

RONIN EUROPE LIMITED
ANNUAL REPORT AND FINANCIAL
STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2025

RONIN EUROPE LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

CONTENTS	PAGE
Board of Directors and other officers	1
Management Report	2
Independent auditor's report	3 - 5
Statement of profit or loss and other comprehensive income	6
Statement of financial position	7
Statement of changes in equity	8
Cash flow statement	9
Notes to the financial statements	10 - 35

RONIN EUROPE LIMITED

BOARD OF DIRECTORS AND OTHER OFFICERS

Board of Directors:	Tatiana Elkina – Executive Artem Delendik – Executive Alexander Papadopoulos – Non-Executive Yuliy Shleper – Non-Executive Varnavas Playbell – Non-Executive Georgios Lakkotrypis – Non-Executive
Company Secretary:	Bizserve Secretarial Services Limited Nicosia, Cyprus
Independent Auditors:	Deloitte Limited Certified Public Accountants and Registered Auditors Maximos Plaza, Tower 1, 3rd Floor 213 Arch. Makariou III Avenue 3030 Limassol Cyprus
Registered office:	19 Promachon Eleftherias street Floor 2 Agios Athanasios 4103, Limassol, Cyprus
Bankers:	J.P. Morgan New York Euroclear Bank S.A. Alpha Bank Cyprus Ltd Converse Bank CJSC Bank Freedom Finance Kazakhstan JSC Al Salam Bank B.S.C. Landcombank LLC ABC Banking Corporation Ltd Econombank AO Sohar International Bank SAOG YES Bank First Abu Dhabi Bank PJSC Sygnum Bank AG Revolut Bank UAB
Registration number:	HE 182457

RONIN EUROPE LIMITED

MANAGEMENT REPORT

The Board of Directors of Ronin Europe Limited (the "Company") presents to the members its Management Report and audited financial statements of the Company for the year ended 31 December 2025.

Incorporation

The Company Ronin Europe Limited was incorporated in Cyprus on 21 August 2006 as a private limited liability company under the provisions of the Cyprus Companies Law, Cap. 113.

Principal activities and nature of operations of the Company

The principal activities of the Company, which are unchanged from last year, are the operation as an investment firm and the provision of investment and related services. On 31 October 2007 the Company received a Financial Services license from the Cyprus Securities and Exchange Commission (CySEC) for the provision of these services. The Company's license was subsequently amended on 7 November 2011, whereby the Company has also been granted a license for trading on own account.

Review of current position, future developments and performance of the Company's business

The Company's development to date, financial results and position as presented in the financial statements are considered satisfactory.

Principal risks and uncertainties

The principal risks and uncertainties faced by the Company are disclosed in notes 6, 7 and 24 of the financial statements.

Existence of branches

The Company does not maintain any branches.

Results

The Company's results for the year are set out on page 6.

Dividends

The Board of Directors does not recommend the payment of a dividend and the net profit for the year is retained.

Share capital

There were no changes in the share capital of the Company during the year under review.

Board of Directors

The members of the Company's Board of Directors as at 31 December 2025 and at the date of this report are presented on page 1.

In accordance with the Company's Articles of Association all Directors presently members of the Board continue in office.

There were no significant changes in the assignment of responsibilities and remuneration of the Board of Directors.

Events after the reporting period

Other than those disclosed in the note 29 of the financial statements, there are no other material events after the reporting period, which have a bearing on the understanding of the financial statements.

Independent Auditors

The independent auditors, Deloitte Limited, have expressed their willingness to continue in office and a resolution authorising the Board of Directors to fix their remuneration will be submitted at the forthcoming Annual General Meeting.

By order of the Board of Directors,

Tatiana Elkina
Director

Limassol, 22 April 2026



Independent Auditor's Report

To the Members of Ronin Europe Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Ronin Europe Limited (the "Company"), which are presented in pages 6 to 35 and comprise the statement of financial position as at 31 December 2025, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2025, and of its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Cyprus, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the Management Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, 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.

Deloitte refers to one or more of Deloitte Touche Tohmatsu Limited ("DTTL"), its global network of member firms, and their related entities (collectively, the "Deloitte organisation"). DTTL (also referred to as "Deloitte Global") and each of its member firms and related entities are legally separate and independent entities, which cannot obligate or bind each other in respect of third parties. DTTL and each DTTL member firm and related entity is liable only for its own acts and omissions, and not those of each other. DTTL, NSE and DME do not provide services to clients. Please see www.deloitte.com/about to learn more.

Deloitte & Touche (M.E.) (DME) is an affiliated sublicensed partnership of Deloitte NSE LLP with no legal ownership to DTTL. Deloitte North South Europe LLP (NSE) is a licensed member of Deloitte Tohmatsu Limited.

Deloitte Limited is the sub-licensed affiliate of Deloitte NSE for Cyprus. Deloitte Limited is among the leading professional services firms in Cyprus, providing audit & assurance, tax & legal and consulting, as well as a complete range of services to businesses operating from Cyprus. For more information, please visit the Deloitte Cyprus' website at www.deloitte.com/cy.

Deloitte Limited is a private limited liability company registered in Cyprus (Reg. No. 162812).
Offices: Nicosia, Limassol

This communication contains information which is confidential. It is exclusively to the intended recipient(s). If you are not the intended recipient(s), please: (1) notify the sender by forwarding this communication and destroy all copies and (2) note that disclosure, distribution, copying or use of this communication is strictly prohibited. Any erroneous disclosure, distribution or copying of this communication cannot be guaranteed to be secure or free from error.

© 2026 Deloitte Limited

Deloitte.



Professional
Services Partner



Independent Auditor's Report (continued)

To the Members of Ronin Europe Limited

Responsibilities of the Board of Directors for the Financial Statements

The Board of Directors is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS Accounting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

Independent Auditor's Report (continued)

To the Members of Ronin Europe Limited

Report on Other Legal Requirements

Pursuant to the additional requirements of the Auditors Law of 2017, we report the following:

- In our opinion, based on the work undertaken in the course of our audit, the Management Report has been prepared in accordance with the requirements of the Cyprus Companies Law, Cap 113, and the information given is consistent with the financial statements.
- In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the Management Report. We have nothing to report in this respect.

Other Matter

This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 69 of the Auditors Law of 2017 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whose knowledge this report may come to.



Stelios N. Kyriakides
Certified Public Accountant and Registered Auditor
for and on behalf of
Deloitte Limited
Certified Public Accountants and Registered Auditors

Limassol, 22 April 2026

RONIN EUROPE LIMITED

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	2025 US\$	2024 US\$
Revenue	8	10.099.411	11.078.738
Direct costs	9	(2.242.660)	(4.060.530)
Net other operating loss	10	194.836	(2.511)
Administration expenses		(3.276.377)	(2.703.167)
Other expenses	11	(13.974)	(254.000)
Operating profit		4.761.236	4.058.530
Net finance costs	13	(103.184)	(131.208)
Profit before tax		4.658.052	3.927.322
Tax	14	(543.657)	(507.401)
Profit for the year		4.114.395	3.419.921
Other comprehensive income			
Fair value (loss)/gain on financial assets at FVTOCI		2.523.724	(576.999)
Reclassification adjustment relating to financial assets at FVTOCI disposed during the year		11.539	-
Effect of loss allowances on debt investments measured at FVTOCI reclassified to profit or loss		(181.294)	252.698
Other comprehensive income/(loss) for the year		2.353.969	(324.301)
Total comprehensive income for the year		6.468.364	3.095.620

The notes on pages 10 to 35 form an integral part of these financial statements.

RONIN EUROPE LIMITED

STATEMENT OF FINANCIAL POSITION AT 31 DECEMBER 2025

	Note	2025 US\$	2024 US\$
ASSETS			
Non-current assets			
Property, plant and equipment	15	768.308	819.152
Right-of-use assets	16	621.886	132.221
Financial assets at fair value through other comprehensive income	17	<u>70.858.282</u>	<u>64.310.922</u>
		72.248.476	65.262.295
Current assets			
Trade and other receivables	18	2.230.873	2.412.969
Refundable taxes	23	36.898	-
Cash and cash equivalents	19	<u>891.925</u>	<u>468.327</u>
		3.159.696	2.881.296
TOTAL ASSETS		<u>75.408.172</u>	<u>68.143.591</u>
EQUITY AND LIABILITIES			
Equity			
Share capital	20	2.000.000	2.000.000
Share premium		873.678	873.678
Other reserves		362.698	(1.991.271)
Retained earnings		<u>71.124.129</u>	<u>67.009.734</u>
Total equity		74.360.505	67.892.141
Non-current liabilities			
Lease liabilities	21	<u>517.294</u>	-
Total non-current liabilities		517.294	-
Current liabilities			
Trade and other payables	22	414.843	223.394
Lease liabilities	21	115.530	2.798
Current tax liabilities	23	-	25.258
		<u>530.373</u>	<u>251.450</u>
Total liabilities		1.047.667	251.450
TOTAL EQUITY AND LIABILITIES		<u>75.408.172</u>	<u>68.143.591</u>

On 22 April 2026 the Board of Directors of Ronin Europe Limited authorised these financial statements for issue.

.....
Tatiana Elkina
Director

.....
Varnavas Playbell
Director

The notes on pages 10 to 35 form an integral part of these financial statements.

RONIN EUROPE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2025

	Share capital US\$	Share premium US\$	Fair value reserve - Financ ial assets at fair value through other comprehensive income US\$	Retained earnings US\$	Total US\$
Balance at 1 January 2024	2.000.000	873.678	(1.666.970)	63.589.813	64.796.521
Net profit for the year	-	-	-	3.419.921	3.419.921
Other comprehensive income for the year	-	-	(324.301)	-	(324.301)
Balance at 31 December 2024/ 1 January 2025	2.000.000	873.678	(1.991.271)	67.009.734	67.892.141
Net profit for the year	-	-	-	4.114.395	4.114.395
Other comprehensive income for the year	-	-	2.353.969	-	-
Balance at 31 December 2025	<u>2.000.000</u>	<u>873.678</u>	<u>362.698</u>	<u>71.124.129</u>	<u>74.360.505</u>

Share premium is not available for distribution.

Companies, which do not distribute 70% of their profits after tax, as defined by the Special Contribution for the Defence of the Republic Law, within two years after the end of the relevant tax year, will be deemed to have distributed this amount as dividend on the 31 of December of the second year. The amount of the deemed dividend distribution is reduced by any actual dividend already distributed by 31 December of the second year for the year the profits relate. The Company pays special defence contribution on behalf of the shareholders over the amount of the deemed dividend distribution at a rate of 17% (applicable since 2014) when the entitled shareholders are natural persons tax residents of Cyprus and have their domicile in Cyprus. In addition, the Company pays on behalf of the shareholders General Healthcare System (GHS) contribution at a rate of 2,65%, when the entitled shareholders are natural persons tax residents of Cyprus, regardless of their domicile.

The notes on pages 10 to 35 form an integral part of these financial statements.

RONIN EUROPE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	2025 US\$	2024 US\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		4.658.052	3.927.322
Adjustments for:			
Depreciation of property, plant and equipment	15	83.564	76.884
Depreciation of right-of-use assets	16	124.377	132.220
Exchange differences		(6.422)	14.803
Decrease of loss allowance on debt instruments measured at FVTOCI	10	(181.294)	-
Loss from the sale of available-for-sale financial assets		11.600	-
Gain on Lease modification		(4.349)	-
Increase of allowance on debt investments measured at FVTOCI	11	-	252.698
Interest income	8 & 13	(2.646.224)	(2.519.332)
Interest expense on lease liability	13	26.592	21
		<u>2.065.896</u>	<u>1.884.616</u>
Changes in working capital:			
Decrease/(increase) in trade and other receivables		220.087	(199.874)
Increase/(decrease) in trade and other payables		191.451	(37.209)
Cash generated from operations		<u>2.477.434</u>	<u>1.647.533</u>
Income taxes paid		(602.606)	(409.087)
Net cash generated from operating activities		<u>1.874.828</u>	<u>1.238.446</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Payment for purchase of property, plant and equipment	15	(41.493)	(144.431)
Payment for purchase of financial assets at fair value through other comprehensive income	17	(4.802.235)	(2.950.359)
Proceeds from redemption of financial assets		154.939	-
Proceeds from disposal of property, plant and equipment		8.773	-
Proceeds from sale of financial assets at fair value through other comprehensive income	17	1.000.000	-
Proceeds from redemption of financial assets		-	19.538
Interest received		2.231.832	2.048.377
Net cash used in investing activities		<u>(1.448.184)</u>	<u>(1.026.875)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Payments of leases liabilities	21	(3.046)	(2.921)
Net cash used in financing activities		<u>(3.046)</u>	<u>(2.921)</u>
Net increase in cash and cash equivalents		<u>423.598</u>	<u>208.650</u>
Cash and cash equivalents at beginning of the year		468.327	259.677
Cash and cash equivalents at end of the year	19	<u>891.925</u>	<u>468.327</u>

The notes on pages 10 to 35 form an integral part of these financial statements.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

1. Incorporation and principal activities

Country of incorporation

The Company Ronin Europe Limited (the "Company") was incorporated in Cyprus on 21 August 2006 as a private limited liability company under the provisions of the Cyprus Companies Law, Cap. 113. Its registered office is at 19 Promachon Eleftherias street, Floor 2, Agios Athanasios, 4103, Limassol, Cyprus.

Principal activities

The principal activities of the Company, which are unchanged from last year, are the operation as an investment firm and the provision of investment and related services. On 31 October 2007 the Company received a Financial Services license from the Cyprus Securities and Exchange Commission (CySEC) for the provision of these services. The Company's license was subsequently amended on 7 November 2011, whereby the Company has also been granted a license for trading on own account.

2. Basis of preparation

The financial statements have been prepared in accordance with IFRS Accounting Standards as adopted by the European Union (EU) and the requirements of the Cyprus Companies Law, Cap. 113. The financial statements have been prepared under the historical cost convention.

3. Adoption of new or revised standards and interpretations

During the current year the Company adopted all the new and revised IFRS Accounting Standards that are relevant to its operations and are effective for accounting periods beginning on 1 January 2025. This adoption did not have a material effect on the accounting policies of the Company.

4. Material accounting policy information

The principal accounting policies adopted in the preparation of these financial statements are set out below.

Management seeks not to reduce the understandability of these financial statements by obscuring material information with immaterial information. Hence, only material accounting policy information is disclosed, where relevant, in the related disclosure notes.

Going concern basis

The financial statements of the Company have been prepared on a going concern basis.

Revenue

Recognition and measurement

Revenue represents the amount of consideration to which the Company expects to be entitled in exchange for transferring the promised goods or services to the customer, excluding amounts collected on behalf of third parties (for example, value-added taxes); the transaction price. The Company includes in the transaction price an amount of variable consideration as a result of rebates/discounts only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Estimations for rebates and discounts are based on the Company's experience with similar contracts and forecasted sales to the customer.

The Company recognises revenue when the parties have approved the contract (in writing, orally or in accordance with other Customary business practices) and are committed to perform their respective obligations, the Company can identify each party's rights and the payment terms for the goods or services to be transferred, the contract has commercial substance (i.e. the risk, timing or amount of the Company's future cash flows is expected to change as a result of the contract), it is probable that the Company will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer and when specific criteria have been met for each of the Company's contracts with customers.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

4. Material accounting policy information (continued)

Revenue (continued)

The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement. In evaluating whether collectability of an amount of consideration is probable, the Company considers only the customer's ability and intention to pay that amount of consideration when it is due.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimates are reflected in the statement of profit or loss and other comprehensive income in the period in which the circumstances that give rise to the revision become known by Management.

Identification of performance obligations

The Company assesses whether contracts that involve the provision of a range of goods and/or services contain one or more performance obligations (that is, distinct promises to provide a service) and allocates the transaction price to each performance obligation identified on the basis of its stand-alone selling price. A good or service that is promised to a customer is distinct if the customer can benefit from the good or service, either on its own or together with other resources that are readily available to the customer (that is the good or service is capable of being distinct) and the Company's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract (that is, the good or service is distinct within the context of the contract).

- **Rendering of services**

Revenue from rendering of services is recognised over time while the Company satisfies its performance obligations by transferring control over the promised services to the customer in the accounting period in which the services are rendered by reference to the completion of the specific transaction assessed on the basis for the actual service provided as a proportion of the total services to be provided and it is probable that the fees will be collected.

- **Income from investments in securities**

Profits or losses from the sale of investments in securities represent the difference between the net proceeds and the carrying amount of the investments sold and is transferred to profit or loss.

- **Commission income**

Commission income is recognised when the service is provided and it is probable that the fee will be collected.

- **Interest income**

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

Finance income

Interest income is recognised on a time-proportion basis using the effective method.

Finance costs

Interest expense and other borrowing costs are charged to profit or loss as incurred.

Foreign currencies

The financial statements are presented in the currency of the primary economic environment in which the entity operates, the United States Dollars (US\$) (its functional currency).

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

4. Material accounting policy information (continued)

Foreign currencies (continued)

In preparing the financial statements, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the reporting date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income and then in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised in other comprehensive income and then in equity.

The assets and liabilities of the Company's foreign operations (including comparatives) are expressed in United States Dollars using exchange rates prevailing on the reporting date. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Company's translation reserve. Such translation differences are recognised in profit or loss in the period in which the foreign operation is disposed off.

Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated on the straight-line method so as to write off the cost of each asset to its residual value over its estimated useful life. The annual depreciation rates used are as follows:

Furniture, fixtures and office equipment	%
Computer hardware	10
Motor vehicles	20
Objects of art	10
	3

No depreciation is provided on land.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

4. Material accounting policy information (continued)

Leases

The Company as lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

The right-of-use assets are presented as a separate line in the statement of financial position.

The Company applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "Other expenses" in profit or loss.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

4. Material accounting policy information (continued)

Leases (continued)

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has not used this practical expedient. For a contracts that contain a lease component and one or more additional lease or non-lease components, the Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Financial assets - Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification and subsequent measurement of debt financial assets depends on: (i) the Company's business model for managing the related assets portfolio and (ii) the cash flow characteristics of the asset. On initial recognition, the Company may irrevocably designate a debt financial asset that otherwise meets the requirements to be measured at amortized cost or at FVTOCI if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

For investments in equity instruments that are not held for trading, classification will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVTOCI). This election is made on an investment-by-investment basis.

All other financial assets are classified as measured at FVTPL.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVTOCI).

Financial assets - Recognition and derecognition

All purchases and sales of financial assets that require delivery within the time frame established by regulation or market convention ("regular way" purchases and sales) are recorded at trade date, which is the date when the Company commits to deliver a financial instrument. All other purchases and sales are recognised when the entity becomes a party to the contractual provisions of the instrument.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Financial assets - Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Fair value at initial recognition is best evidenced by the transaction price. A gain or loss on initial recognition is only recorded if there is a difference between fair value and transaction price which can be evidenced by other observable current market transactions in the same instrument or by a valuation technique whose inputs include only data from observable markets.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

4. Material accounting policy information (continued)

Financial assets - Measurement (continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in 'other income'. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss and other comprehensive income. Financial assets measured at amortised cost (AC) comprise: cash and cash equivalents, bank deposits with original maturity over 3 months, trade receivables and financial assets at amortised cost.

FVTOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in "other income". Foreign exchange gains and losses are presented in "other gains/(losses)" and impairment expenses are presented as separate line item in the statement of profit or loss and other comprehensive income.

FVTPL: Assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in profit or loss and presented net within "other gains/(losses)" in the period in which it arises.

Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's Management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment, any related balance within the FVOCI reserve is reclassified to retained earnings. The Company's policy is to designate equity investments as FVOCI when those investments are held for strategic purposes other than solely to generate investment returns. Dividends from such investments continue to be recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at FVTPL and dividend income are recognised "in other gains/(losses)" in the statement of profit or loss and other comprehensive income as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

Financial assets - impairment - credit loss allowance for ECL

The Company assesses on a forward-looking basis the ECL for debt instruments (including loans) measured at AC and FVTOCI and with the exposure arising from loan commitments and financial guarantee contracts. The Company measures ECL and recognises credit loss allowance at each reporting date. The measurement of ECL reflects: (i) an unbiased and probability weighted amount that is determined by evaluating a range of possible outcomes, (ii) time value of money and (iii) all reasonable and supportable information that is available without undue cost and effort at the end of each reporting period about past events, current conditions and forecasts of future conditions.

The carrying amount of the financial assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the statement of profit or loss and other comprehensive income within "net impairment losses on financial and contract assets. Subsequent recoveries of amounts for which loss allowance was previously recognised are credited against the same line item.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

4. Material accounting policy information (continued)

Financial assets - impairment - credit loss allowance for ECL (continued)

Debt instruments carried at amortised cost are presented in the statement of financial position net of the allowance for ECL. For loan commitments and financial guarantee contracts, a separate provision for ECL is recognised as a liability in the statement of financial position.

For debt instruments at FVTOCI, an allowance for ECL is recognised in profit or loss and it affects fair value gains or losses recognised in OCI rather than the carrying amount of those instruments.

Expected losses are recognised and measured according to one of two approaches: general approach or simplified approach.

For trade receivables and contract assets, including trade receivables and contract assets with a significant financing component, and lease receivables the Company applies the simplified approach permitted by IFRS 9, which requires lifetime expected credit losses to be recognised from initial recognition of the financial assets.

For all other financial instruments that are subject to impairment under IFRS 9, the Company applies general approach - three stage model for impairment. The Company applies a three stage model for impairment, based on changes in credit quality since initial recognition. A financial instrument that is not credit-impaired on initial recognition is classified in Stage 1.

Financial assets in Stage 1 have their ECL measured at an amount equal to the portion of lifetime ECL that results from default events possible within the next 12 months or until contractual maturity, if shorter ("12 Months ECL"). If the Company identifies a significant increase in credit risk ("SICR") since initial recognition, the asset is transferred to Stage 2 and its ECL is measured based on ECL on a lifetime basis, that is, up until contractual maturity but considering expected prepayments, if any ("Lifetime ECL"). Refer to note 6, Credit risk section, for a description of how the Company determines when a SICR has occurred. If the Company determines that a financial asset is credit-impaired, the asset is transferred to Stage 3 and its ECL is measured as a Lifetime ECL. The Company's definition of credit impaired assets and definition of default is explained in note 6, Credit risk section.

Financial assets - reclassification

Financial instruments are reclassified only when the business model for managing those assets changes. The reclassification has a prospective effect and takes place from the start of the first reporting period following the change.

Financial assets - write-off

Financial assets are written-off, in whole or in part, when the Company exhausted all practical recovery efforts and has concluded that there is no reasonable expectation of recovery. The write-off represents a derecognition event. The Company may write-off financial assets that are still subject to enforcement activity when the Company seeks to recover amounts that are contractually due, however, there is no reasonable expectation of recovery.

Financial assets - modification

The Company sometimes renegotiates or otherwise modifies the contractual terms of the financial assets. The Company assesses whether the modification of contractual cash flows is substantial considering, among other, the following factors: any new contractual terms that substantially affect the risk profile of the asset (e.g. profit share or equity-based return), significant change in interest rate, change in the currency denomination, new collateral or credit enhancement that significantly affects the credit risk associated with the asset or a significant extension of a loan when the borrower is not in financial difficulties.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

4. Material accounting policy information (continued)

Financial assets - modification (continued)

If the modified terms are substantially different, the rights to cash flows from the original asset expire and the Company derecognises the original financial asset and recognises a new asset at its fair value. The date of renegotiation is considered to be the date of initial recognition for subsequent impairment calculation purposes, including determining whether a SICR has occurred. The Company also assesses whether the new loan or debt instrument meets the SPPI criterion. Any difference between the carrying amount of the original asset derecognised and fair value of the new substantially modified asset is recognised in profit or loss, unless the substance of the difference is attributed to a capital transaction with owners.

In a situation where the renegotiation was driven by financial difficulties of the counterparty and inability to make the originally agreed payments, the Company compares the original and revised expected cash flows to assets whether the risks and rewards of the asset are substantially different as a result of the contractual modification. If the risks and rewards do not change, the modified asset is not substantially different from the original asset and the modification does not result in derecognition. The Company recalculates the gross carrying amount by discounting the modified contractual cash flows by the original effective interest rate, and recognises a modification gain or loss in profit or loss.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. Cash and cash equivalents are carried at amortised cost because: (i) they are held for collection of contractual cash flows and those cash flows represent SPPI, and (ii) they are not designated at FVTPL.

Classification as financial assets at amortised cost

These amounts generally arise from transactions outside the usual operating activities of the Company. They are held with the objective to collect their contractual cash flows and their cash flows represent solely payments of principal and interest. Accordingly, these are measured at amortised cost using the effective interest method, less provision for impairment. Financial assets at amortised cost are classified as current assets if they are due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current assets.

Classification as trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less loss allowance.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, in which case they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

Trade receivables are also subject to the impairment requirements of IFRS 9. The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. See note 6, Credit risk section.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Company, and a failure to make contractual payments for a period of greater than 180 days past due.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

4. Material accounting policy information (continued)

Financial liabilities - measurement categories

Financial liabilities are initially recognised at fair value and classified as subsequently measured at amortised cost, except for (i) financial liabilities at FVTPL: this classification is applied to derivatives, financial liabilities held for trading (e.g. short positions in securities), contingent consideration recognised by an acquirer in a business combination and other financial liabilities designated as such at initial recognition and (ii) financial guarantee contracts and loan commitments.

Trade payables

Trade payables are initially measured at fair value and are subsequently measured at amortised cost, using the effective interest rate method.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the statement of financial position.

Share capital

Ordinary shares are classified as equity. The difference between the fair value of the consideration received by the Company and the nominal value of the share capital being issued is taken to the share premium account.

Customer assets and clients funds

Cash held on behalf of clients and financial instruments held in a fiduciary capacity are not treated as assets of the Company and, accordingly, are not included in these financial statements.

Comparatives

Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year.

5. New accounting pronouncements

At the date of approval of these financial statements, standards and interpretations were issued by the International Accounting Standards Board which were not yet effective. Some of them were adopted by the European Union and others not yet. The Board of Directors expects that the adoption of these accounting standards in future periods will not have a material effect on the financial statements of the Company.

At the date of approval of these financial statements the following accounting standards were issued by the International Accounting Standards Board but were not yet effective:

(i) Adopted by the European Union

- *IFRS 18 Presentation and Disclosure in Financial Statements (issued on 9 April 2024) (effective for annual periods beginning on or after 01 January 2027).*
- *Annual Improvements Volume 11 (issued on 18 July 2024) (effective for annual periods beginning on or after 01 January 2026).*
- *Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7 (issued on 18 December 2024) (effective for annual periods beginning on or after 01 January 2026).*
- *Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (issued on 30 May 2024) (effective for annual periods beginning on or after 01 January 2026).*

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

5. New accounting pronouncements (continued)

(ii) Not adopted by the European Union

IFRS Standards and Interpretations

- *IFRS 19 Subsidiaries without Public Accountability: Disclosures (issued on 9 May 2024) (effective for annual periods beginning on or after 01 January 2027).*

Amendments

- *Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Translation to a Hyperinflationary Presentation Currency (issued on 13 November 2025) (effective for annual periods beginning on or after 01 January 2027).*
- *Amendments to IFRS 19 Subsidiaries without Public Accountability: Disclosures (issued on 21 August 2025) (effective for annual periods beginning on or after 01 January 2027).*

The Board of Directors expects that the adoption of these standards in future periods will not have a material effect on the financial statements of the Company.

6. Financial risk management

Financial risk factors

The Company is exposed to credit risk, liquidity risk, currency risk, other market price risk, tourist industry risk, operational risk, compliance risk, litigation risk, reputation risk, share ownership risk, capital risk management and other risks arising from the financial instruments it holds. The risk management policies employed by the Company to manage these risks are discussed below:

6.1 Credit risk

Credit risk arises from cash and cash equivalents, contractual cash flows of debt investments carried at amortised cost and at fair value through other comprehensive income (FVTOCI) and deposits with banks and financial institutions, as well as credit exposures to receivables from clients.

(i) Risk management

Credit risk is managed on an individual basis. For banks and financial institutions, the Company has established policies whereby the majority of bank balances are held with independently rated parties with high credit rating.

For banks and financial institutions, only independently rated parties with high credit rating are accepted. If customers are independently rated, these ratings are used.

Otherwise, if there is no independent rating, management assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual credit limits and credit terms are set based on the credit quality of the customer in accordance with limits set by the Board of Directors. The utilisation of credit limits is regularly monitored. The Company holds cash collateral for balances from clients.

(ii) Impairment of financial assets

The Company has the following types of financial assets that are subject to the expected credit loss model:

- trade receivables
- financial assets carried at FVOCI
- cash and cash equivalents
- credit commitments

Trade receivables

The Company assesses, on an individual basis, its exposure to credit risk arising from trade receivables. This assessment is based on the rating of the bank institutions where the clients' funds are safeguarded and withdrawn after the year end, since the company transfers funds to fulfil the obligation of its clients towards the Company during the preceeding month.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

6. Financial risk management (continued)

6.1 Credit risk (continued)

(ii) Impairment of financial assets (continued)

Trade receivables (continued)

Loss allowance on Trade receivables was deemed to be minimal and no expected loss provision was recorded during the year.

Debt investments

For measurement of expected credit loss on debt investments, the Company is using published probability of default (PD) and loss given default (LGD) factors issued by credit rating agencies. Debt instruments are considered to be low credit risk when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

Debt investments fair value through other comprehensive income.

Debt investments at fair value through other comprehensive income (FVTOCI) include listed debt securities. The loss allowance for debt investments at FVTOCI is recognised in profit or loss and reduces the fair value loss otherwise recognised in OCI.

Cash and cash equivalents

The Company measures its expected credit loss for its cash and cash equivalents by reference to the banks' external credit ratings and relevant published default and loss rates. The Company monitors changes in external credit ratings and default rates and compares these to credit risk at initial recognition. As the Company's cash and cash equivalents are held in banks with high credit quality ratings with investment grade, the probability of default is low and the expected credit loss is minimal. Thus, no loss has been recognized in the financial statements.

(iii) Net impairment losses on financial and contract assets recognised in profit or loss

During the year, the following gains/(losses) were recognised in profit or loss in relation to impaired financial assets and contract assets:

Impairment losses	2025	2024
	US\$	US\$
(Increase)/Decrease of allowance on debt investments measured at FVTOCI	<u>181,294</u>	<u>(252,698)</u>
Net impairment profit/(loss) on financial and contract assets	<u>181,294</u>	<u>(252,698)</u>

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

6. Financial risk management (continued)

6.1 Credit risk (continued)

(iv) Credit quality of debt investments

The credit quality of debt investments that are neither past due nor impaired can be assessed by reference to external credit ratings (if applicable) or to historical information about counterparty default rates:

Counterparties with external credit rating (Fitch)	2025	2024
	US\$	US\$
AAA	-	2,021,380
AA+	3,053,010	982,590
AA	3,779,420	3,622,540
AA-	10,834,170	9,018,615
A+	10,314,360	6,791,135
A	8,088,996	5,842,110
A-	6,383,031	8,123,705
BBB+	6,453,734	1,986,900
BBB	9,238,471	12,474,191
BBB-	5,383,760	6,532,250
BB+	2,883,720	3,700,150
BB	4,390,590	3,173,593
Not rated	55,020	41,763
Total fully performing counterparty exposures	70,858,282	64,310,922

Staging classification and provision for ECL analysis:

	2025		2024	
	Balance	Provision for ECL	Balance	Provision for ECL
- Stage 1	69,226,098	231,077	62,651,632	236,008
- Stage 2	1,632,184	98,856	1,659,290	275,220
	<u>70,858,282</u>	<u>329,933</u>	<u>64,310,922</u>	<u>511,228</u>

	2025	2024
	US\$	US\$
Cash at bank and short term bank deposits ⁽¹⁾		
AA	526,575	416,968
AA-	13,880	16,457
BBB-	301,280	1,118
BB	-	8,834
Not rated	50,068	24,430
BB+	891,803	467,807

The difference with the Statement of Financial Position item "cash and cash equivalents" amounting to US\$122 (2024: US\$520) relates to cash in hand.

All the cash balances are classified at Stage 1.

Loss allowance on cash and cash equivalents was deemed to be minimal and no expected loss provision was recorded during the year.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

6. Financial risk management (continued)

6.2 Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Company has procedures with the object of minimising such losses such as maintaining sufficient cash and other highly liquid current assets and by having available an adequate amount of committed credit facilities.

The following tables detail the Company's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

31 December 2025	Carrying amounts US\$	Contractual cash flows US\$	3 months or less US\$	3-12 months US\$	1-2 years US\$	2-5 years US\$	More than 5 years US\$
Lease liabilities	632.824	704.722	35.237	105.708	140.944	422.833	-
Trade and other payables	307.988	307.988	307.988	-	-	-	-
	940.812	1.012.710	343.225	105.708	140.944	422.833	-

31 December 2024	Carrying amounts US\$	Contractual cash flows US\$	3 months or less US\$	3-12 months US\$	1-2 years US\$	2-5 years US\$	More than 5 years US\$
Lease liabilities	2.798	2.805	700	2.105	-	-	-
Trade and other payables	180.798	180.798	135.798	45.000	-	-	-
	183.596	183.603	136.498	47.105	-	-	-

6.3 Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the Company's measurement currency. The Company is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the Euro, GBP and the Russian Ruble. The Company's Management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

	Liabilities		Assets	
	2025 US\$	2024 US\$	2025 US\$	2024 US\$
Euro	(76.348)	(124.623)	232.044	72.666
British Pounds	-	-	10.224	3.928
Russian Ruble	(188.286)	-	29.394	3.861
Kazakhstani Tenge	-	(191)	443	451
Indian Rupee	-	-	4.399	822
Swiss Franc	-	-	322	-
	(264.634)	(124.814)	276.826	81.728

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

6. Financial risk management (continued)

6.3 Currency risk (continued)

Sensitivity analysis

A 10% strengthening of the United States Dollars against the following currencies at 31 December 2025 would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. For a 10% weakening of the United States Dollars against the relevant currency, there would be an equal and opposite impact on the profit and other equity.

	Equity		Profit or loss	
	2025 US\$	2024 US\$	2025 US\$	2024 US\$
Euro	15.570	(5.196)	15.570	(5.196)
British Pounds	1.022	393	1.022	393
Russian Ruble	(15.889)	386	(15.889)	386
Kazakhstani Tenge	44	26	44	26
Indian Rupee	440	82	440	82
Swiss Franc	32	-	32	-
	<u>1.219</u>	<u>(4.309)</u>	<u>1.219</u>	<u>(4.309)</u>

6.4 Debt securities at price risk

Debt securities price risk is the risk of loss as a result of adverse changes in the prices of debt securities held by the Company. Debt security prices change as the credit risk of the issuers change. The Company invests a significant part of its liquid assets in debt securities, both sovereign and corporate bonds. The Company constantly monitors the risk rating of its investments through various rating agencies, refer to note 12 for the credit risk rating of each individual issuer. Changes in the prices of debt securities classified as fair value through OCI investments affect the equity of the Company (if not impaired).

The Company is exposed to financial risks arising from changes in equity security prices. The Company monitors the mix of equity securities in its portfolio so as to mitigate its exposure to this market price risk.

	2025 US\$ Impact on Equity	2024 US\$ Impact on Equity
Change in market prices		
+2,5%	1.771.457	1.607.773
+5%	3.542.914	3.215.546
+10%	7.085.828	6.431.092

6.5 IT Risk

IT risk could occur as a result of inadequate information technology and processing, or arise from an inadequate IT strategy and policy or inadequate use of the Company's information technology. The Company's Business Continuity Plan addresses the consequences of IT risk. Specifically, policies have been implemented regarding back-up procedures, software maintenance, hardware maintenance, use of the internet and anti-virus procedures. Materialization of this risk has been minimized to the lowest possible level.

6.6 Operational risk

Operational risk is the risk of loss arising from fraud, unauthorized activities, error, omission, inefficiency, systems' failure or external events. It is inherent in every business organization and covers a wide range of issues.

The Company manages operational risk through a control-based environment in which processes are documented and transactions are reconciled and monitored. This is supported by a program of audits undertaken by the Internal Auditors of the Company and by continuous monitoring of operational risk incidents to ensure that past failures are not repeated. In addition the Company manages this risk via onsite inspections by the Compliance Officer, maintaining a Disaster Recovery and Business Continuity plan and information security policy.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

6. Financial risk management (continued)

6.7 Compliance risk

This could occur as a result of adverse business decisions, improper implementation of decisions or lack of responsiveness to changes in the business environment. The Company's exposure to strategic risk is moderate as policies and procedures to minimize this type of risk are implemented in the overall strategy of the Company.

6.8 Litigation risk

This could arise as a result of breaches or non-compliance with legislation, regulations, agreements or ethical standards and have an effect on earnings and capital. The probability of such risks occurring is relatively low due to the detailed internal procedures and policies implemented by the Company and regular reviews by the Internal Auditors and Compliance Officer. The structure of the Company is such to promote clear coordination of duties and the management consists of individuals of suitable professional experience, ethos and integrity, who have accepted responsibility for setting and achieving the Company's strategic targets and goals. In addition, the board meets at least annually to discuss such issues and any suggestions to enhance compliance are implemented by management.

6.9 Reputation risk

Reputation risk is the current or prospective risk to earnings and capital arising from an adverse perception of the image of the Company on the part of customers, counterparties, shareholders, investors or regulators. Reputation risk could be triggered by poor performance, the loss of one or more of the Company's key directors, the loss of large clients, poor customer service, fraud or theft, customer claims and legal action, regulatory fines.

The Company has policies and procedures in place when dealing with possible customer complaints in order to provide the best possible assistance and service under such circumstances. The Company's Directors are made up of high caliber professionals who are recognized in the industry for their integrity and ethos; this adds value to the Company.

6.10 Business risk

This includes the current or prospective risk to earnings and capital arising from changes in the business environment including the effects of deterioration in economic conditions. Research on economic and market forecasts are conducted with a view to minimize the Company's exposure to business risk. These are analyzed and taken into consideration when implementing the Company's strategy.

6.11 Capital risk management

The Company, being a Cyprus Investment Firm (CIF) regulated by the Cyprus Securities and Exchange Commission ("CySEC"), is subject to the relevant laws and directives, which provide for the provision of Investment Services, the exercise of Investment Activities, the operation of Regulated Markets and other related matters. The above law governs its obligations with regards to:

- (a) what constitutes a CIF's capital base and the method of its computation,
- (b) what constitutes a capital adequacy ratio, the manner of its computation as well as the minimum level of adequacy ratio which should be maintained by CIF's,
- (c) the minimum capital requirements which CIF firms should maintain.

Computation of Capital Base

The capital base consists of original own funds plus additional own funds less deductions:

- i. Original own funds comprise of ordinary share capital issued and fully paid, share premium, reserves with the exception of revaluation reserves, and minority interests less goodwill and other intangible assets.
- ii. Additional own funds comprise of revaluation reserves, hybrid capital instruments, fixed term cumulative preference shares, subordinated term loan capital with a minimum original term of maturity of over five years, general provisions for bad debts and minority interest arising from participations in additional own funds.
- iii. Deductions from total capital include illiquid financial assets.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

6. Financial risk management (continued)

6.11 Capital risk management (continued)

Own funds

As per the new rules set by the IFR, investment firms are required to maintain Own Funds consisting of the sum of their Common Equity Tier 1 capital, Additional Tier 1 capital and Tier 2 capital, and shall meet all the following conditions at all times:

- i. Common Equity Tier 1 Capital of at least 56% of Own Funds Requirements.
- ii. Common Equity Tier 1 Capital and Additional Tier 1 Capital of at least 75% of Own Funds Requirements.
- iii. Common Equity Tier 1 Capital, Additional Tier 1 Capital and Tier 2 Capital of at least 100% of Own Funds Requirements

Minimum capital adequacy ratio

The new framework (IFR/IFD) introduces a different approach for calculating the Minimum Capital Requirements, which dictates for Class 2 investment firms, that they are derived by taking the highest of the Fixed Overhead Requirement ("FOR"), the Permanent Minimum Capital Requirement.

Capital adequacy ratio

The capital adequacy ratio expresses the capital base, as this is defined above, as a proportion of the total of risk-weighted assets and off balance sheet items.

Additionally, the Company is required to publish Pillar III disclosures setting out the arrangements it has put in place to monitor, manage and mitigate the various risks it incurs, as well as the results of its capital adequacy calculations for the immediately preceding year based on audited figures. The Company prepares these disclosures on an annual basis reviewed by external auditors by end of May each year and publishes them on its website, <https://ron.in>.

6.12 Regulatory risk

Regulatory risk is the risk the Company faces by not complying with relevant Laws and Directives issued by its supervisory body. If materialized, regulatory risk could trigger the effects of reputation and strategic risk. The Company has documented procedures and policies based on the requirements of relevant Laws and Directives issued by the Commission; these can be found in the Internal Operations Manual. Compliance with these procedures and policies are further assessed and reviewed by the Company's Internal Auditors and suggestions for improvement are implemented by management. The Internal Auditors evaluate and test the effectiveness of the Company's control framework at least annually. Therefore the risk of non-compliance is very low.

6.13 Safeguarding of clients' assets

The Company is also required to comply with the requirements of Part II, paragraphs 4-9 of the Directive D187-01 of CySEC for the purposes of safeguarding clients' rights in relation to financial instruments and belongings to them. According to the requirements of the Directive, the Company must establish such internal control procedures around the receipt, maintenance and transmission of clients' assets to ensure the best possible level of protection for clients' financial instruments. These procedures include the segregation of clients' financial instruments from the entity's financial instruments, the performance of reconciliations, the circularisation of account statements to clients and other procedures.

Fair value estimation

The fair values of the Company's financial assets and liabilities approximate their carrying amounts at the reporting date.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

7. Critical accounting estimates and judgments

The preparation of financial statements in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates and requires Management to exercise its judgment in the process of applying the Company's accounting policies. It also requires the use of assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on Management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

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

Judgments

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

- **Calculation of expected credit losses**

When measuring expected credit losses the Company uses reasonable and supportable forward looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 6, Credit risk section.

- **Income taxes**

Significant judgment is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

- **Impairment of financial assets**

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 6, Credit risk section.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

8. Revenue

The revenue of the Company consists of the following:

	2025	2024
	US\$	US\$
Brokerage commissions	4,026,851	4,791,688
Performance fee received	58,167	726
Portfolio management fees	111,949	88,675
Custody commission	1,192,834	1,498,218
Account management fees	2,025,755	2,151,822
Investment income (bond interest)	2,645,822	2,509,829
Other income	38,033	37,780
	<u>10,099,411</u>	<u>11,078,738</u>

Investment income is represented by the effective interest earned by the Company on bonds held by the Company during the year as disclosed in note 17.

9. Direct costs

	2025	2024
	US\$	US\$
Depository and maintenance fees	1,452,519	1,226,656
Other direct costs	610,150	554,819
Brokerage fees	179,991	2,279,055
	<u>2,242,660</u>	<u>4,060,530</u>

10. Net other operating loss

	2025	2024
	US\$	US\$
Decrease of loss allowance on debt instruments measured at FVTOCI	181,294	-
Other operating (loss)/income	9,193	(2,511)
Gain from lease modification	4,349	-
	<u>194,836</u>	<u>(2,511)</u>

11. Other expenses

	2025	2024
	US\$	US\$
Net loss from disposal/redemption of financial assets at FVTOCI	11,600	-
Increase of allowance on debt investments measured at FVTOCI	-	252,698
Other expenses	2,374	1,302
	<u>13,974</u>	<u>254,000</u>

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

12. Staff costs

	2025 US\$	2024 US\$
Salaries	2,205,849	1,753,961
Social security costs	199,486	164,122
GHS contribution	58,975	49,576
	<u>2,464,310</u>	<u>1,967,659</u>

The average number of employees (including Directors in their executive capacity) employed by the Company during the year 2025 and 2024 were 24 and 22 respectively.

13. Net finance costs

	2025 US\$	2024 US\$
Finance income		
Interest income	402	9,503
	<u>402</u>	<u>9,503</u>
Finance costs		
Interest expense		
Interest on obligations under finance leases	(26,592)	(21)
Other interest	(1,977)	(1,941)
Sundry finance expenses		
Bank charges	(54,516)	(70,391)
Net foreign exchange losses		
Realised foreign exchange losses	(20,501)	(68,358)
	<u>(103,586)</u>	<u>(140,711)</u>
Net finance costs	<u>(103,184)</u>	<u>(131,208)</u>

14. Tax

	2025 US\$	2024 US\$
Corporation tax	543,657	507,401
Charge for the year	<u>543,657</u>	<u>507,401</u>

The total charge for the year can be reconciled to the accounting profit as follows:

	2025 US\$	2024 US\$
Profit before tax	4,658,052	3,927,322
Tax calculated at the applicable tax rates	582,257	490,915
Tax effect of expenses not deductible for tax purposes	58,808	86,464
Tax effect of allowances and income not subject to tax	(97,408)	(69,978)
Tax charge	<u>543,657</u>	<u>507,401</u>

The Company is subject to corporation tax on taxable profits at the rate of 12.5%.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

14. Tax (continued)

Under certain conditions interest income may be subject to defence contribution at the rate of 17%. In such cases this interest will be exempt from corporation tax. In certain cases, dividends received from abroad may be subject to defence contribution at the rate of 17%.

Gains on disposal of qualifying titles (including shares, bonds, debentures, rights thereon etc) are exempt from Cyprus income tax.

On 31 December 2025, Cyprus enacted significant tax reform measures, with most changes effective from 1 January 2026. Among the most notable changes anticipated to impact most companies are, without limitation, the increase in the corporate income tax rate from 12.5% to 15%, the extension of the corporation tax loss carry forward period from 5 to 7 years, the abolishment of the deemed dividend distribution rules for corporate profits earned after 1 January 2026.

15. Property, plant and equipment

	Objects of art	Motor vehicles	Furniture, fixtures and office equipment	Computer hardware & software	Total
	US\$	US\$	US\$	US\$	US\$
Cost					
Balance at 1 January 2024	473.953	211.423	241.056	129.139	1.055.571
Additions	-	121.015	4.264	19.152	144.431
Disposals	-	(29.217)	-	-	(29.217)
Balance at 31 December 2024/ 1 January 2025	473.953	303.221	245.320	148.291	1.170.785
Additions	-	34.164	-	7.329	41.493
Disposals	-	(34.957)	-	-	(34.957)
Balance at 31 December 2025	473.953	302.428	245.320	155.620	1.177.321
Depreciation					
Balance at 1 January 2024	35.547	86.940	93.734	87.745	303.966
Charge for the year	14.218	19.885	24.822	17.959	76.884
On disposals	-	(29.217)	-	-	(29.217)
Balance at 31 December 2024/ 1 January 2025	49.765	77.608	118.556	105.704	351.633
Charge for the year	14.219	29.375	22.730	17.240	83.564
On disposals	-	(26.184)	-	-	(26.184)
Balance at 31 December 2025	63.984	80.799	141.286	122.944	409.013
Net book amount					
Balance at 31 December 2025	409.969	221.629	104.034	32.676	768.308
Balance at 31 December 2024	424.188	225.613	126.764	42.587	819.152

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

16. Right-of-use assets

	Buildings US\$
Cost	
Balance at 1 January 2024	798.877
Balance at 31 December 2024/ 1 January 2025	798.877
Modification	(52.614)
Balance at 31 December 2025	746.263
Depreciation	
Balance at 1 January 2024	534.436
Charge for the year	132.220
Balance at 31 December 2024/ 1 January 2025	666.656
Charge for the year	124.377
Lease modification	(666.656)
Balance at 31 December 2025	124.377
Net book amount	
Balance at 31 December 2025	621.886
Balance at 31 December 2024	132.221

The Company has entered into a contract with Amelioma Holdings Limited, a related company, for the lease of its headquarters. The incremental borrowing rate is 4.47% and the assessed remaining lease term is 5 years.

17. Financial assets at fair value through other comprehensive income

	2025 US\$	2024 US\$
Balance at 1 January	64.310.922	61.581.381
Additions	4.774.394	2.943.165
Disposals	(1.000.000)	-
Effect of loss allowance on debt investments measured at FVTOCI	181.294	(252.698)
Revaluation difference transferred to equity	2.342.369	(324.301)
Net effect of the bonds amortization reflected in other comprehensive income	404.242	382.913
Redemption (amortization of face value)	(154.939)	(19.538)
Balance at 31 December	70.858.282	64.310.922

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

17. Financial assets at fair value through other comprehensive income (continued)

31 December 2025	Level 1 US\$	Level 2 US\$	Level 3 US\$	Total US\$
Government bonds	45.135.916	-	-	45.135.916
Corporate bonds	25.722.366	-	-	25.722.366
	<u>70.858.282</u>	<u>-</u>	<u>-</u>	<u>70.858.282</u>

31 December 2024	Level 1 US\$	Level 2 US\$	Level 3 US\$	Total US\$
Government bonds	40.340.559	-	-	40.340.559
Corporate bonds	23.970.363	-	-	23.970.363
	<u>64.310.922</u>	<u>-</u>	<u>-</u>	<u>64.310.922</u>

Disposal of debt investments at FVTOCI:

On disposal of these debt investments, any related balance within the FVTOCI reserve is reclassified to profit or loss.

The exposure of the Company to credit risk and impairment losses in relation to Financial Assets measured at FVTOCI is reported in note 6 of the financial statements.

For Cash Flow Statement presentation purposes, the payments for purchase of financial assets include accrued interest purchased of US\$27.841 (2023: US\$191.277).

18. Trade and other receivables

	2025 US\$	2024 US\$
Trade receivables	1.343.640	1.063.348
Receivables from related parties (Note 25.4)	221.388	713.940
Deposits and prepayments	136.587	112.055
Bond interest receivable	528.686	490.694
Refundable VAT	572	32.932
	<u>2.230.873</u>	<u>2.412.969</u>

The Company does not hold any collateral over the trading balances.

The exposure of the Company to credit risk and impairment losses in relation to trade and other receivables is reported in note 6 of the financial statements.

19. Cash and cash equivalents

Cash balances are analysed as follows:

	2025 US\$	2024 US\$
Cash in hand	122	520
Cash at bank	891.803	467.807
	<u>891.925</u>	<u>468.327</u>

The exposure of the Company to credit risk and impairment losses in relation to cash and cash equivalents is reported in note 6 of the financial statements.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

20. Share capital

	2025 Number of shares	2025 US\$	2024 Number of shares	2024 US\$
Authorised				
Ordinary shares of US\$1 each	<u>2,000,000</u>	<u>2,000,000</u>	<u>2,000,000</u>	<u>2,000,000</u>
Issued and fully paid				
Balance at 1 January	<u>2,000,000</u>	<u>2,000,000</u>	<u>2,000,000</u>	<u>2,000,000</u>
Balance at 31 December	<u>2,000,000</u>	<u>2,000,000</u>	<u>2,000,000</u>	<u>2,000,000</u>

There were no changes in the share capital of the Company during the year.

21. Lease liabilities

	2025 US\$	2024 US\$
Balance at 1 January		
Modification	2,798	5,732
Repayments	609,694	-
Finance charges	(3,046)	(2,921)
Translation differences	26,592	21
	<u>(3,214)</u>	<u>(34)</u>
Balance at 31 December	<u>632,824</u>	<u>2,798</u>

	Minimum lease payments		The present value of minimum lease payments	
	2025 US\$	2024 US\$	2025 US\$	2024 US\$
Not later than 1 year	140,944	2,805	115,530	2,798
Later than 1 year and not later than 5 years	<u>563,777</u>	<u>-</u>	<u>517,294</u>	<u>-</u>
	704,721	2,805	632,824	2,798
Future finance charges	<u>(71,897)</u>	<u>(7)</u>	<u>-</u>	<u>-</u>
Present value of lease liabilities	<u>632,824</u>	<u>2,798</u>	<u>632,824</u>	<u>2,798</u>

22. Trade and other payables

	2025 US\$	2024 US\$
Commission fees payable to brokers and custodians	249,375	150,849
Social insurance and other taxes	59,860	-
Other payables	58,612	29,554
Accruals	46,996	42,596
Payables to associates (Note 25.5)	<u>-</u>	<u>395</u>
	<u>414,843</u>	<u>223,394</u>

23. (Refundable) taxes/current tax liabilities

	2025 US\$	2024 US\$
Corporation tax	<u>(36,898)</u>	<u>25,258</u>
	<u>(36,898)</u>	<u>25,258</u>

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

24. Operating Environment of the Company

On 28 February 2026, the geopolitical situation in the Middle East escalated due to the armed conflict. The situation has created heightened uncertainty in international relations and financial markets, with potential implications for global trade, energy supply, and overall economic stability. Although the conflict is taking place outside Cyprus, it may have indirect effects on the Cypriot economy, given its openness and reliance on international trade, tourism, shipping, and financial services. Potential consequences include volatility in energy and commodity prices, disruptions in global supply chains, fluctuations in foreign exchange and capital markets, and heightened uncertainty in sectors such as tourism and transport. The extent and duration of these effects remain uncertain and cannot be reliably estimated at this stage.

25. Related party balances and transactions

The Company's parent company, owning 100% of the Company's issued share capital, is Ronin Partners B.V. During the course of its normal operations, the Company enters into transactions with other group companies which are fellow subsidiaries under common control as well as with other related companies, which are related to the top management and ultimate beneficial shareholders of the Group.

The related party balances and transactions are as follows:

25.1 Directors' remuneration

The remuneration of Directors and other members of key management was as follows:

	2025	2024
	US\$	US\$
Directors' fees	63,398	31,699
Directors' remuneration	<u>155,544</u>	<u>131,360</u>
	<u>218,942</u>	<u>163,059</u>

25.2 Sales of services

<u>Nature of relationship</u>	<u>Nature of transactions</u>	2025	2024
		US\$	US\$
Companies within the Group	Brokerage income	660,000	980,670
Other related parties	Brokerage income	674,761	832,815
Companies within the Group	Custody income	188,732	133,638
Other related parties	Custody income	122,296	333,548
Companies within the Group	Management account	250,524	239,421
Other related parties	Management account	128,439	136,341
Companies within the Group	Other revenue	827	681
Other related parties	Other revenue	422	3,172
		<u>2,026,001</u>	<u>2,660,286</u>

25.3 Purchases of services

<u>Nature of relationship</u>	<u>Nature of transactions</u>	2025	2024
		US\$	US\$
Companies within the Group	Administration services	3,582	4,388
		<u>3,582</u>	<u>4,388</u>

25.4 Receivables from related parties (Note 18)

<u>Name</u>	<u>Nature of transactions</u>	2025	2024
		US\$	US\$
Companies within the Group	Brokerage/Custody commission receivable	140,342	105,345
Other related parties	Brokerage/Custody commission receivable	81,047	608,595
		<u>221,389</u>	<u>713,940</u>

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

25. Related party balances and transactions (continued)

25.5 Payables to related parties (Note 22)

Name	Nature of transactions	2025 US\$	2024 US\$
Companies within the Group	Administration services	-	395
		<u>-</u>	<u>395</u>

25.6 Right-of-use asset and lease liability with related party

Asset/(Liability)	2025 US\$	2024 US\$
Right-of-use asset	621.886	132.221
Lease liability	(632.824)	(2.798)
Expenses		
Depreciation of right-of-use asset	124.377	132.220
Interest on lease liability	<u>26.592</u>	<u>21</u>

26. Contingent liabilities

As at 31 December 2025 the Company was contingently liable in respect to letters of guarantee amounting to US\$ nil (2024: €1.615 (US\$1.682)) which have been issued in favour of Cyprus Migration Officer.

27. Commitments

Funds and securities belonging to clients

The Company's primary activity is the provision of financial services to third parties. More specifically the Company operates as an investment firm and provides investment and related services. To render such services to the clients the Company holds client bank accounts, custody and brokerage accounts with Banks, Brokerage Firms and Custodian Banks.

At the year end the Company had deposited in client bank and brokerage accounts, under its own name for and on behalf of its clients, US\$286.339.921 (2024: US\$220.427.463).

	2025 US\$	2024 US\$
AA	84.956.124	89.783.104
AA-	109.809.185	84.195.085
BB+	5.159.232	-
BB	-	4.064.759
Not rated	<u>86.415.380</u>	<u>42.384.515</u>
	<u>286.339.921</u>	<u>220.427.463</u>

Equity securities or other financial instruments held by the Company on behalf of the clients are not reflected in the Company's financial statements. At year end, the Company was holding financial instruments on behalf of its clients with total approximate market value of US\$2.127.987.485 (2024: US\$1.699.554.028) mainly comprising of listed equity securities and listed bonds.

RONIN EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

28. Country by country reporting

Part II, Section 2, Paragraph 18 the Directive DI144 2014 14 of the Cyprus Securities and Exchange Commission of the Prudential Supervision of Investment Firms requires CIFs to disclose annually, by Member State and by third country in which it has establishment the following information.

The Company's return on assets calculated as the net profit divided by the total assets for 2025 was 5,4% (2024: 5%).

Company name	Nature of activities	Jurisdiction	Turnover US\$	Number of employees	Profit/(Loss) before tax US\$	Tax on profit/(loss) US\$	Public subsidies received US\$
Ronin Europe Limited	Financial services	Cyprus	<u>10.099.411</u>	<u>24</u>	<u>4.658.052</u>	<u>543.657</u>	-
		Total	<u>10.099.411</u>	<u>24</u>	<u>4.658.052</u>	<u>543.657</u>	-

29. Events after the reporting period

The geopolitical situation in Middle East escalated on 28 February 2026 due to the armed conflict. As of the date of authorisation of the financial statements, the conflict continues to evolve in Middle East as military activity persists. The conflict has caused significant volatility in global energy markets and disruptions to the supply of oil and gas, contributing to increased uncertainty in commodity prices and potential inflationary pressures. Broader consequences have also been observed in financial markets and global supply chains, particularly affecting energy and transportation sectors, as heightened geopolitical tensions around key shipping routes add to market uncertainty. Challenges for companies may include disruptions to supply chains, higher energy and raw material costs and increased uncertainty in operational and financial planning. The impact on the Company largely depends on the nature and duration of uncertain and unpredictable events, such as further military action and reactions to ongoing developments by global financial markets.

The financial effect of the current crisis on the global economy and overall business activities cannot be estimated with reasonable certainty at this stage, due to the pace at which the conflict is evolving and the high level of uncertainties arising from the inability to reliably predict the outcome. There are events that are indicative of conditions that arose after the reporting period. Therefore, these are considered as a non adjusting event and thus, are not reflected in the recognition and measurement of the assets and liabilities in the financial statements as at 31 December 2025.

Although the Company has limited direct exposure, the conflict may still create negative effects on the Cypriot economy. Rising energy prices, fluctuations in foreign exchange rates, increased financial market volatility, supply chain disruptions and intensified inflationary pressures may indirectly impact the operations of the Company. In addition, potential adverse effects on the tourism sector, which constitutes a key pillar of the Cypriot economy, may further influence economic activity and business conditions. The indirect implications will depend on the extent and duration of the crisis and remain uncertain. Management has considered the unique circumstances and the risk exposures of the Company and has concluded that there is no significant impact in the Company's financial position, financial performance and cash flow position. The event is not expected to have an immediate material impact on the business operations. Management will continue to monitor the situation closely.

There were no other material events after the reporting period, which have a bearing on the understanding of the financial statements.

Independent auditor's report on pages 3 to 5