeloos | 30 June 2016 | - |
| Martin Fleisje | 7 November 2022 | - |
| Andrew Mclver | 14 August 2023 | - |

The details of the Directors' remuneration have been included within note 5 on page 39 of this annual report.

Directors' responsibilities

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations. Company law requires the Directors to keep reliable accounting records which allow financial statements to be prepared. In addition, the Directors have elected to prepare group financial statements in accordance with International financial reporting standards ("IFRS") as adopted by the European Union. The financial statements are required to give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable IFRSs have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group and prepare financial statements. They are also responsible for safeguarding the assets of

the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for ensuring that they meet their responsibilities under the AIM Rules.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the Isle of Man governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

In so far as each of the Directors is aware:

- there is no relevant audit information of which the Group's auditors are unaware; and
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Significant shareholders

As at the date of this report, the Company is aware of the following shareholdings of 3% or more of the Company's issued share capital:

| Name | Ordinary shares | % of total issued share capital |
|---|-----------------|---|
| Winforton Investments Ltd | 85,520,000 | 19.5% |
| P. Westerterp | 37,842,240 | 8.6% |
| Funko International AB | 29,312,547 | 6.7% |
| Performance Media SIA (34.65% owned by R. Breivik) | 28,784,449 | 6.6% |
| Diman BV | 25,178,432 | 5.7% |
| H.M. Hansen | 23,907,004 | 5.4% |
| M. Rosman | 23,419,019 | 5.3% |
| Ulen Holdings | 22,352,265 | 5.1% |
| Ronny Breivik | 20,197,047 | 4.6% (7.0% including Perf.Media shares) |

Auditors

The auditors of the Group are CLA Evelyn Partners Limited, Chartered Accountants, who were reappointed at the 2023 Annual General Meeting and will be proposed to be reappointed at the 2024 Annual General Meeting.

Principal risks and uncertainties

The Board evaluates the operational risks facing the Group on an ongoing basis to monitor for changes in risks and risk impact and to set guidelines for risk mitigation. The most significant risks identified by the Board are listed below.

Gambling laws and regulations are constantly evolving and increasing

The regulatory framework of online gaming is dynamic and complex. Change in the regulatory regime in a specific jurisdiction can have a material adverse effect on business volume and financial performance in that jurisdiction. A number of jurisdictions have regulated online gaming, and in several of those jurisdictions the Group, or its operating partner, either holds a licence or is planning to obtain one, if the market is considered commercially viable. However, in some cases, lack of clarity in the regulations, or conflicting legislative and regulatory developments, mean that the Group may risk failing to obtain an appropriate licence, having existing licences adversely affected, or being subject to other regulatory sanctions, including internet service providers blocking, blocking options to make deposits, black-listing the Group and fines.

The Group is managing this risk by consulting with legal advisers in various jurisdictions where its services are marketed or which generate, or may generate, significant revenue for the Group. Furthermore, the Group obtains regular updates regarding changes in the law that may be applicable to its operations, working with local counsel to assess the impact of any changes on its operations. Furthermore, the Group's owned operations Bet90 and Spinbookie, blocks players from certain "blocked jurisdictions" using multiple technological methods as appropriate.

Reliance on VIP players

Although the focus of the Group is primarily on the operations of its own brands, a large percentage of the commission-based revenue from the Group's marketing activities in the sportsbook and casino vertical is generated by a small group of high net worth players, described as "VIP Players". These are loyal players that regularly deposit high amounts on the websites. These deposit levels vary per country and are typically the top 5% of the players making regular deposits. The Group knows these players and makes them feel valued, in efforts to remain an active player. A VIP player (or also a non-VIP player) can have large winnings, in either the sportsbook or the casino, in a certain period, which can significantly impact the revenues on a monthly basis. A loss of any of the VIP Players could significantly adversely affect the Group's business, financial condition, results or future operations.

In respect of its own sportsbook and casino brands, Bet90 and Spinbookie, any large wins by VIP players could potentially lead to recording a loss in such cases. The Group has Terms & Conditions in place to limit the daily win of a single player to mitigate such a risk.

Imposition of additional gaming or other indirect taxes

Revenues earned from customers located in a particular jurisdiction may give rise to further taxes in that jurisdiction. If additional taxes are levied, this may have a material adverse effect on the amount of tax payable by the Group. Further taxes may include value added tax (VAT) or other indirect taxes. The Group may be subject to VAT or similar taxes on transactions, which have previously been treated as exempt. The Group seeks to include geographical diversity in its operations. In order to mitigate the risks that arise, the Group actively identifies, evaluates, manages and monitors its tax risks and the geographies in which it operates. The Group works with external local tax advisers to assist them in this process.

Information Technology and Cyber risks

The Group uses third party service providers for its operations. The third-party IT systems may be impacted by unauthorised access, cyber-attacks, DDoS (Distributed Denial of Service) attacks, theft or misuse of data by internal or external parties, or disrupted by increases in usage, human error, natural hazards or disasters or other events. Cyber-attack and data theft incidents may expose the Group to “ransom” demands and costs of repairing physical and reputational damage. Failure of third-party IT systems, infrastructure or telecommunications may cause significant cost and disruption to the business and harm revenues. Lengthy down-time of the site (including in transitioning to activated disaster recovery servers) could also cause the Group to breach regulatory obligations.

Data protection risk

The Group and its third-party service providers processes personal customer data, including sensitive data such as name, address, age, bank details and gaming / betting history. Such data could be wrongfully accessed or used by employees, customers, suppliers or third parties, or lost, disclosed or improperly processed in breach of data protection regulations. In particular, the European General Data Protection Regulation (“GDPR”) entered into force in May 2018, its equivalent in the UK (“UK GDPR”), having a significant effect on the Group’s privacy and data protection practices, as it introduced various changes to how personal information should be collected, maintained, processed and secured. Non-compliance with the GDPR or UK GDPR may result in fines of the higher of €20 million or 4% of the Group’s annual global turnover, and the Group will be particularly exposed to enforcement action in light of the amount of customer data it holds and processes. In addition, various countries in the EU have introduced domestic data protection laws incorporating the GDPR requirements. Moreover, the Group makes use of various tracking technologies (such as cookies, SDKs, JavaScript and other forms of local storage), which are subject to stricter standards of consent and transparency, both under the GDPR and the e-Privacy Directive. The Group could also be subject to private litigation and loss of customer goodwill and confidence.

Corporate Governance Report

As an AIM-quoted company, B90 is required to apply a recognised corporate governance code, demonstrating how the Group complies with such corporate governance code and where it departs from it.

The Board of Directors of the Company (“Directors” or “Board”) have adopted the QCA Corporate Governance Code (the “QCA Code”). The Board recognises the principles of the QCA Code, which focus on the creation of medium to long-term value for shareholders, without stifling the entrepreneurial spirit in which small to medium sized companies, such as B90, have been created.

Application of the QCA Code

In the spirit of the QCA Code, it is the Board’s job to ensure that the Group is managed for the long-term benefit of all shareholders and other stakeholders with effective and efficient decision-making. Corporate governance is an important part of that job, reducing risk and adding value to the Group. The Board will continue to monitor the governance framework of the Group as it grows.

B90 is an online marketing and operating company that seeks to grow shareholder value through organic growth and acquisitions. B90’s aim is to build a portfolio of brands in the gaming industry through a combination of strong organic growth as well as strategic acquisitions that complement the current business.

The Board aims to achieve these objectives through the adoption of best working practices and by leveraging its industry knowledge and expertise. We believe that the senior management team as well as the Board, together with their industry leading partners and networks, have the necessary capabilities to achieve organic and external growth in the future, as demonstrated, for example, by the previous acquisition of Spinbookie.com in December 2021, an operating online sportsbook and casino. Furthermore, the Group acquired the operations of Oddsen.nu in September 2021, the remaining unowned minority interest in Tippen4you.com and recently Emwys AB, a Swedish PPC advertising company, to own its own affiliation networks and driver further revenues via these portals.

In accordance with the AIM Rules, B90 applies (and in some cases departs from) the QCA Code in the following way:

Principle 1 – Establish a strategy and business model which promote long-term value for shareholders

B90 is an online marketing and operating company in the gaming sector that seeks to grow shareholder value through organic growth and acquisitions, key aspects of which are ensuring customer satisfaction on both a B2B and B2C basis and strengthening the B90 owned brands (see also page 7, Principal activities and review of the business).

Principle 2 – Seek to understand and meet shareholder needs and expectations.

B90 has engaged in active dialogue with shareholders through regular communication and the Company’s Annual General Meeting and one-on-one discussions. New information is released via the regulatory news service (RNS) before anywhere else and the website is updated accordingly (see also page 3-6, Strategic report).

Principle 3 – Take into account wider stakeholder and social responsibilities and their implications for long-term success

The Board recognises the importance of its wider stakeholders – employees, contractors, suppliers, customers, regulators and advisors – to its long-term success. The Board has established expectations that these key resources and relationships are valued and monitored. In particular, the Group’s business model of outsourcing some its key activities requires reliable dialogue with contractors to ensure the successful pursuit of its long-term strategic objectives. Furthermore, the Board engages regularly with its corporate advisers to ensure proactive communication regarding the Group’s activities. In doing so, the Group is able to take any feedback into account and adjust its actions accordingly to ensure it stays focused on long-term performance. The Board recognises that the Group operates within a competitive and fast changing industry and strives to remain alert to developments in a wider industry/society context.

Principle 4 – Embed effective risk management, considering both opportunities and threats, throughout the organisation

B90 operates within a complex business environment and an industry that is fundamentally driven by regulatory processes. The Board has set out its understanding of the principal risks and uncertainties in this report (see page 12 for details and going concern statement on page 9) and regularly reviews its strategies for minimising any adverse impact to the Group or its investors.

The Directors acknowledge their responsibility for the Group’s system of internal control, which is designed to ensure adherence to the Group’s policies whilst safeguarding the assets of the Group, in addition to ensuring the completeness and accuracy of the accounting records. Responsibility for implementing a system of internal financial control is delegated to the CFO.

The essential elements of the Group’s internal financial control procedures involve:

- *Strategic business planning*
The Board regularly reviews and discusses the Group’s performance and strategic objectives.
- *Performance review*
The Directors monitor the Group’s performance through the preparation and consideration of monthly management accounts, daily through KPIs and regular reviews of its expenditure and projections. In addition, detailed financial projections for each financial year are prepared and are subject to formal and regular review against actual trading by the Board.

Principle 5 – Maintain the Board as a well-functioning, balanced team led by the Chairman

The Board comprises of five Directors of which two are Executive and three are Non-Executive, reflecting a blend of different experience and backgrounds. Considering the shareholding of Mark Rosman, the Board considers, at this moment, that Martin Fleisje and Andrew McIver are completely independent as a Director in terms of the QCA guidelines. Accordingly, the composition of the Board does currently satisfy the QCA recommendation that there are at least two independent Non-Executive Directors on the Board.

The Board meets throughout the year and all major decisions are taken by the Board as a whole. The Group’s day-to-day operations are managed by the Executive Directors. All Directors have access to the Group information and any Director needing independent professional advice in the furtherance of his/her duties may obtain this advice at the expense of the Group.

The role of the Chairman is to provide leadership of the Board and ensure its effectiveness on all aspects of its remit to maintain control of the Group. In addition, the Chairman is responsible for the implementation and practice of sound corporate governance. The Executive Chairman, being actively involved in the day-to-day operations of the Company, is well-positioned to provide strong leadership and

strategic direction. This facilitates agility in responding to market dynamics and executing the Company's long-term vision and objectives.

Our Non-Executive directors are expected to devote as much time as is necessary for the proper performance of their duties. Executive directors are full-time employees or services providers and expected to devote as much time as is necessary for the proper performance of their duties.

During 2023 the Board held twelve (12) formal meetings either in person or by call, all of which were attended by all Directors. The Board also passed eight (8) unanimous written resolutions.

Principle 6 – Ensure that between them the directors have the necessary up to-date experience, skills and capabilities

The Board considers its current composition to be appropriate and suitable with the adequate and up-to-date experience, skills and capabilities to make informed decisions. Each member of the Board brings a different set of skills, expertise and experience, making the Board a diverse unit equipped with the necessary set of skills required to create maximum value for the Group.

The Board is fully committed to ensuring its members have the right skills. Members of the Board must be re-elected by the shareholders of the Company if they have not been re-elected at the previous two annual general meetings in accordance with the Company's Articles of Association, thereby providing shareholders the ability to decide on the election of the Company's Board.

The biographical details of the Directors are:

Ronny Breivik (Executive Chairman)

Ronny (aged 50) has worked in online gaming since 1997 and launched the first gaming portal in Norway. In the early 2000s, Ronny was involved in a start-up, OddsAlive.com, which was subsequently sold to BetInternet in 2003. From 2004 until 2006 Ronny worked with Sportingbet.com, while also taking on the role of Product Manager for Bet24.com, which was later sold to the Modern Times Group. While at Bet24.com, Ronny introduced live betting and online poker to that company's product portfolio, creating and honing a profitable business model for live betting and online poker. From 2006 until 2011, Ronny was the CEO of M&B Poker Invest Ltd, which specialized in betting affiliation. During this time, Ronny co-founded and was one of the pioneers of the world's first 'rakeback' site, arguably disrupting the online poker world.

Marcel Noordeloos (Chief Financial Officer):

Marcel (aged 55) was Group Finance Director at Playlogic International NV between 2006 and 2009 before becoming Chief Financial Officer of Playlogic Entertainment Inc (listed on Nasdaq in New York) in March 2009. Marcel became Chief Financial Officer at B90 Holdings plc in January 2011. Marcel has held several management positions with among others Nike (2002-2006) and PwC (1992 - 2001). Marcel holds an RA Degree (Registered Accountant) from the University of Amsterdam.

Mark Rosman (Senior non-executive Director):

Mark (aged 57), Senior non-executive Director, has over 20 years of experience advising on private equity investments and managing private equity portfolios. Mark worked for Galladio Capital Management BV for eleven years and held the role of Chief Operating Officer from 2006 until his departure in 2010. Since leaving Galladio, Mark has serviced as Chief Executive Officer of The Nestegg BV, a private equity management and advisory firm that advises high net worth individuals on the structuring and management of investments. Mark is a law graduate from VU University Amsterdam and has an MBA from the Rotterdam School of Management.

Martin Fleisje (Non-executive Director):

Martin (aged 43), Non-Executive Director, is currently chief financial officer of Induct AS, a Norwegian software company. Prior to joining Induct AS, Martin spent the majority of his career in wealth management and sales most recently with Kraft Finans AS and Pioner Kapital AS, both based in Norway.

Andrew McIver (Non-executive Director):

Andrew (aged 60), Non-Executive Director, has long been involved with a host of successful gaming businesses and, for the last three years, has been Non-Executive Chairman of a leading Italian gambling company, Planet Win/SKS365 Malta Ltd. From mid-2016 to early 2018, Andrew was Group Chief Executive of Jackpotjoy plc, one of the world's largest online bingo companies at the time, with an EBITDA of £100 million. From 2001-2006 he was CFO of Sportingbet Plc, a pioneering sportsbetting company, before leaving as CEO from 2006-2013. Andrew has also been Director of Finance for House of Fraser plc and held senior roles at British Telecom plc, Hilton Group Finance plc (now Ladbrokes Group Finance plc), and Signet Group plc (now Signet Group Limited). He has also acted as a Non-Executive Director for both AIM-quoted and private companies. He began his career as a Chartered Accountant with Arthur Andersen LLP, following which he moved into corporate finance at Kleinwort Benson.

Due to the size of the Group, the Group has not adopted a formal diversity policy, other than looking at educational and professional backgrounds.

The Board also consults with external advisers, such as its nominated adviser and the Company's lawyers, and with executives of the Company on various matters as deemed necessary and appropriate by the Board.

Principle 7 – Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

B90's Board is small and fully focussed on implementing the Group's strategy. However, given the size and nature of the Group, the Board does not consider it appropriate to have a formal performance evaluation procedure in place, as described and recommended in Principle 7 of the QCA Code. The Board will closely monitor the situation as it grows.

Principle 8 – Promote a corporate culture that is based on ethical values and behaviours

We are committed to acting ethically and with integrity. We expect all employees, officers, directors and other persons associated with us to conduct their day-to-day business activities in a fair, honest and ethical manner.

For that purpose, we have adopted a Code of Business Conduct and Ethics ("Code") which applies to all our workforce personnel. Pursuant to the Code, employees, directors and other relevant stakeholders are required to comply with all laws, rules and regulations applicable to us. These include, without limitation, laws covering anti-bribery, copyrights, trademarks and trade secrets, data privacy, insider trading, illegal political contributions, antitrust prohibitions, rules regarding the offering or receiving of gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. The Code also includes provisions for disclosing, identifying and resolving conflicts of interest of the employees and Board members.

The Code includes provisions requiring all employees to report any known or suspected violation and ensures that all reports of violations of the Code will be handled sensitively and with discretion. We also recognise the benefits of a diverse workforce and are committed to providing a working environment that is free from discrimination.

We have also adopted a share dealing code, regulating trading and confidentiality of inside information by persons discharging managerial responsibility and persons closely associated with them ("PDMRs").

We take all reasonable steps to ensure compliance by PDMRs and any relevant employees with the terms of the dealing code.

The Board considers that the Company complies with the requirements set in this principle.

Principle 9 – Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board

Corporate Governance Committees

The Board has established two committees, of which the composition is as follows:

Audit committee

Andrew McIver (Chairman)

Martin Fleisje

Remuneration committee

Mark Rosman (Chairman)

Andrew McIver

The Audit Committee

The Audit Committee meets at least two times during the year to review the published financial information, the effectiveness of external audit and internal financial controls including the specific matters set out below.

The terms of reference of the Audit Committee are to assist all the Directors in discharging their individual and collective legal responsibilities and during the meetings to ensure that:

- The Group's financial and accounting systems provide accurate and up-to-date information on its current financial position, including all significant issues and going concern;
- The integrity of the Group's financial statements and any formal announcements relating to the Group's financial performance and reviewing significant financial reporting judgments contained therein are monitored;
- The Group's published financial statements represent a true and fair reflection of this position; and taken as a whole are balanced and understandable, providing the information necessary for shareholders to assess the Group's performance, business model and strategy;
- The external audit is conducted in an independent, objective, thorough, efficient and effective manner, through discussions with management and the external auditor; and
- A recommendation is made to the Board for it to put to shareholders at a general meeting, in relation to the reappointment, appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor.

The Audit Committee does not consider there is a need for an internal audit function given the size and nature of the Group.

Significant issues considered by the Audit Committee during the year have been the Principal Risks and Uncertainties (which are set out in this annual report) and their effect on the financial statements. The Audit Committee tracked the Principal Risks and Uncertainties through the year and kept in contact with the Group's Management, External Service Providers and Advisers and received regular updates. The Audit Committee is satisfied that there has been appropriate focus and challenge on the high-risk areas.

CLA Evelyn Partners Limited, our external auditors, have been in office since 2013.

The external auditors are invited to attend the Audit Committee meeting to present their findings and this provides them with a direct line of communication to the Non-Executive Directors.

The Remuneration Committee

The terms of reference of the Remuneration Committee are to:

- recommend to the Board a framework for rewarding senior management, including Executive Directors, bearing in mind the need to attract and retain individuals of the highest calibre and with the appropriate experience to make a significant contribution to the Group; and
- ensure that the elements of the remuneration package are competitive and help in underpinning the performance-driven culture of the Group.

Principle 10 – Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Board is committed to maintaining good communication with its shareholders and in promoting effective dialogue regarding the Group's strategic objectives and performance. Institutional shareholders and analysts have the opportunity to discuss issues and provide feedback via meetings with the Company. The Annual General Meeting and any other General Meetings that are held throughout the year are for shareholders to attend and question the Directors on the Company's performance. Regular progress reports are also made via RNS announcements and the point of contacts are Ronny Breivik, Executive Chairman and Marcel Noordeloos, CFO.

Our Audit Committee Report is included on pages 20 to 21 of this Annual Report. Our Remuneration Committee Report is included on page 22 of this Annual Report.

This report was authorised for issue by the Board on 15 May 2024.

Ronny Breivik

Executive Chairman, B90 Holdings plc

15 May 2024

Audit Committee Report

General and Composition of the Audit Committee

The Audit Committee is a sub-committee of the Board. The Audit Committee chairman reports formally to the Board on all matters within the Committee's duties and responsibilities and on how the Audit Committee discharges its responsibilities.

The Audit Committee consists of two members, Andrew McIver (Chairman) and Martin Fleisje.

The biographies of the Audit Committee members are on pages 16-17 under principle six, as well as on the Company's website at www.b90holdings.com/corporate-info.

The Audit Committee meets at twice a year at appropriate times in the reporting and audit cycle and otherwise as required. The Audit Committee also meets regularly with the Company's external auditors.

Purpose and Responsibilities of Audit Committee

The purpose of the Audit Committee is to assist the Board to carry out the following functions more efficiently and fully:

- Oversight of the integrity of the Group's formal reports, statements and announcements relating to the Group's financial performance; and
- Reviewing compliance with internal guidelines, policies and procedures and other prescribed internal standards of behaviour.

To achieve such purposes, the Audit Committee has been assigned with the following responsibilities:

- Reviewing the half-year and full-year financial statements with management and with the external auditors as necessary prior to their approval by the Board;
- Reviewing financial results announcements of the Group and any other formal announcements relating to the Group's financial performance and recommending them to the Board for approval;
- Reviewing recommendations from the CFO and the external auditors on the key financial and accounting principles to be adopted by the Group in the preparation of the financial statements;
- Reviewing the Group's systems for internal financial control;
- Considering and making recommendations to the Board, to put to shareholders for approval at the AGM, the appointment, re-appointment and removal of the Company's external auditors and oversee the relationship with the external auditors;
- Reviewing and approving the external audit plan and regularly monitoring the progress of implementation of the plan;
- Determining and monitoring the effectiveness and independence of the external auditors.

Main Activities in 2023 and 2024

On 29 June 2023 the Audit Committee reviewed the financial statements for year-end 31 December 2022.

On 27 September 2023 the Audit Committee reviewed the financial results of the Company for the six months ended 30 June 2023. The audit committee had the 2023 audit planning meeting with our external auditors on 11 January 2024 and a completion audit committee call was held on 13 May 2024. On 15 May 2024 the Audit Committee reviewed the financial statements for year-ended 31 December 2023.

External Auditors

The external auditors of the Company are CLA Evelyn Partners Limited (“EP”). The appointment of EP as auditors by the Audit Committee was based on their performance during past years. The Audit Committee review of the external auditors confirmed the appropriateness of their reappointment and included assessment of their independence, qualification, expertise and resources, and effectiveness of their audit process.

Both the Board and the external auditors have safeguards in place to avoid the possibility that the auditors’ objectivity and independence could be compromised. The services provided by the external auditors include the Audit-related services. In recognition of public concern over the effect of consulting services on auditors’ independence, the external auditors are not invited to general consulting work which can affect their independence as external auditors.

The total remuneration of the external auditors for 2023 and for 2022 was as listed in the table below:

| | 2023 | 2022 |
|----------------|-------------|-------------|
| Audit services | €150,000 | €135,000 |

The Audit Committee remains mindful of the attitude investors have to the auditors performing non-audit services. The Committee has clear policies relating to the auditors undertaking non-audit work and monitors the appointment of the auditors for any non-audit work, with a view to ensuring that non-audit work does not compromise the Company’s auditor’s objectiveness and independence.

Through the discussions with the auditors and review of the scoped work no matters were identified over the independence of the external auditors.

Financial Reporting

The Group’s trading performance is monitored on an ongoing basis. An annual budget is prepared, and specific objectives and targets are set. The budget is reviewed and approved by the Board. The key trading aspects of the business are monitored daily and internal management and financial accounts are prepared monthly. The results are compared to budget and prior year performance.

The Audit Committee has taken and will continue to take further steps to ensure the Group’s control environment is working effectively and efficiently.

Andrew McIver
Chairman of the Audit Committee

Remuneration Committee Report

General

The Remuneration Committee is responsible for determining and recommending to the Board the framework for the remuneration of the Board chairman, executive directors and other designated senior executives and, within the terms of the agreed framework, determining the total individual remuneration packages of such persons including, where appropriate, bonuses, incentive payments and share options or other share awards.

The Remuneration Committee consists of two members, Mark Rosman (Chairman) and Andrew McIver. The Remuneration Committee meets at least once a year and otherwise as required.

Key elements in Remuneration

As an AIM-quoted company, the Company is not required to comply with the remuneration reporting requirements applicable to fully listed companies in the UK. However, set out below are certain disclosures relating to directors' remuneration:

- The remuneration of executive directors and certain other senior executives is set by comparison to market rates at levels aimed to attract, retain and motivate the best staff, recognising that they are key to the ongoing success of the business.
- The remuneration of non-executive directors is a matter for the Chairman and the executive directors to determine.
- No Director is involved in any decision as to his or her own remuneration.
- The remuneration of senior management includes equity-based payments (stock options) vested over time to retain their employment.

Responsibilities of the Remuneration Committee

The responsibilities of the Remuneration Committee include the below and other responsibilities as set forth in the Charter of the Committee:

- Setting the remuneration policy for all executive directors;
- Recommending and monitoring the level and structure of remuneration for senior management personnel;
- Reviewing the design of all share incentive plans for approval by the Board and shareholders.

Share option scheme

On 17 May 2016, the Company adopted a "long term incentive senior management and Directors' stock option plan" ("the Plan"). Options granted under the Plan will entitle the participant to acquire Ordinary Shares at a price determined in accordance with the rules of the Plan.

The Directors' interests in the Company's share options for the year ended 31 December 2023 are shown on page 10. Share options granted as per 31 December 2023 are shown in Note 17 on page 47.

The Committee remains committed to a fair and responsible approach to executive pay whilst ensuring it remains in line with best practice and appropriately incentivises executive directors over the longer term to deliver the Group's strategy. An overview of Directors remuneration is shown in Note 5 on page 39.

Mark Rosman, *Chairman of the Remuneration Committee*

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF B90 HOLDINGS PLC

Opinion

We have audited the financial statements of B90 Holdings plc (the 'group') for the year ended 31 December 2023 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows and the notes to the consolidated financial statements, including a summary of material accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the state of the group's affairs as at 31 December 2023 and of the group's loss for the year then ended; and
- have been properly prepared in accordance with IFRSs as adopted by the European Union.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. 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 group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our approach to the audit

Of the Group's 18 (2022: 16) reporting components, we subjected 6 (2022: 6) to audits for group reporting purposes where the extent of our audit work was based on our assessment of the risk of material misstatement and of the materiality of the Group.

For the remaining 12 components, we performed analysis at a group level to re-examine our assessment that there were no significant risks of material misstatement within these.

The components within the scope of our work covered 100% of group revenue, 99% of group loss before tax, and 100% of group assets.

All audit work relevant to this opinion has been performed by the Group audit team in the UK.

Emphasis of matter related to impairment of other intangible assets

We draw attention to note 10 in the financial statements, which explains, for Oddsen, Emwys and Spinbookie assets, the revenue growth included as part of the annual impairment review is reliant on cumulative annual revenue growth of 38.3% in year 1 and 5.8% for years 2-5 for Oddsen, 35.3% in year 1 and 34.9% for years 2-5 for Emwys, and 9.8% in year 1 and 21.4% for years 2-5 for Spinbookie. The ultimate outcome of this matter is not certain, and the financial statements do not reflect any impairment that might be required against these assets should the revenue growth rates not be achieved.

Our opinion is not modified in respect of this matter.

Key audit matters

In addition to the matter described in the Material uncertainty related to going concern and Emphasis of matter sections, we have determined the matters described below to be the key audit matters being those that were

of most significance in the audit of the financial statements of the current period. Key audit matters include the most significant assessed risks of material misstatement, including those risks that had the greatest effect on our overall audit strategy, the allocation of resources in the audit and the direction of the efforts of the audit team.

In addressing these matters, we have performed the procedures below which were designed to address the matters in the context of the financial statements as a whole, and in forming our opinion thereon. Consequently, we do not provide a separate opinion on these individual matters.

| Key audit matter | Description of risk | How the matter was addressed in the audit |
|---|--|---|
| Revenue Recognition | <p>Revenue is a key performance indicator of the Group. Revenue based targets may place pressure on management to distort revenue recognition. This may result in overstatement to assist in meeting current targets or expectations.</p> <p>Relevant disclosures in the Annual report & Accounts 2023:</p> <p>Note 2: Material accounting policies and Note 4: Segmental reporting</p> | <p>We reviewed the Group’s accounting policy for revenue recognition and assessed whether it is in line with industry and international financial reporting standards (“IFRS”).</p> <p>We evaluated the design and implementation of relevant internal controls that the Group uses to ensure the completeness, accuracy and timing of revenue recognised.</p> <p>We performed substantive testing including:</p> <ul style="list-style-type: none"> • Reviewed material revenue contracts with customers; • Tested the recognition compliance with IFRS 9 & 15; • Performed detailed testing on a sample of revenue transactions, including agreement to third party reports; • For affiliate marketing revenues (Including PPC revenue) - where cash has been received, we agreed to bank statements and remittance; • For sportsbook and casino revenues – We have corroborated the movements to the corresponding player liability accounts; and • We reviewed the disclosures made by the directors in the financial statements. |
| Carrying value of Goodwill with indefinite useful lives and Other intangible assets | <p>The Group holds Goodwill with an indefinite useful life relating to the acquisition of Quasar Holdings Ltd (Bet90.com) and It’s a winner Limited (Oddsen.nu).</p> <p>Other intangible assets should be held at the lower of amortised cost or their recoverable amount. Where there is an indicator of impairment such as</p> | <p>We reviewed management’s accounting policy for impairment and assessed whether it is in line with IAS 36.</p> <p>We evaluated the design and implementation of relevant internal controls surrounding the review process of impairment models.</p> <p>We performed substantive testing including:</p> |

| | | |
|--|--|---|
| | <p>performance being worse than expected, an impairment review is undertaken.</p> <p>Significant judgment is needed in order to assess the appropriateness of the recoverable amount of these assets/CGUs to which an indicator of impairment is noted or to which the Goodwill has been allocated, in particular with reference to forecasted cash flows, growth rates, discount rates and sensitivity assumptions.</p> <p>Relevant disclosures in the Annual report & Accounts 2023:</p> <p>Note 3: Judgements and estimates; Note 9: Goodwill and Note 10: Other intangible assets</p> | <ul style="list-style-type: none"> • Challenged Management’s assessment of the relevant CGUs with reference to the guidance set out in IAS 36; • Reviewed the assessment over indicators of impairment for other intangibles with definite useful lives; • Considered the appropriateness and mathematical accuracy of the model used to determine the recoverable amount of the It’s a winner Limited (Oddsen.nu), Spinbookie and Emwys CGUs; • Considered historical trading performance by comparing both revenue and operating profit of the Group’s CGUs with projected revenues and operating profits; • We assessed and challenged the appropriateness of the assumptions concerning: <ul style="list-style-type: none"> ○ Revenue growth rates to projected player revenue models based on player acquisition and expected net gaming revenues per player; ○ Costs basis to historic cost data including relevant affiliate and platform agreements; ○ inputs to the discount rate against latest market expectations; and • We challenged and evaluated management’s sensitivity analysis of the key variables included within the value in use calculations. <p>In performing and to support our procedures, we used our internal valuation specialists and third-party evidence.</p> |
|--|--|---|

Materiality

The materiality for the group financial statements as a whole (“group FS materiality”) was set at €299,000 (2022: €148,100). This has been determined with reference to the benchmark of the group’s net assets, which we consider to be one of the principal considerations for members of the Group in assessing the performance of the group. This is due to the Group entering into several acquisitions and reassessing its business model in recent years. The new acquisitions are being integrated within the Group. We have also sensitised the materiality threshold against one based on Gross Expenditure and consider the threshold noted to be reasonable. Group FS materiality represents 3.72% (2022: 5%) of the group’s net assets as presented on the face of the Consolidated Statement of Financial Position. We have determined net assets to be appropriate in the current year given Group is still investing in developing its revenues and profitability. The group FS materiality was set at a lower percentage compared to prior year after reflecting on other possible parameters that might be used as well as the primary parameter described in the forgoing. The materiality value determined has increased in line with additional fundraising used to undertake further asset investments compared to the prior period

Performance materiality for the group financial statements was set at €209,300 (2022: €103,670). being 70% (2022: 70%) of group FS materiality, for purposes of assessing the risks of material misstatement and determining the nature, timing and extent of further audit procedures. We have set it at this amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds group FS materiality. We judged this level to be appropriate based on our understanding of the group and its financial statements, as updated by our risk assessment procedures and our expectation regarding current period misstatements including considering experience from previous audits. It was set at 70% to reflect our judgement on the risk of misstatements in the current period in the context of areas of judgement and estimation in the financial statements.

Material uncertainty related to going concern

We draw attention to note 1 in the financial statements, which indicates that:

The Group reported a net loss for the year of €5.5m, had net current liabilities of €1.0m as at 31 December 2023, and negative cash flow from operations of €4.0 million for the year ended 31 December 2023. Whilst the Directors believe that its revised strategy will lead to a significant increase in revenues and in profitability, there is no certainty that this will be achieved and make the Group cash flow positive during 2024.

Should trading not be in line with management's expectations going forward, the Group's ability to meet its liabilities may be impacted, in which case the Group may need to raise further funding. In such circumstance that this is needed, and whilst the directors are confident of being able to raise such funding if required, there is no certainty that such funding will be available and/or the terms of such funding. These conditions are necessarily considered to represent a material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern.

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

- We challenged and reviewed management's sensitivity analysis in their forecasts, made up to December 2025, looking at cash generation and key assumptions such as revenue generation from major sporting events. Where appropriate we used third party data to review and, where necessary, challenge their inputs;
- We reviewed and challenged the disclosures in the Annual Report and Accounts surrounding Going Concern;
- We compared the forecast results to those actually achieved in the 2024 financial period so far;
- We reviewed bank statements to monitor the cash position of the group post year end, and obtained an understanding of significant expected cash outflows (such as marketing expenditure) in the forthcoming 12-month period; and
- We considered the group's funding position and requirements.

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

Other information

The other information comprises the information included in the Annual Report and Accounts, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Annual Report and Accounts. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this

gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 10, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as 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 group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

We obtained a general understanding of the Group's legal and regulatory framework through inquiry of management concerning:

- their understanding of relevant laws and regulations;
- the entity's policies and procedures regarding compliance; and
- how they identify, evaluate and account for litigation claims.

We also drew on our existing understanding of the Group's industry and regulation. We understand that the Group complies with the framework through:

- Maintaining an active licence through the Curacao Gaming Authority ("CGA") by maintaining records subject to random audits from the CGA.

In the context of the audit, we considered those laws and regulations:

- which determine the form and content of the financial statements;
- which are central to the Group's ability to conduct its business; and
- where failure to comply could result in material penalties.

We identified the following laws and regulations as being of significance in the context of the Group:

- Curacao gambling laws; and
- IFRS in respect of the preparation and presentation of the financial statements.

We evaluated potential non-compliance with these laws and regulations by:

- Reviewing current Curacao gaming service licence; and
- Reviewing board minutes for evidence of non-compliance.

The senior statutory auditor led a discussion with senior members of the engagement team regarding the susceptibility of the group's financial statements to material misstatement, including how fraud might occur. The areas identified in this discussion were:

- Manipulation of the financial statements, especially early recognition of revenue, via fraudulent journal entries and possible management bias in relation to the key assumptions which drive the recoverable values of the Oddsen.nu, Quasar Holdings Ltd (Bet90), Spinbookie.com and Emwys CGUs.

The procedures we carried out to gain evidence in the above areas included:

- Substantive work on revenue recognition and the carrying value of Goodwill with indefinite useful lives and Other intangible assets (see above KAMs); and
- Testing journal entries, focusing particularly on postings to unexpected or unusual accounts including unexpected entries.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Group's members, as a body, in accordance with our engagement letter dated 15 June 2021. Our audit work has been undertaken so that we might state to the Group's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Group and the Group's members as a body, for our audit work, for this report, or for the opinions we have formed.

CLA Evelyn Partners Limited

Statutory Auditor
Chartered Accountants
45 Gresham Street
London
EC2V 7BG

15 May 2024

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

| | | Year ended 31 December 2023 | Year ended 31 December 2022 |
|--|------|--------------------------------|--------------------------------|
| | Note | € | € |
| Revenue | 4 | 3,025,352 | 2,138,212 |
| Salary expense | | (2,359,386) | (2,112,893) |
| Marketing and selling expense | | (1,626,207) | (763,821) |
| Other administrative expense | | (2,705,023) | (1,950,016) |
| Depreciation, amortisation and impairment expense | | (922,085) | (1,557,525) |
| Total administrative expenses | | (7,612,701) | (6,384,255) |
| Operating loss | | (4,587,349) | (4,246,043) |
| Finance expense | | (387,030) | (35,833) |
| Loss on fair value of equity conversion feature of Convertible Loan Note | | (500,686) | - |
| Loss before tax | 6 | (5,475,065) | (4,281,876) |
| Taxation | 7 | 4,462 | 13,680 |
| Loss for the period | | (5,470,603) | (4,268,196) |
| <i>Loss per share attributable to equity holders of the Company</i> | | | |
| - Basic (in €) | 8 | (0.0168) | (0.0164) |
| - Diluted (in €) | 8 | (0.0168) | (0.0164) |

The Notes form part of these financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

| | | Year ended 31 December 2023 | Year ended 31 December 2022 |
|--------------------------------------|------|-----------------------------------|-----------------------------------|
| | Note | € | € |
| Non-current assets | | | |
| Goodwill | 9 | 1,913,600 | 2,229,211 |
| Other intangible assets | 10 | 7,324,389 | 4,330,864 |
| Total non-current assets | | 9,237,989 | 6,560,075 |
| Current assets | | | |
| Other receivables & prepayments | 11 | 487,986 | 193,627 |
| Cash and cash equivalents | 12 | 829,116 | 359,053 |
| Total current assets | | 1,317,102 | 552,680 |
| Total assets | | 10,555,091 | 7,112,755 |
| Equity and liabilities | | | |
| Share capital | 13 | - | - |
| Additional paid-in capital | 14 | 41,110,393 | 30,966,848 |
| Reverse asset acquisition reserve | 15 | (6,046,908) | (6,046,908) |
| Retained earnings | 16 | (27,026,092) | (21,957,873) |
| Total shareholders' equity | | 8,037,393 | 2,962,067 |
| Non-current liabilities | | | |
| Convertible loan note | 18 | - | 655,646 |
| Deferred tax liability | 22 | 233,928 | 259,920 |
| Total non-current liabilities | | 233,928 | 915,566 |
| Current liabilities | | | |
| Trade and other payables | 19 | 2,283,770 | 3,210,344 |
| Corporate income tax payable | | - | 24,778 |
| Total current liabilities | | 2,283,770 | 3,235,122 |
| Total equity and liabilities | | 10,555,091 | 7,112,755 |

Approved by the board on 15 May 2024 and signed on its behalf by:

Ronny Breivik
Executive Chairman

The Notes form part of these financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

| | <i>Share capital</i> € | <i>Additional paid in capital</i> € | <i>Other reserves - Reverse asset acquisition reserve</i> € | <i>Retained earnings</i> € | <i>Total</i> € | <i>Non-controlling interest</i> € | <i>Total Equity</i> € |
|---|-------------------------------|--|--|-----------------------------------|-------------------|--|------------------------------|
| Balance as at 1 January 2022 | - | 27,734,003 | (5,086,668) | (17,987,052) | 4,660,283 | (24,388) | 4,635,895 |
| Loss for the financial period | - | - | - | (4,268,196) | (4,268,196) | - | (4,268,196) |
| Share based payments | - | - | - | 349,363 | 349,363 | - | 349,363 |
| Share based acquisition | - | 2,037,840 | (960,240) | (51,988) | 1,025,612 | 24,388 | 1,050,000 |
| Issue of share capital | - | 1,219,800 | - | - | 1,219,800 | - | 1,219,800 |
| Cost of raise of capital | - | (24,795) | - | - | (24,795) | - | (24,795) |
| Balance as at 31 December 2022 | - | 30,966,848 | (6,046,908) | (21,957,873) | 2,962,067 | - | 2,962,067 |
| Loss for the financial period | - | - | - | (5,470,603) | (5,470,603) | - | (5,470,603) |
| Issue of share capital | - | 2,304,872 | - | - | 2,304,872 | - | 2,304,872 |
| Conversion of Convertible Loan Note | - | 6,058,892 | - | - | 6,058,892 | - | 6,058,892 |
| Share based asset acquisition | - | 1,600,000 | - | - | 1,600,000 | - | 1,600,000 |
| Swap of other liabilities for share capital | - | 536,141 | - | - | 536,141 | - | 536,141 |
| Share based payments | - | - | - | 402,384 | 402,384 | - | 402,384 |
| Cost of raise of capital | - | (356,360) | - | - | (356,360) | - | (356,360) |
| Balance as at 31 December 2023 | - | 41,110,393 | (6,046,908) | (27,026,092) | 8,037,393 | - | 8,037,393 |

The Notes on pages 33 to 53 form part of these financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

| | 31 December 2023 € | 31 December 2022 € |
|--|--------------------------|--------------------------|
| Cash flows from operating activities | | |
| Operating (loss)/profit | (4,587,349) | (4,246,043) |
| <i>Adjustments for:</i> | | |
| Share based payments | 402,384 | 349,364 |
| Impairment of goodwill | 315,611 | 1,095,320 |
| Amortisation of intangibles | 606,475 | 462,205 |
| Bad debt expense | (93,685) | 23,450 |
| Cash flow used in operations before working capital changes | (3,356,564) | (2,315,704) |
| (Increase) in trade and other receivables | (200,672) | (57,077) |
| (Decrease)/increase in trade and other payables | (475,817) | 61,062 |
| Cash flow used in operations | (4,033,053) | (2,311,719) |
| Tax (paid)/received | - | - |
| Cash flow used in operating activities | (4,033,053) | (2,311,719) |
| Cash flow from investing activities | | |
| Acquisition of intangible assets | (1,750,000) | - |
| Net cash outflow used in investing activities | (1,750,000) | - |
| Cash flow from financing activities | | |
| Proceeds of issue of new shares | 2,000,000 | 1,195,005 |
| Receipts from Convertible Loan Notes | 4,253,116 | 648,465 |
| Net cash inflow generated from financing activities | 6,253,116 | 1,843,470 |
| Net increase/(decrease) in cash and cash equivalents | 470,063 | (468,249) |
| Cash and cash equivalents at start of period | 359,053 | 827,302 |
| Cash and cash equivalents at end of period | 829,116 | 359,053 |

The Notes form part of these financial statements

Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

Note 1: General Information

Company descriptions and activities

B90 Holdings plc (the “Company”) and its subsidiaries (together the “Group”) was founded in 2012 in the Isle of Man (Company number 9029V). In July 2013, the Company listed on the AIM market of the London Stock Exchange and completed a reverse merger in June 2016.

The Group is focused on the operation an online Sportsbook and Casino product as well as on marketing activities for other online gaming companies, via websites and Google Pay-Per-Click (“PPC”) activities.

Basis of preparation

The Consolidated Financial Statements have been prepared in accordance with International financial reporting standards (“IFRS”) as adopted by the European Union. The Consolidated Financial Statements have been prepared under the historical cost convention and on a going concern basis.

Basis of consolidation

The Consolidated Financial Statements incorporate the results of B90 Holdings plc (the “Company”) and entities controlled by the Company (its subsidiaries) (collectively the “Group”).

Going concern

Although the Group has increased revenues by c. 41% to €3.0 million, the Group still operated at a loss in 2023. While the directors believe the acquisition completed in 2023 (Emwys AB) will drive increased revenues in the foreseeable future, the reported net loss for the year ended 31 December 2023 amounts to €5.5 million.

As per 31 December 2023, the Group shows total current liabilities of €2.3 million and a negative working capital position of €1.0 million. Whilst the Directors believe that its revised strategy will show a significant increase in revenues and in profitability, there is no guarantee that this will lead the Group to become cash flow positive during 2024 and thus ensure sufficient cash is available to meet its liabilities as they fall due in the foreseeable future being the next 12 months from the date of signing these financial statements.

Should trading not be in line with management’s expectations going forward, the Group’s ability to meet its liabilities may be impacted, in which case the Group may need to raise further funding. In such circumstance that this is needed and whilst the directors are confident of being able to raise such funding if required, there is no certainty that such funding will be available and/or the terms of such funding. These conditions are necessarily considered to represent a material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern.

Whilst acknowledging this uncertainty, the Directors remain confident that the recent changes will allow the Group to expand its operations and generate a positive operational cash flow within a reasonable time or, if needed, be able to raise additional funding when required, therefore the Directors consider it appropriate to prepare the financial statements on a going concern basis. The financial statements do not include the adjustments that would result if the Group was unable to continue as a going concern.

Note 2: Material accounting policies

The principal accounting policies applied in the preparation of these Consolidated Financial Statements are set out below. The policies have been consistently applied to all years presented, unless otherwise stated.

Revenue

Revenue from contracts with customers is recognised when the control over the services is transferred to the customer. The transaction price is the amount of the consideration that is expected to be received based on the contract terms.

Sportsbook and casino revenue

Revenue is recognised provided that it is probable that economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is recognised in the accounting periods in which the transactions occurred and after adding the fees and charges applied to customer accounts, and is measured at the fair value of the consideration received or receivable.

Revenue from these activities comprises:

Sportsbook

Sport online gaming revenue comprises bets placed less pay-outs to customers, adjusted for the fair value of open betting positions, adjusted for the fair value of certain promotional bonuses granted to customers.

Casino games

Casino, Bingo and other online gaming revenue is represented by the difference between the amounts of bets placed by customers less amounts won, adjusted for the fair value of certain promotional bonuses granted to customers.

The Company acts as the principal in sportsbook and casino operations.

Marketing commission revenue, including PPC revenue

In its operations which generate marketing commissions, the Group acts as the agent. Revenue from marketing contracts with customers is recognised when players are losing their funds on the operators' platforms on which the Company is basing the amounts to be invoiced. In some cases, customers agree to pay a fixed fee per acquired player. All fees and commissions are invoiced on a monthly basis. The transaction price is the commission amount of the consideration that is expected to be received based on the contract terms. The performance obligation of a revenue contract is satisfied at the point a player's losses are incurred. Operators typically pay a month in arrears. This gives rise to contract assets on a short term basis.

Foreign currencies

The Group's functional and presentation currency is EURO. Transactions in foreign currency and the recognition of assets and liabilities denominated in foreign currencies are recognised and measured in accordance with IAS 21.

Taxation

Current tax

Current tax is recognised and measured in accordance with IAS 12.

Deferred tax

Deferred tax is recognised and measured in accordance with IAS 12.

Deferred tax liabilities are provided in full.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Intangible fixed assets

Acquired intangible assets

Intangible assets acquired separately consist of domain names and customer lists and are capitalised at cost. Those acquired as part of a business combination are recognised separately from goodwill if the fair value can be measured reliably. These intangible assets are amortised over the useful life of the assets, which is mentioned at the table below.

The valuation methodology used for each type of identifiable asset category is detailed below:

| <u>Asset category</u> | <u>Valuation methodology</u> | <u>Useful life</u> |
|------------------------|------------------------------|--------------------|
| Customer relationships | Excess earnings | 4 years |
| Brand and domain names | Relief from royalty | 20 years |
| Licenses | Cost approach | 4 years |
| Spinbookie assets | Cost approach | 10 years |
| Emwys assets | Cost approach | 10 years |

Goodwill

Business combinations are accounted for in accordance with IFRS 3 using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group.

Goodwill is not amortised as the Group assumes an indefinite useful life.

Business combinations

For business combinations, the Group estimates the fair value of the consideration transferred, which can include assumptions about the future business performance of the business acquired and an appropriate discount rate to determine the fair value of any contingent consideration. Judgement is also applied in determining whether any future payments should be classified as contingent consideration or as remuneration for future services.

The Group then estimates the fair value of assets acquired and liabilities assumed in the business combination, including any separately identifiable intangible assets. These estimates also require inputs and assumptions including future earnings, customer attrition rates and discount rates. The Group engages external experts to support the valuation process, where appropriate. IFRS 3 'Business Combinations' allows the Group to recognise provisional fair values if the initial accounting for the business combination is incomplete. Judgement is applied as to whether changes should be applied at the acquisition date or as post-acquisition changes.

The fair value of contingent consideration recognised in business combinations is reassessed at each reporting date, using updated inputs and assumptions based on the latest financial forecasts for the relevant business. Fair value movements and the unwinding of the discounting is recognised within operating expense.

Impairment of non-financial assets

Impairment of non-financial assets are accounted for in accordance with IAS 36.

Equity

Equity comprises the following:

- “Share capital” represents amounts subscribed for shares at nominal value. Nominal value per share is nil.
- “Additional paid in capital” represents amounts subscribed for share capital in excess of nominal value.
- The “Reverse asset acquisition reserve” represents the difference in carrying value between the Additional paid in capital of B90 Holdings plc and the Share capital of Shelytyco on the acquisition date (June 2016).
- “Retained earnings” represents the accumulated profits and losses attributable to equity shareholders. This also includes issued and vested warrants and options.

Financial instruments

Trade and other receivables

Trade receivables are held in order to collect the contractual cash flows and are initially measured at the transaction price as defined in IFRS 15. The Group has applied IFRS 9’s simplified approach and has calculated the ECLs based on lifetime of expected credit losses. The contracts of the Group do not contain significant financing components. Impairment losses are recognised based on lifetime expected credit losses in profit or loss.

Other receivables are held in order to collect the contractual cash flows and accordingly are measured at initial recognition at fair value, which ordinarily equates to cost and are subsequently measured at cost less impairment due to their short term nature. A provision for impairment is established based on 12-month expected credit losses unless there has been a significant increase in credit risk when lifetime expected credit losses are recognised. The amount of any provision is recognised in profit or loss.

Cash and cash equivalents, and finance income

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months (These include Player wallets).

Trade payables

Trade payables, including customer balances, are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Financial liabilities

Financial liabilities are classified as financial liabilities measured at amortised cost. The Group determines the classification of its financial liabilities at initial recognition. The measurement of financial liabilities is initially recognised at fair value and subsequently measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any issue costs and any discount or premium on settlement. Gains and losses arising on the repurchase, settlement or cancellation of liabilities are recognised respectively in finance expense.

Convertible Loan Note

The proceeds received on issue of the Group's Convertible loan notes ("CLN") were recorded as a long-term liability. The instrument was determined to be a hybrid instrument with the "Host" loan component being measured on an amortised cost basis and the "Equity conversion" component being measured on a fair value through profit or loss basis. The interest expense related to the Host is recognised in the Finance expense within the Consolidated Statement of Comprehensive Income until the conversion date, using the effective interest rate. Additionally the fair value gain/loss of the embedded derivative has been revalued up until the date of conversion with the corresponding fair value adjustment being recorded within the Loss on fair value of equity conversion feature of Convertible Loan Note within the Consolidated Statement of Comprehensive Income.

Changes in accounting policies and disclosures

The following new and amended Standards and Interpretations effective for the financial year beginning 1 January 2023 have been adopted. The adoption of these standards has not had any material impact on the disclosures or on the amounts reported in these financial statements.

- IAS 12 Income taxes: Deferred tax related to assets and liabilities arising from a single transaction
- IAS 12 Income taxes: temporary recognition exception to accounting for deferred taxes arising from the implementation of the international tax reform (Pillar Two Model Rules)
- IAS 8 Accounting policies, Changes in Accounting Estimates and Errors: Definition of accounting estimates
- IAS 1 Presentation of Financial Statements: Disclosure initiative – accounting policies

Note 3: Judgements and estimates

The preparation of the Consolidated Financial Statements requires the Directors to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

Key areas of judgement

Acquisition of Emwys AB

The Group acquired 100% of the Emwys AB share capital during the year. The only item held in the entity were the the licenses relating to the active affiliate Google PPC accounts. The Group therefore consider the acquisition to have met the "concentration test" as set out within IFRS 3 and therefore have assessed the acquisition to not be a business combination but rather has been assessed to be the purchase of an intangible asset. As such the full value of the acquisition has been included within Intangible assets as "Emwys assets".

Key areas of estimation uncertainty

Impairment of Goodwill and other intangible fixed assets

Determining whether goodwill and other intangible fixed assets with a definite or indefinite useful life are impaired requires an estimation of the value-in-use of the cash-generating units. Goodwill was recorded following the acquisition of the operations of Oddsen.nu in September 2021. The total balance per 31 December 2023 amounts to €1.9 million. The directors have used various estimates, revenue forecasts and expected future cash flows. The recently completed and announced fundraises allow the Group to invest in marketing and the Directors believe this will grow its overall operations to support the carrying value of goodwill. If some of the expectations are not met, impairment of the goodwill balance may be necessary in the future. Further details around the estimates and assumptions used are disclosed in notes 9 and 10.

Other areas of estimation

Convertible Loan Note

The Company issued unsecured convertible bonds of 10% in November 2022. Interest would be accrued and convert with the principal amount. The bonds were repayable three years from their issue date and could be converted at a 10% discount to the volume weighted average price for the five trading days prior to the conversion notice. The Loan Notes converted at the request of the Company on 14 September 2023, under these terms.

The convertible bonds were accounted as a financial liability as required under IFRS 9. The convertible bonds included conversion at a 10% discount to the market price, and paid a 10% interest. The directors believe these terms are in line with market conditions.

Share-Based Payments

Certain employees (including Directors and senior Executives) of the Company receive remuneration in the form of share-based payment transactions.

The fair value is determined using the Black-Scholes valuation model. The Directors believe this is appropriate considering the effects of the vesting conditions, expected exercise period and the dividend policy of the Company.

Due to limited trading history, the expected volatility has been based on the 5-year historical volatility of a mix of share prices from other companies in the same industry, as well as the overall market volatility.

Note 4: Segment reporting

IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker to allocate resources to the segments and to assess their performance. In accordance with IFRS 8, the chief operating decision maker has been identified as the Board. The Board reviews the Group's internal reporting in order to assess performance and allocate resources. The Board considers that the business comprises of two activities:

1. Operating sportsbook and casino brands
2. Online marketing and promotion of online sportsbook and casino websites, using affiliate agreements

Revenue originates from:

| | 2023 | 2022 |
|---|------------------|------------------|
| | € | € |
| Online sportsbook and casino operations | 1,176,960 | 1,391,208 |
| Affiliate marketing commissions | 1,848,392 | 747,004 |
| Total | <u>3,025,352</u> | <u>2,138,212</u> |

The Board evaluates the operations based on the revenues metric. Revenues consist of invoiced commissions for the marketing and player acquisition services provided, as well as revenues generated from own operations, based in Malta and Curaçao. The Group operates an integrated business model and, therefore, does not allocate general operating expenses, assets and liabilities to any of the originating segments.

Note 5: Key management remuneration

Director and key management remuneration for each period was as follows:

| | <i>Cash based salary</i> | <i>Share based payments</i> | <i>Total Remuneration 2023</i> | <i>Total Remuneration 2022</i> |
|-------------------|------------------------------|-------------------------------------|--|--|
| | € | € | € | € |
| Ronny Breivik | 158,700 | 74,997 | 233,697 | 171,486 |
| Marcel Noordeloos | 173,000 | 81,292 | 254,292 | 240,979 |
| Mark Rosman | 50,400 | 74,997 | 125,397 | 117,551 |
| Martin Fleisje | 18,000 | 9,974 | 27,974 | - |
| Andrew McIver | 20,000 | 2,523 | 22,523 | - |
| Karim Peer | - | - | - | 323,288 |
| Nigel Eastwood | - | - | - | 19,443 |
| Total | <u>420,100</u> | <u>243,783</u> | <u>663,883</u> | <u>872,747</u> |

Note 6: Profit for the year

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

| | <i>Year ended 31 December 2023</i> | <i>Year ended 31 December 2022</i> |
|-----------------------------|--|--|
| | € | € |
| Amortisation of intangibles | 606,475 | 462,205 |
| Impairment of goodwill | 315,611 | 1,095,320 |
| Bad debt expense | 93,685 | 23,450 |
| Short term lease expense | 22,842 | 28,018 |
| Share based payment charge | 402,384 | 394,364 |
| Foreign exchange losses | 550,505 | 13,778 |

Note 7: Taxation

| | <i>Year ended 31 December 2023 €</i> | <i>Year ended 31 December 2022 €</i> |
|---|--|--|
| Loss before tax | <u>(5,475,065)</u> | <u>(4,281,876)</u> |
| Profit before tax multiplied by the standard rate of corporation tax in Isle of Man of 0% | - | - |
| Adjustments to tax charge in respect of previous periods | (21,530) | - |
| Release of deferred tax liability relating to acquisition | <u>25,992</u> | <u>13,680</u> |
| Tax credit | <u>4,462</u> | <u>13,680</u> |

Note 8: Earnings per share (basic and diluted)

| | <i>Year ended 31 December 2023 €</i> | <i>Year ended 31 December 2022 €</i> |
|---|--|--|
| <i>Earnings</i> | | |
| Earnings for the purposes of basic and diluted earnings per share, being net profit after tax attributable to equity shareholders | <u>(5,470,603)</u> | <u>(4,268,196)</u> |
| <i>Number of shares</i> | | |
| Weighted average number of ordinary shares for the purposes of: | | |
| Basic earnings per share | 326,123,139 | 260,483,323 |
| Diluted earnings per share | <u>326,123,139</u> | <u>260,483,323</u> |
| Basic loss per share (in €) | (0.0168) | (0.0164) |
| Diluted loss per share (in €) | (0.0168) | (0.0164) |

The Group has granted share options in respect of equity shares to be issued, the details of which are disclosed in Note 17. Share options and warrants outstanding are anti-dilutive due to the losses incurred in each period.

Note 9: Goodwill

| | <i>Goodwill</i> |
|----------------------------|--------------------|
| | € |
| Cost | |
| At 1 January 2022 | 3,324,531 |
| Additions | - |
| Impairments | <u>(1,095,320)</u> |
| At 31 December 2022 | <u>2,229,211</u> |
| Additions | - |
| Impairments | <u>(315,611)</u> |
| At 31 December 2023 | <u>1,913,600</u> |
| Net Book Value | |
| At 1 January 2022 | <u>3,324,531</u> |
| At 31 December 2022 | <u>2,229,211</u> |
| At 31 December 2023 | <u>1,913,600</u> |

Goodwill

Goodwill arose following:

- the acquisition of 51% in Quasar Holdings Ltd in 2017
- the acquisition of the operations of Oddsen.nu in September 2021

The addition of goodwill in 2021 is related to the Oddsen.nu acquisition.

The impairment of goodwill in 2022 and in 2023 is related to the acquisition of Quasar Holdings. The book value of the goodwill related to Quasar Holdings Ltd, amounted to nil at the end of 2023.

Key assumptions and inputs used

The key assumptions and inputs used for the assessment of the value of the goodwill are disclosed in Note 10, as well as assumptions used for the impairment review.

Note 10: Other intangible assets

| | <i>Customer database</i> | <i>Brand and domain names</i> | <i>Emwys Assets</i> | <i>Spinbookie assets</i> | <i>Total</i> |
|----------------------------|------------------------------|---------------------------------------|-------------------------|------------------------------|--------------------|
| | € | € | € | € | € |
| Cost | | | | | |
| At 1 January 2022 | 361,600 | 3,892,500 | - | 1,997,299 | 6,251,399 |
| Additions | - | - | - | - | - |
| Disposals | - | - | - | - | - |
| At 31 December 2022 | 361,600 | 3,892,500 | - | 1,997,299 | 6,251,399 |
| Additions | - | - | 3,600,000 | - | 3,600,000 |
| Disposals | - | - | - | - | - |
| At 31 December 2023 | 361,600 | 3,892,500 | 3,600,000 | 1,997,299 | 9,851,399 |
| Amortisation | | | | | |
| At 1 January 2022 | (45,663) | (1,412,667) | - | - | (1,458,330) |
| Charge for the period | (84,250) | (178,225) | - | (199,730) | (462,205) |
| Disposals | - | - | - | - | - |
| At 31 December 2022 | (129,913) | (1,590,892) | - | (199,730) | (1,920,535) |
| Charge for the period | (84,250) | (172,495) | (150,000) | (199,730) | (606,475) |
| Disposals | - | - | - | - | - |
| At 31 December 2023 | (214,163) | (1,763,387) | (150,000) | (399,460) | (2,527,010) |
| Net Book Value | | | | | |
| At 1 January 2022 | 315,937 | 2,479,832 | - | 1,997,299 | 4,793,068 |
| At 31 December 2022 | 231,687 | 2,301,608 | - | 1,797,569 | 4,330,864 |
| At 31 December 2023 | 147,437 | 2,129,113 | 3,450,000 | 1,597,839 | 7,324,389 |

Customer database

The Customer database relates to the acquisition of the Oddsen.nu operations in September 2021. The estimated remaining life of the customer database is 1.75 years.

Brand and domain names

The brand and domain names relate to the following acquisitions:

1. Quasar Holdings Ltd (owning Bet90.com) in 2017 (51%);
2. T4U Marketing ltd in 2017 (51%); and
3. Oddsen.nu in 2021 (100%).

Brand and domain names are considered to be business operations.

The carrying value of the brand and domain names for Bet90 (Quasar Holdings Ltd acquisition) as per 31 December 2023 amounts to € nil (2022: €52,546).

Oddsens.nu is considered to be a single cash-generating unit (“CGU”). The carrying value of the brand and domain names for Oddsens.nu as per 31 December 2023 amounts to €2,129,113 (2022: €2,249,063) and has a remaining estimated lifetime of 17.75 years.

Spinbookie assets

In December 2021, the Group acquired the business of Spinbookie.com, which is presented under Spinbookie assets. This includes a fully operational sportsbook and casino operation, operating using a Curacao gaming license. Spinbookie operates on Famagousta NV, a gaming software developer platform and has various payment service providers and other operating tools implemented. The assets will be amortised over 10 years and at 31 December 2023 therefore has 8 years remaining.

Emwys assets

In July 2023, the Group acquired Emwys AB. The assets acquired, being the existing and active affiliate accounts used via Google PPC, are presented under “Emwys assets”. This includes the license agreement for the Google PPC campaigns, a fully operational marketing campaign with existing customers. The assets have an expected useful life of 10 years and as at 31 December 2023 therefore has 9.5 years remaining.

Impairment reviews

The Directors have performed an impairment review of intangible fixed assets and goodwill at the end of the year.

| | Quasar Holdings Ltd (Bet90) | Oddsens.nu | Spinbookie .com | Emwys AB | Consolidated Totals |
|--|--------------------------------|------------|--------------------|-----------|------------------------|
| | € | € | € | € | € |
| Goodwill | - | 1,913,600 | - | - | 1,913,600 |
| Other intangibles | - | 2,276,550 | 1,597,839 | 3,450,000 | 7,324,389 |
| Other non-current assets | - | - | - | - | - |
| CGU Carrying value at 31 Dec 2023 | - | 4,190,150 | 1,597,839 | 3,450,000 | 9,237,989 |
| CGU Carrying value at 31 Dec 2022 | 368,157 | 4,394,349 | 1,797,569 | - | 6,560,075 |

Goodwill is not amortised.

In accordance with IAS 36 and the Group’s stated accounting policy, an impairment test is carried out annually on the carrying amounts of intangible fixed assets and goodwill and a review for indicators of impairment is carried out for other non-current assets. Where an impairment test was carried out, the carrying value is compared to the recoverable amount of the asset or the cash-generating unit. The recoverable amount for Quasar Holdings Ltd (Bet90) and Oddsens.nu were assessed for impairment given the allocation of goodwill with an indefinite useful life requiring annual review. In each case, the recoverable amount was the value in use of the assets, which was determined by discounting the future cash flows of the relevant asset or cash-generating unit to their present value.

The recoverable amount of the Quasar holdings Ltd (Bet90) was impaired to nil, as the Bet90 operations were terminated and the brand is now used for a different purpose, being an affiliate website.

The recoverable amount of the Oddsens.nu, Spinbookie and Emwys CGU’s as at 31 December 2023, of €4.2 million, €1.6 million and €3.45 million respectively, has been determined based on a value in use calculation using cash flow projections from financial budgets approved by the Directors. Key assumptions in performing the value in use calculation are set out below.

Key assumptions and inputs used:

Cash flow projections have been prepared for a five-year period, following which a long-term growth rate has been assumed. Underlying growth rates, as shown in the table below for each of Quasar Holdings Ltd (Bet90), Spinbookie and Oddsen.nu, have been developed through projections of future player acquisitions and net gaming revenue based on data obtained from partners and affiliate partners

The pre-tax discount rate that is considered by the Directors to be appropriate is based on the Group's specific Weighted Average Cost of Capital, adjusted for tax, which is considered to be appropriate for the cash-generating units.

| | Pre-tax discount rate applied | Underlying revenue growth rate year 1 | Underlying revenue growth rate years 2-5 | Long-term growth rate year 6+ |
|-----------------------------|--------------------------------------|--|---|--------------------------------------|
| <u>At 31 December 2023</u> | | | | |
| Oddsens.nu | 14.6% | 38.3% | 5.8% | 2% |
| Spinbookie assets | 18.95% | 9.8% | 21.4% | 2% |
| Emwys AB | 17.0% | 35.3%* | 34.9% | 2% |
| <u>At 31 December 2022</u> | | | | |
| Quasar Holdings Ltd (Bet90) | 18.45% | 163% | 15.7% | 2% |
| Oddsens.nu | 14.6% | 1% | 5% | 2% |
| Spinbookie assets | 18.45% | 146% | 18% | 2% |

*Emwys growth rate is the 2024 expected revenues compared to the annualised 5 months of 2023.

The Group has impaired the goodwill related to Quasar Holdings Ltd (Bet90) for the amount of €315,116.

The calculation of value in use for the Oddsens.nu is most sensitive to the following assumptions:

- Revenue – A reduction in the revenue cumulative annual growth rate ("CAGR") for years 1-5 from 11.6% down to 10.5% would result in the recoverable amount equalling the carrying value.
- Weighted Average Cost of Capital - Whereas the Directors believe the WACC rate is conservative, an increase in WACC rate to 15.7% would result in the recoverable amount equalling the carrying value.

The calculation of value in use for the Spinbookie is most sensitive to the following assumptions:

- Revenue – A reduction in the revenue cumulative annual growth rate ("CAGR") for years 1-5 from 19.0% down to 17.7% would result in the recoverable amount equalling the carrying value.
- Weighted Average Cost of Capital - Whereas the Directors believe the WACC rate is conservative, an increase in WACC rate to 20.5% would result in the recoverable amount equalling the carrying value.

The calculation of value in use for the Emwys asset is most sensitive to the following assumptions:

- Revenue – A reduction in the revenue cumulative annual growth rate ("CAGR") for years 1-5 from 35.0% down to 9.6% would result in the recoverable amount equalling the carrying value.
- Weighted Average Cost of Capital - Whereas the Directors believe the WACC rate is conservative, an increase in WACC rate to 90.8% would result in the recoverable amount equalling the carrying value.

The annual impairment review on goodwill and the intangible fixed assets showed that an impairment was needed for the Quasar Holdings Ltd goodwill for the year 2023. For the other assets, no impairment was necessary for the years 2023 and 2022.

Note 11: Trade and other receivables

| | <i>Year ended</i> <i>31 December 2023</i> € | <i>Year ended</i> <i>31 December 2022</i> € |
|-----------------------------------|---|---|
| VAT receivables | 23,133 | 37,113 |
| Accounts receivable | 282,528 | 52,532 |
| Contract assets | 142,130 | - |
| Other receivables and prepayments | 40,195 | 103,982 |
| Total | <u>487,986</u> | <u>193,627</u> |

Credit risk arises when a failure by counter parties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the reporting date. The Group has policies in place to ensure that provision of services is made to customers with an appropriate credit history and monitors on a continuous basis the ageing profile of its receivables.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate. Due to the nature of the Group's operations the Group only has a few customers which operate with credit terms.

Impairment

A provision for impairment of trade receivables is established using an expected loss model. Expected loss is calculated from a provision matrix based on the expected lifetime default rates and estimates of loss on default. We have recorded no impairment charge for the year ended 31 December 2023 (€23,450 for the year ended 31 December 2022).

Note 12: Cash and cash equivalents

| | <i>Year ended</i> <i>31 December</i> 2023 € | <i>Year ended</i> <i>31 December</i> 2022 € |
|---|--|--|
| Cash held in current accounts and wallets | <u>829,116</u> | <u>359,053</u> |
| Total | <u>829,116</u> | <u>359,053</u> |

Included within the cash and cash equivalents are balances held in relation to the matching liabilities to customers shown in Note 19.

Note 13: Share capital

| | <i>Year ended 31 December 2023</i> | <i>Year ended 31 December 2022</i> |
|---|--|--|
| | € | € |
| Allotted, called up and fully paid | | |
| 439,518,227 (2022: 282,144,816) Ordinary shares | - | - |
| Par value of the shares | nil | nil |

During the year the Company issued 157,373,411 New Ordinary Shares, on the following dates:

| Date: | New Ordinary Shares | Pursuant to: |
|-------------------|--------------------------------|--|
| 15 September 2023 | 36,731,551 | Fundraise via Equity |
| 15 September 2023 | 86,810,441 | Conversion of Convertible Loan Note plus accrued interest |
| 15 September 2023 | 25,271,308 | Acquisition of Emwys AB |
| 15 September 2023 | 8,560,111 | Conversion of payables |
| | <u>157,373,411</u> | |

Note 14: Additional paid in capital

Additional paid in capital represents amounts subscribed for share capital in excess of par value. Details of additions are described in Note 13 above.

Note 15: Reverse asset acquisition reserve

The reverse acquisition completed on 30 June 2016 has been accounted for as a share-based payment transaction in accordance with IFRS 2. On the basis of the guidance in paragraph 13A of IFRS 2, the difference in the fair value of the consideration shares and the fair value of the identifiable net assets should be considered to be payment for the services to transition to a public company.

Note 16: Retained earnings

Retained earnings represents the cumulative net gains and losses recognised in the consolidated statement of comprehensive income and other transactions with equity holders.

Note 17: Share based payments

The following options and warrants in the Group were granted, exercised, forfeited or existing at the year-end:

| Date of grant | Exercise price | Existing at 1 January 2023 | Granted in the year | Cancelled or forfeited in the year | Exercised in the year | Existing at 31 December 2023 | Exercisable at 31 December 2023 | Expiration date |
|------------------|----------------|----------------------------|---------------------|------------------------------------|-----------------------|------------------------------|---------------------------------|-----------------|
| Options | | | | | | | | |
| 14 Febr 2019 | 15p | 550,000 | - | - | - | 550,000 | 550,000 | 13 Febr 2024 |
| 17 Mar 2021 | 5p | 6,150,000 | - | - | - | 6,150,000 | 3,075,000 | 16 March 2026 |
| 1 Oct 2021 | 13p | 13,505,000 | - | - | - | 13,505,000 | 6,752,500 | 30 Sept 2026 |
| 21 June 2022 | 5p | 2,000,000 | - | - | - | 2,000,000 | 500,000 | 20 June 2027 |
| 7 Nov 2022 | 5p | 750,000 | - | - | - | 750,000 | 187,500 | 6 Nov 2027 |
| 18 April 2023 | 6.2p | - | 11,500,000 | - | - | 11,500,000 | - | 17 April 2028 |
| 27 Oct 2023 | 5p | - | 1,000,000 | - | - | 1,000,000 | - | 26 Oct 2028 |
| Warrants: | | | | | | | | |
| 17 Mar 2021 | 5p | 750,000 | - | - | - | 750,000 | 750,000 | 16 March 2024 |
| 9 Sept 2022 | 4.18p | 3,588,500 | - | - | - | 3,588,500 | 3,588,500 | 8 Sept 2025 |
| TOTAL | | 27,293,500 | 12,500,000 | - | - | 39,793,500 | 15,403,500 | |

All options have a 5 year term and vest over 4 equal yearly instalments starting 1 year after the grant date.

The number and weighted average exercise prices of share options and warrants are as follows:

| | <i>Number of share options and warrants</i> | <i>Weighted average exercise price (£)</i> |
|--------------------------------------|---|--|
| Outstanding as at 1 January 2022 | 21,954,846 | 0.131 |
| Exercisable as at 1 January 2022 | 1,797,346 | 0.153 |
| Options forfeited on 31 January 2022 | (90,000) | 0.072 |
| Options lapsed on 22 May 2022 | (800,000) | 0.250 |
| Options granted on 22 June 2022 | 2,000,000 | 0.050 |
| Warrants granted on 9 September 2022 | 3,588,500 | 0.040 |
| Warrants lapsed on 30 June 2021 | (109,846) | 0.150 |
| Options granted on 9 November 2022 | 750,000 | 0.050 |
| Outstanding as at 31 December 2022 | 27,293,500 | 0.090 |
| Exercisable as at 31 December 2022 | 9,664,750 | 0.079 |
| Options granted 18 April 2023 | 11,500,000 | 0.062 |
| Options granted 27 October 2023 | 1,000,000 | 0.050 |
| Outstanding as at 31 December 2023 | 39,793,500 | 0.075 |
| Exercisable as at 31 December 2023 | 15,403,500 | 0.079 |

The options outstanding as at 31 December 2023 had a weighted average remaining contractual life of 3.25 years, whereas the warrants outstanding had a weighted average remaining contractual life of 1.5 years. The value of the options has been derived by using a Black Scholes pricing model for the options and warrants granted on 22 June 2022, 9 November 2022, 18 April 2023 and 27 October 2023. The inputs into the pricing models were as follows:

| | <i>Options granted on 22 June 2022</i> | <i>Options granted on 9 November 2022</i> | <i>Options granted on 18 April 2023</i> | <i>Options granted on 27 October 2023</i> |
|---------------------------|--|---|---|---|
| Share price at grant date | £0.05 | £0.035 | £0.062 | £0.045 |
| Exercise price | £0.05 | £0.05 | £0.062 | £0.05 |
| Volatility | 37.4% | 37.4% | 54.5% | 54.6% |
| Expected life | 5 years | 5 years | 5 years | 5 years |
| Risk free rate | 3.38% | 3.38% | 3.69% | 4.9% |
| Expected dividend yield | 0% | 0% | 0% | 0% |

Although the Company has been trading its shares on the AIM market of the London Stock Exchange since 30 June 2016, the liquidity in the stock is low. Furthermore, the stock price was suspended for trading between March 2020 and March 2021, therefore the expected volatility for all options was determined by taking the average the Company's share price and the historical volatility of a peer group over a 5-year period.

The charges to the Consolidated statement of comprehensive income are as follows:

| Grant date: | Value of options: | Charged to 2023 | Charged to 2022 | Remaining charge | Remaining charge years |
|--------------------|--------------------------|------------------------|------------------------|-------------------------|-------------------------------|
| 17 Mar 2021 | €108,401 | €24,464 | €35,005 | €4,236 | 2024-2025 |
| 1 Oct 2021 | €660,767 | €189,786 | €302,852 | €82,092 | 2024-2025 |
| 21 June 2022 | €44,186 | €32,679 | €11,506 | - | - |
| 18 April 2023 | €414,535 | €152,932 | - | €261,603 | 2024-2027 |
| 27 Oct 2023 | €29,070 | €2,523 | - | €26,547 | 2024-2027 |
| TOTAL | €1,256,959 | €402,384 | €349,363 | €374,478 | |

Note 18: Borrowings

| | <i>31 December 2023</i> | <i>31 December 2022</i> |
|-------------------------------|-----------------------------|-----------------------------|
| | € | € |
| Convertible loan ¹ | - | 648,466 |
| Accrued interest | - | 7,180 |
| | <u>-</u> | <u>655,646</u> |

(1) The 2022 Convertible Loan Note had a 3 year term, bears a 10% coupon, which accrued and is added to the principal amount. The Loan was converted by the Company on 15 September 2023.

The Convertible Loan Notes ("CLNs") are accounted for as a liability under IFRS 9.

During the year the CLNs issued have been converted to Ordinary Shares of the Company in September 2023. The CLNs included the option for the Company to call conversion, which was executed. Pursuant to the terms of the CLNs, the conversion price was applying a 10% discount to the 5 day volume weighted average share price just before conversion.

Upon conversion, the CLNs' liability is derecognized from the balance sheet and the additional paid-in capital is recognised at fair value. The number of ordinary shares issued upon conversion is determined based on the market price of the Company's shares at the date of conversion less the 10% discount.

Note 19: Trade and other payables

| | <i>31 December</i> 2023 | <i>31 December</i> 2022 |
|--------------------------|----------------------------|----------------------------|
| | € | € |
| Trade payables | 757,985 | 1,201,131 |
| Accrued expenses | 613,399 | 465,707 |
| Liabilities to customers | 129,263 | 115,542 |
| Other creditors | 783,123 | 1,427,964 |
| | <u>2,283,770</u> | <u>3,210,344</u> |

Note 20: Capital commitments

At 31 December 2023 and 31 December 2022 there were no capital commitments.

Note 21: Contingent assets and liabilities

There were no contingent liabilities at 31 December 2023 or 31 December 2022.

Note 22: Deferred tax

| | <i>31 December</i> 2023 | <i>31 December</i> 2022 |
|---------------------------|----------------------------|----------------------------|
| | € | € |
| At 1 January | 259,920 | 273,600 |
| Credit to profit and loss | <u>(25,992)</u> | <u>(13,680)</u> |
| At 31 December | <u>233,928</u> | <u>259,920</u> |

During 2023 the expected net reversal of deferred tax of €25,992 (2022: €13,680) relates to amortization of intangible assets.

Note 23: Financial instruments – Fair Value and Risk Management

The Group is exposed through its operations to risks that arise from use of its financial instruments. The Board approves specific policies and procedures in order to mitigate these risks.

The main financial instruments used by the Group, on which financial risk arises, are as follows:

- Cash and cash equivalents;
- Trade and other receivables;
- Trade and other payables; and
- Customer deposits in case of the Spinbookie operations.

Detailed analysis of these financial instruments is as follows:

| | 2023 | 2022 |
|-------------------------|-------------|-------------|
| | € | € |
| Financial assets | | |

| | | |
|---------------------------------------|------------------|----------------|
| Trade and other receivables (Note 11) | 424,658 | 52,532 |
| Cash and cash equivalents (Note 12) | <u>829,116</u> | <u>359,053</u> |
| Total | <u>1,253,774</u> | <u>411,585</u> |

In accordance with IFRS 9, all financial assets are held at amortised cost.

| | 2023 | 2022 |
|---|------------------|------------------|
| Financial liabilities | € | € |
| Trade and other payables ¹ (Note 19) | 1,644,612 | 2,179,077 |
| Accrued liabilities | 613,399 | 465,707 |
| Borrowings (Note 18) | - | 655,646 |
| Total | <u>2,258,011</u> | <u>3,300,430</u> |

¹Excludes taxes payable.

In accordance with IFRS 9, all financial liabilities are held at amortised cost.

Capital

The capital employed by the Group is composed of equity attributable to shareholders. The primary objective of the Group is maximising shareholders' value, which, from the capital perspective, is achieved by maintaining the capital structure most suited to the Group's size, strategy, and underlying business risk. There are no demands or restrictions on the Group's capital.

The main financial risk areas are as follows:

Credit risk

Trade receivables

For the Group's operations in Spinbookie, the credit risk relates to customers disputing charges made to their credit cards ("chargebacks") or any other funding method they have used in respect of the services provided by the Group. Customers may fail to fulfil their obligation to pay, which will result in funds not being collected. These chargebacks and uncollected deposits, when occurring, will be deducted at source by the payment service providers from any amount due to the Group. The risk for the year 2023 has been assessed by the Board to being immaterial.

Financial assets which are past due but not impaired

| | 2023 | | | | Total € |
|-------------------|-------------------------|------------------------------------|-------------------------------------|------------------------------|----------------|
| | Not yet overdue € | Up to 3 months over due € | Up to 12 months over due € | Over 1 year over due € | |
| Trade receivables | 134,192 | 102,798 | 45,538 | - | 282,528 |
| Other receivables | 142,130 | - | - | - | 142,130 |
| Total | 276,322 | 102,798 | 45,538 | - | 424,658 |

| | 2022 | | | | Total € |
|-------------------|-------------------------|------------------------------------|-------------------------------------|------------------------------|---------------|
| | Not yet overdue € | Up to 3 months over due € | Up to 12 months over due € | Over 1 year over due € | |
| Trade receivables | 52,532 | - | - | - | 52,532 |
| Other receivables | - | - | - | - | - |
| Total | 52,532 | - | - | - | 52,532 |

Liquidity risk

Liquidity risk exists where the Group might encounter difficulties in meeting its financial obligations as they become due. The Group monitors its liquidity in order to ensure that sufficient liquid resources are available to allow it to meet its obligations.

The following table details the contractual maturity analysis of the Group's financial liabilities:

| | 2023 | | | | Total € |
|---------------------------------------|------------------|------------------|--|-----------------------|------------------|
| | On demand € | In 3 months € | Between 3 months and 1 year € | More than 1 year € | |
| Trade and other payables ¹ | 1,519,612 | 62,500 | 62,500 | - | 1,644,612 |
| Accrued liabilities | 613,399 | - | - | - | 613,399 |
| Total | 2,133,011 | 62,500 | 62,500 | - | 2,258,011 |

¹Excludes taxes payable.

| | 2022 | | | | Total € |
|---------------------------------------|------------------|------------------|--|-----------------------|------------------|
| | On demand € | In 3 months € | Between 3 months and 1 year € | More than 1 year € | |
| Borrowings | - | - | - | 655,646 | 655,646 |
| Trade and other payables ¹ | 2,009,077 | 170,000 | - | - | 2,179,077 |
| Accrued liabilities | 12,666 | 453,041 | - | - | 465,707 |
| Total | 2,021,743 | 623,041 | - | 655,646 | 3,300,430 |

¹Excludes taxes payable.

Note 24: List of subsidiaries

The Company held the issued shares of the following subsidiary undertakings as at 31 December 2023:

| Name of subsidiary | Place of Incorporation | Proportion of ownership and voting power | Ownership |
|--------------------------------|-------------------------------|---|--|
| B90 Ventures Ltd | Isle of Man | 100% | Direct |
| B90 Services BV | The Netherlands | 100% | Direct |
| Sheltyco Enterprises Group Ltd | British Virgin Islands | 100% | Direct |
| T4U Marketing Ltd | Cyprus | 100% | Indirect, through Sheltyco Enterprises Group Ltd |
| Quasar Holdings Ltd | Malta | 100% | Indirect, through B90 Ventures Ltd |
| Bet90 Sports Ltd | Malta | 100% | Indirect, through Quasar Holdings Ltd |
| B90 Operations Ltd | Bulgaria | 100% | Indirect, through B90 Ventures Ltd |
| It's a Winner Ltd | Malta | 100% | Indirect, through B90 Ventures Ltd |
| Spinbookie Ltd | Malta | 100% | Indirect, through B90 Ventures Ltd |
| Spintastic NV | Curacao | 100% | Direct |
| Spin Marketing BV | Curacao | 100% | Direct |
| Emwys AB | Sweden | 100% | Direct |

Note 25: Reconciliation of debt

The Group had the following movement in the borrowings:

| 2023 | | | | | |
|-------------|----------------------------------|------------------|--|----------------------------------|------------------------------------|
| | <i>At 1 January 2023</i> | <i>Cash</i> | <i>Fair Value and accrued interest</i> | <i>Conversion of balance</i> | <i>At 31 December 2023</i> |
| | € | € | € | € | € |
| Borrowings | 655,646 | 4,253,116 | 1,150,130 | (6,058,892) | - |
| | <u>655,646</u> | <u>4,253,116</u> | <u>1,150,130</u> | <u>(6,058,892)</u> | <u>-</u> |

| 2022 | | | | |
|-------------|----------------------------------|----------------|-----------------------------|------------------------------------|
| | <i>At 1 January 2022</i> | <i>Cash</i> | <i>Accrued interest</i> | <i>At 31 December 2022</i> |
| | € | € | € | € |
| Borrowings | - | 648,466 | 7,180 | 655,646 |
| | <u>-</u> | <u>648,466</u> | <u>7,180</u> | <u>655,646</u> |

Note 26: Related party transactions***Remuneration of Directors and key employees***

Remuneration of Directors and key employees is disclosed in Note 5.

Other related party transactions

Included within other creditors, the Group has accrued for unpaid salaries with its Directors, amounting to €26,700 at 31 December 2023 (2022: €45,250).

Intra group transactions

Transactions between Group companies have not been disclosed as these have all been eliminated in the preparation of the Consolidated Financial Statements.

Note 27: Ultimate controlling party

As at 31 December 2023 the Directors do not believe there to be any single controlling party.

Note 28: Subsequent events

On 1 February 2024, the Company announced that it had successfully completed the transition of the operations, including partnering with a specialised platform and operations partner for the Spinbookie operations.
