

9HCAPITAL P.L.C.

Annual Report and Consolidated Financial Statements

31 December 2025

Company Registration Number: C 57419

	Pages
Directors' report	1 – 5
Corporate Governance – Statement of compliance	6 – 11
Statements of financial position	12 – 13
Statements of profit or loss and other comprehensive income	14 – 15
Statements of changes in equity	16 – 17
Statements of cash flows	18
Notes to the financial statements	19 – 51
Independent auditor's report	

Directors' report

The Directors present their report and the audited financial statements for the year ended 31 December 2025.

Principal activities

The principal activity of the Company is to operate as a finance and holding company for the 9H Group (consisting of the Company and its three subsidiaries 9HDIGITAL LTD, ANCHOVY Digital Ltd., and MPS Comms Limited). The Group's principal activity is to provide digital services through the integration of creative approaches, cutting-edge technology, and augmented services.

Review of business

During the financial year, the Group acquired 400,000 shares in MPS Comms Limited through one of its subsidiaries, 9HDIGITAL LTD.

2025 Performance

The Group's revenue increased by 77% from €4,082,321 in 2024 to €6,586,401 in 2025 driven by a combination of organic growth and the acquisition of part of the MPS portfolio. Growth has also been driven by continued demand for digital marketing, tech, e-commerce, and technology services, as well as successful expansion into new markets. Operating profit remained relatively stable from €331,347 in 2024 to €336,041 in 2025.

The Group's strategic focus on quality of service, efficiency, and successful collaborations with local partners in the Middle East, particularly through the investment in TAYB Creative Digital LLC (TAYB), have helped to drive momentum and accelerate the Company's growth trajectory.

The group is excited about the opportunities that lie ahead and remains committed to delivering exceptional value to all stakeholders.

2026 Outlook

Building on the strong foundations established in 2025, the Group intends to continue scaling its operations throughout 2026, with a particular focus on expanding the 9H network and deepening strategic partnerships, most notably in the Middle East, where the Group's investment in TAYB continues to deliver encouraging results. Saudi Arabia remains a priority growth market, and the Group will concentrate on securing a robust pipeline of recurring work programs, complemented by landmark flagship projects that will further extend the Group's delivery capabilities and broaden its international footprint.

Following the acquisition of part of the portfolio and resources of MPS Ltd, a traditional media agency, which took effect on 1 May 2025, the Group will dedicate 2026 to fully integrating these capabilities and realising the associated commercial benefits. This addition extends the Group's proposition into traditional media buying and related creative services, complementing its existing digital and technology-led offering while further diversifying its revenue streams.

This dual emphasis, on recurring engagements and high-impact projects, underpins the Group's wider objective of developing a diversified and resilient client portfolio, while continuing to expand the boundaries of its operational capacity. The Board regards this balance as fundamental to sustaining long-term growth and preserving agility within a competitive global environment.

Internally, the Group will continue to invest in talent, operational processes, and enabling technologies (including AI), ensuring that 9HDigital remains the Group's principal platform for delivering commercial value.

The Board remains confident in the Group's strategic direction and capabilities, and is committed to ensuring that the Company and Group remain both proactive and resilient in the face of an evolving market landscape.

Directors' report (continued)

Going Concern

The directors have considered the Group's operating performance, the statement of financial position at year end, as well as the business plan for the coming year, and they have a reasonable expectation that the Company and Group has adequate resources to continue in operational existence for the foreseeable future. Consequently, the Board continues to adopt the going concern basis in the preparation of the financial statements.

Events subsequent to statement of financial position date

The lease assumed by the Group from MPS Ltd, which commenced in January 2025, was terminated in February 2026. This termination relates to conditions arising after 31 December 2025 and, accordingly, no adjustment has been made to the financial statements for the year. The financial impact of the lease termination will be recognised in the financial statements for the year ending 31 December 2026.

The Directors have considered the potential impact of the ongoing conflict in the Middle East on the Group's operations, financial position, and future outlook. Following their assessment, the Directors have determined that, as at the date of approval of these financial statements, the conflict has had no material impact on the Group's business activities, revenue streams, supply chain, or financial performance.

The Directors continue to monitor the situation closely. While the situation remains fluid, the Group does not currently anticipate any significant adverse effects on its operations or going concern status arising from these geopolitical developments. Should circumstances change materially, the Directors will take appropriate action and make further disclosures as required.

Financial results

The Group's revenue for the year amounted to €6,586,401 (2024: €4,082,321). The operating profit for the year amounted to €336,041 (2024: €331,347). The profit before tax for the year amounted to €231,087 (2024: €252,275).

Depreciation and amortisation for the year amounted to €238,651 (2024: €88,381) and finance costs were €104,954 (2024: €79,072). Finance costs for 2025 and 2024 mainly include the bond interest payable and interest on lease liability.

The Group's total asset base stands at €6,870,698 (2024: €2,864,933), the increase being principally due to an increase in the Group's trade and other receivables as a natural result of the Group's growth in revenue. Additionally, the Group recorded a right-of-use asset in respect of a new lease assumed during the year and recognised additional intangible assets resulting from capitalised development expenditures and the acquisition of intellectual property.

Total non-current liabilities amounted to €1,913,039 (2024: €1,385,337) and mainly comprise the bond issue of €1,000,000 less bond issue costs, as well as lease liability.

Company Financial Performance

During 2025, the Company recorded revenue of €42,653 (2024: €860,253). The Company's operating expenses amounted to €157,042 (2024: €95,457) and were recharged through management fees charged to subsidiary of €200,000 (2024: €200,000).

Total comprehensive income for the year amounted to €11,221 (2024: €62,365). The Board is satisfied that the current recharge mechanism continues to appropriately allocate central costs, ensuring that the Company remains sustainably funded without drawing on external revenues.

Directors' report (continued)

Principal risks and uncertainties

The Company and Group are exposed to risks inherent to its operation and can be summarised as follows:

1. Strategy risk

Risk management falls under the responsibility of the Board of Directors. The Board is continuously analysing its risk management strategy to ensure that risk is adequately identified and managed. The Audit Committee regularly reviews the risk profile adopted by the Board of Directors.

2. Operational risks

The Group's revenue is mainly derived from technology, digital marketing and design services. Demand for such services is closely linked to the performance of the economic outlook, both locally and on a global scale. The Company's management is actively involved in spreading its client base to eliminate dependence on a particular industry or territory.

3. Legislative risks

The Group is governed by a number of laws and regulations. Failure to comply could have financial and reputational implications and could materially affect the Group's ability to operate. The Group has embedded operating policies and procedures to ensure compliance with existing legislation.

Financial risk management

Information relating to the Group's financial risk management is disclosed in Note 5 to the financial statements.

Results, dividends and reserves

The financial results are set out in the statement of profit or loss and other comprehensive income on pages 13 to 14. The Company did not distribute a dividend in 2025 (2024: Nil). The Company's earnings carried forward at the end of the financial reporting period amounted to €23,288 (2024: €382,099).

Directors

The Directors of the Company who held office during the year were:

Mr. Joseph Sultana – Chairman
Mr. Benjamin Borg
Mr. Zachary Borg
Mr. Christopher Mifsud
Mr. James Abela
Mr. Matthew Sammut
Mr. Hilary Galea-Lauri (appointed 22 September 2025)
Dr. Etienne Borg Cardona (resigned 22 September 2025)

The Board meets on a regular basis to discuss performance, position and other matters. The Company's Articles of Association do not require any director to retire.

Directors' report (continued)

Statement of Directors' responsibilities for the financial statements

The Directors are required by the Companies Act, (Cap 386) to prepare financial statements which give a true and fair view of the state of affairs of the Company as at the end of each reporting period and of the profit or loss for that period.

In preparing the financial statements, the Directors are responsible for:

- ensuring that the financial statements have been drawn up in accordance with International Financial Reporting Standards as adopted by the EU;
- selecting and applying appropriate accounting policies;
- making accounting estimates that are reasonable in the circumstances;
- ensuring that the financial statements are prepared on the going concern basis unless it is inappropriate to presume that the Company will continue in business as a going concern.

The Directors are also responsible for designing, implementing, and maintaining internal control relevant to the preparation and the fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error, and that comply with the Companies Act, (Cap 386). They are also responsible for safeguarding the assets of the Company and Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The financial statements of 9H Capital p.l.c. for the year ended 31 December 2025 are included in the Annual Report 2025, which is published in hard-copy printed form and may be made available on the Company's website. The Directors are responsible for the maintenance and integrity of the Annual Report on the website in view of their responsibility for the controls over, and the security of, the website. Access to information published on the Company's website is available in other countries and jurisdictions, where legislation governing the preparation and dissemination of financial statements may differ from requirements or practice in Malta.

Auditors

Forvis Mazars have indicated their willingness to continue in office and a resolution for their re-appointment will be proposed at the Annual General Meeting.

Directors' report (continued)

Statement by the Directors on the financial statements and other Information included in the annual report

Pursuant to the requirements of the Prospectus MTF Rules and the Companies Act, Chapter 386 of the Laws of Malta, the Directors declare that, to the best of their knowledge:

- the financial statements included in the Annual Report have been prepared in accordance with the requirements of International Financial Reporting Standards as adopted by the EU and the provisions of the Companies Act (Chapter 386 of the Laws of Malta); and
- the financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- this Annual Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties it faces.

On behalf of the Board

Joseph Sultana

Joseph Sultana
Chairman

Hilary Galea Lauri

Hilary Galea Lauri
Director

Registered office:
53,
Triq Tigne',
Sliema, SLM 3173,
Malta

29 April 2026

Corporate Governance – Statement of compliance

Preliminary

The Prospect MTF Rules issued by the Malta Stock Exchange require qualifying companies admitted to the listing venue to observe relevant corporate governance standards, in this case the Code of Principles of Good Corporate Governance (the “Code”).

Although the adoption of the Code is not obligatory, companies are required by Prospects MTF Rules to include, in their Annual Report, a Directors’ Statement of Compliance which deals with the extent to which the Company has adopted the Code, accompanied by a report of the auditors thereon.

Part 1: Compliance with the Code

The Board of Directors (the “Board”) of the Company believe in the adoption of the Code and has endorsed it except where the size and/or particular circumstances of the Company are deemed by the Board not to warrant the implementation of specific recommendations. Accordingly, some of the provisions of the Code are not applicable whilst others are applicable to a limited extent.

Principle 1 and 4: The Board

The Board of Directors of the Company is responsible for the overall long-term direction and strategy of the Company, assessing and evaluating the performance of the Company’s executive functionaries, ascertaining that control systems suitable to the Company are implemented, that financial reporting is carried out to the highest attainable standards and to ascertain that the Company maintains open communication channels with the market and stakeholders. The Board is also responsible for decisions relating to the redemption of the Bond, and for monitoring that its operations are in conformity with the Company Admission Document and all relevant rules and regulations.

Clear internal and external reporting lines are established with a view to ensuring that the Board can properly discharge its obligation to take decisions in the best interests of the Company. In fact, throughout the year under review, the Board has provided the necessary leadership in the overall direction of the Company and the administration of its resources to enhance the prosperity of the business over time, and therefore the value of the shareholders’ investment.

The Company has a structure that ensures a mix of executive and non-executive directors and that enables the Board to have direct information about the Company’s performance and business activities. The Directors, individually and collectively, are of the appropriate caliber, with the necessary skills and experience to contribute effectively to the decision-making process. All directors have access to independent professional advice, at the expense of the Company, should they so require.

The Directors have determined the Company’s strategic aims and organisational structure and always ensure that the Company has the appropriate mix of financial and human resources to meet its objectives.

Principle 2: Chairman and Chief Executive

The Board of Directors is responsible to set the Company’s strategic direction and governance framework, and providing oversight over the Management of the Company. The day-to-day management of the Company is vested in the Chief Executive Officer (Benjamin Borg). The Chairman of the Board is responsible to lead the Board and set its agenda and also ensures that the Directors of the Board receive precise, timely and objective information so that they can take sound decisions and effectively monitor the performance of the Company.

Corporate Governance – Statement of compliance (continued)

Part 1: Compliance with the Code (continued)

Principle 3: Composition of the Board

The Board is composed of a mix of executive directors and non-executive directors, and considers that the size of the Board, whilst not being too large as to be unwieldy, is appropriate, taking into account the size of the Company, its operations, its business risks and key performance indicators. The combined and varied knowledge, experience and skills of the Board members provide a balance of competences that are required and add value to the proper functioning of the Board and gives direction to the Company.

The board is composed as follows:

Mr. Joseph Sultana – Chairman
Mr. Benjamin Borg
Mr. Zachary Borg
Mr. Christopher Mifsud
Mr. James Abela
Mr. Matthew Sammut
Mr. Hilary Galea-Lauri (appointed 22 September 2025)
Dr. Etienne Borg Cardona (resigned 22 September 2025)

The Company has an appropriate balance of Executive and Non-Executive Directors on the Board. The non-executive directors are Mr Christopher Mifsud, Mr Joseph Sultana, and Mr. Hilary Galea-Lauri, with the latter two being independent within the meaning provided by the Code.

None of the Independent Non-Executive Directors:

- a) are or have been employed in any capacity by the Company;
- b) have, or had within the last three years, a significant business relationship with the Company;
- c) have received or receive significant additional remuneration from the Company;
- d) have close family ties with any of the executive members of the Board;
- e) have served on the Board for more than twelve consecutive years; or
- f) have been within the last three years an engagement partner or a member of the audit team of the present or past external auditors of the Company.

The process of appointment of Directors is transparent, is set out in the Company's Articles of Association and it is conducted during the Company's AGM where all the shareholders of the Company are entitled to participate in the voting process to elect the Board of Directors. Furthermore, in terms of the Company's Memorandum and Articles of Association, a Director is prohibited from voting on any contract or arrangement or any other proposal in which he has a material interest.

Principle 5: Board Meetings

Board meetings concentrate mainly on strategy, operational performance, and financial performance of the Company. The Chairperson ensures that all relevant items are set on the agenda and ensures that all board members partake in discussions of complex and contentious issues. Board members are notified of forthcoming meetings by the Company Secretary with the issue of an agenda and supporting reading materials, which are circulated well in advance of the meeting. After each Board meeting and before the next, Board minutes that faithfully record attendance, key issues and decisions are sent to the directors.

Corporate Governance – Statement of compliance (continued)

Part 1: Compliance with the Code (continued)

Principle 5: Board Meetings – continued

The Board aims to meet a minimum of four times every calendar year. It is currently composed of seven individuals, three of whom are non-executives completely independent of the Company or any other related companies. The Board met four times during the period under review. The number of board meetings attended by directors for the year under review is as follows:

Benjamin Borg	four times
Zachary Borg	four times
Christopher Mifsud	four times
Joseph Sultana	four times
James Abela	four times
Matthew Sammut	four times
Hilary Galea-Lauri (appointed 22 September 2025)	one time
Etienne Borg Cardona (resigned 22 September 2025)	three times

Board meetings are attended by Grant Thornton Limited, the Corporate Advisors of the Company, and the Company Secretary. The Company ensures that sufficient information is provided to the attendees to effectively contribute during meetings of the board, and to take informed decisions on the manner in which the Company's affairs are being administered.

Principle 6: Information and Professional Development

On joining the Board, a Director is provided with briefings by the Executive Directors on the activities of the Company. From time to time, the Executive Directors may meet other Board members or organise information briefing sessions to ensure that the Directors are made aware of the general business environment and the Board's expectations, to ensure that it provides directors with relevant information to enable them to effectively contribute to board decisions. Consequently, each director is made aware of the Company's on-going obligations in terms of the Companies Act, the Prospects MTF Rules and other relevant legislation.

Principle 8: Committees

Audit Committee

The Audit Committee's primary objective is to assist the board in fulfilling its oversight responsibilities over the financial reporting processes, financial policies and internal control structure. The Audit Committee is a sub-committee of the Board and is directly responsible and accountable to the Board.

The members of the Audit Committee have discussed various matters during the meetings held in 2025 and have formally set out the Terms of Reference of the Audit Committee. The purpose of the Committee is to set parameters of its remit as well as the basis for the process that it is required to comply with, such that it protects the interest of the Company's share and bond holders and assists the directors in conducting their role effectively. The Audit Committee also monitors the financial reporting process, the effectiveness of internal control and the audit of the annual financial statements.

Additionally, it is responsible for monitoring the performance of the trade debtors of the Company, to ensure that budgets are achieved and if not that corrective action is taken as necessary. It also scrutinises and supervises related party transactions for materiality and ensures that these are carried out on an arm's length basis.

The Malta Stock Exchange reviewed the Audit Committee's Terms of Reference as part of the admission process with respect to the Bonds issued by the Company.

Corporate Governance – Statement of compliance (continued)

Part 1: Compliance with the Code (continued)

Principle 8: Committees – continued

Audit Committee – continued

During the financial period under review, the Audit Committee met four times. The Audit Committee is composed of both executive and non-executive directors as follows:

Executive Director

Benjamin Borg

Non-Executive Director

Etienne Borg Cardona (Chairman of the Audit Committee) (resigned 22 September 2025)

Hilary Galea Lauri (Chairman of the Audit Committee) (appointed 22 September 2025)

Joseph Sultana

The Board considers the Chairman of the Audit Committee to be independent and competent in financial knowledge.

Internal Control

While the Board is ultimately responsible for the Company's system of internal controls and for reviewing its effectiveness, the authority to determine day-to-day non-material operational aspects that fall within the ordinary course are delegated to the Executive Directors.

Systems and procedures are in place to control, monitor, report and assess risks and their financial implications. Management accounts, budgets and strategic plans are prepared on a regular basis and are presented to the Board to monitor the performance of the Company on an on-going basis.

Controls are designed to manage risk, to achieve business objectives and to provide reasonable assurance against normal business risks.

Through the Audit Committee, the Board reviews the effectiveness of the Company's system of internal controls.

The key features of the Company's system of internal control are as follows:

Organisation

The Company operates through the Executive Directors with clear reporting lines and delegation of powers.

Control Environment

The Company is committed to strong standards of business conduct and seeks to maintain these across all of its operations.

Corporate Governance – Statement of compliance (continued)

Part 1: Compliance with the Code (continued)

Principle 8: Committees – continued

The Company has an appropriate organisational structure for planning, executing, controlling, and monitoring business operations in order to achieve its objectives.

Risk Identification

The Executive Directors and Company management are responsible for the identification and evaluation of key risks applicable to their respective areas of business - this is sufficient, given the nature and scale of the Company's operations.

The Company has an appropriate organisational structure for planning, executing, controlling, and monitoring business operations in order to achieve its objectives, given its size and the nature of its activities to date.

Principles 9: Relations with Shareholders and with the Market

The Company recognises the importance of keeping investors informed to ensure that they are able to make informed investment decisions. The Company communicates with the market by way of the Annual Report and Financial Statements, by publishing its results on a six-monthly basis during the year, and by way of Company announcements to the market in general when necessary.

These reports are also available on the Company's website which also contains information about the Company. The Company's website also contains an 'Investor relations' section which includes press releases and investor information sub-sections.

Principle 10: Institutional Shareholders

The Directors are of the view that this Principle is not applicable to the Company.

Principle 11: Conflicts of Interest

Mr Zachary Borg, Mr Benjamin Borg, Mr James Abela and Mr Matthew Sammut are executive officers of the Company and also have a direct beneficial interest in the share capital of the Company, and as such are susceptible to conflicts arising between the potentially diverging interests of the shareholders and the Company. All the Directors of the Company recognise their responsibility to act in the interest of the Company and its shareholders as a whole irrespective of who appointed them to serve on the Board. It is the practice of the Board that when a potential conflict of interest arises in connection with any transaction or other matter, the potential conflict of interest is declared so that steps may be taken to ensure that such items are appropriately dealt with. Directors who have a conflict of interest do not participate in discussions concerning such matters unless the Board finds no objection to the presence of such Directors. The Directors are obliged to keep the Board advised, on an on-going basis, of any interest that could potentially conflict with that of the Company. In any event, Directors refrain from voting on the matters where conflicts of interest arise. There were no such matters in the year under review.

During the year, the Group, through 9HDIGITAL LTD. acquired majority of the shares of MPS Comms Limited, a company owned and controlled by Christopher Mifsud, a non-executive director of the Company. The director declared his interest to the Board and took no part in any discussions or decisions relating to the transaction.

The Directors are informed of their obligations on dealing in securities of the Company within the parameters of the law and subsidiary legislation, as well as the Prospects MTF Rules.

Corporate Governance – Statement of compliance (continued)

Part 1: Compliance with the Code (continued)

Principle 11: Conflicts of Interest – continued

The Audit Committee has the task to ensure that any potential conflicts of interest are resolved in the best interests of the Company. Furthermore, in accordance with the provisions of article 145 of the Companies Act (Cap. 386 of the Laws of Malta), every Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company is under the duty to fully declare his interest in the relevant transaction to the Board at the first possible opportunity and he will not be entitled to vote on matters relating to the proposed transaction and only parties who do not have any conflict in considering the matter will participate in the consideration of the proposed transaction (unless the Board finds no objection to the presence of such Director with conflict of interest).

Principle 12: Corporate Social Responsibility

The Directors are committed to high standards of ethical conduct and to contribute to the development of the well-being of employees and their families as well as the local community and society at large.

Part 2: Non-Compliance with the Code

Principle 7 and 8: Remuneration and Nomination Committees

Under the present circumstances the Company does not consider it necessary to appoint a Remuneration Committee and a Nomination Committee as decisions on these matters are more adequately taken by the Company's Board and at shareholders' level.

The maximum annual aggregate emoluments that may be paid to the Directors is, pursuant to the Company's Memorandum and Articles of Association, approved by the shareholders in general meeting.

The fee payable to directors is not a fixed amount per annum and does not include any variable component relating to profit sharing, share options or pension benefits.

None of the non-executive directors are employed by or had a service contract with the Company at year end.

Total fees of €362,785 (2024: €464,698) were paid to directors during the year under review.

Principle 9: Relations with Shareholders and with the Market

Currently there is no established mechanism disclosed in the Company's Memorandum and Articles of Association, as recommended in Code Provision 9(k), to trigger arbitration in the case of conflict between the minority shareholders and the controlling shareholders. The Board believes, considering the current shareholder profile, the measures currently available for shareholders, such as the right to ask questions, and the continuous dialogue with shareholders provide the necessary safeguards.

Approved by the Board of Directors on 29 April 2026 and signed on its behalf by:

Joseph Sultana

Joseph Sultana
Chairman

Hilary Galea Lauri

Hilary Galea Lauri
Director

Statements of financial position

		As at 31 December 2025 €	Group As at 31 December 2024 €	As at 31 December 2025 €	Company As at 31 December 2024 €
Notes					
ASSETS					
Non-current assets					
Property, plant & equipment	6	55,016	45,004	-	-
Right of use asset	23	837,121	396,476	-	-
Deferred tax asset	15	12,952	6,288	12,952	6,288
Intangible assets	7	1,018,992	81,083	-	-
Goodwill	26	50,000	-	-	-
Investments in subsidiaries	8	-	-	12,708	12,708
Investment in joint venture	9	30,235	-	12,207	12,207
Total non-current assets		2,004,316	528,851	37,867	31,203
Current assets					
Loans and receivables	10	-	-	214,500	214,500
Trade and other receivables	11	4,383,461	1,668,767	1,730,719	773,521
Current tax asset		-	40,613	-	4,254
Cash at bank and in hand	12	482,921	626,702	34,345	548,089
Total current assets		4,866,382	2,336,082	1,979,564	1,540,364
Total assets		6,870,698	2,864,933	2,017,431	1,571,567

Statements of financial position (continued)

	Notes	Group		Company	
		As at 31 December 2025 €	As at 31 December 2024 €	As at 31 December 2025 €	As at 31 December 2024 €
EQUITY AND LIABILITIES					
Capital and reserves					
Share capital	13	394,000	23,968	394,000	23,968
Retained earnings		90,855	329,801	23,288	382,099
Translation reserve		7,002	(8,005)	-	-
Equity attributable to the owners of the parent		491,857	345,764	417,288	406,067
Non-controlling interest		(78,464)	(84,681)	-	-
Total equity		413,393	261,083	417,288	406,067
Non-current liabilities					
Borrowings	14	995,691	992,531	995,691	992,531
Other payables	16	100,000	-	-	-
Lease liability	23	817,348	392,806	-	-
Total non-current liabilities		1,913,039	1,385,337	995,691	992,531
Current liabilities					
Borrowings	14	588,694	220,675	304,306	3,693
Trade and other payables	16	3,789,962	978,198	267,359	169,276
Current tax liability		92,598	-	32,787	-
Lease liability	23	73,012	19,640	-	-
Total current liabilities		4,544,266	1,218,513	604,452	172,969
Total liabilities		6,457,305	2,603,850	1,600,143	1,165,500
Total equity and liabilities		6,870,698	2,864,933	2,017,431	1,571,567

The notes on pages 19 to 51 are an integral part of these financial statements.

The financial statements on pages 19 to 51 were authorised for issue by the Board on 29 April 2026 and were signed on its behalf by:

Joseph Sultana

Joseph Sultana
Chairman

Hilary Galea Lauri

Hilary Galea Lauri
Director

Statements of profit or loss and other comprehensive income

		Year ended 31 December 2025	Group Year ended 31 December 2024	Year ended 31 December 2025	Company Year ended 31 December 2024
	Notes	€	€	€	€
Revenue	17	6,586,401	4,082,321	42,653	860,253
Direct costs		(2,245,538)	(242,962)	(42,653)	(860,253)
Gross profit		4,340,863	3,839,359	-	-
Personnel expenses	18	(3,028,052)	(2,802,468)	(51,636)	(45,500)
Depreciation and amortisation		(238,651)	(88,381)	-	-
Other operating expenses	19	(737,054)	(630,815)	(100,992)	(45,883)
Loss on lease modification		-	(5,376)	-	(5,376)
Net impairment (losses) / gains on financial assets		(36,943)	(2,584)	(4,414)	1,302
Total operating expenses		(4,040,700)	(3,529,624)	(157,042)	(95,457)
Other income		5,643	21,612	200,000	200,000
Share of profit on joint venture	9	30,235	-	-	-
Operating profit		336,041	331,347	42,958	104,543
Net finance (costs) / income	20	(104,954)	(79,072)	1,841	1,841
Profit before tax		231,087	252,275	44,799	106,384
Tax expense	21	(104,989)	(111,254)	(33,578)	(44,019)
Profit for the year		126,098	141,021	11,221	62,365
Profit attributable to:					
Owners of 9hCAPITAL P.L.C.		131,086	144,411	11,221	62,365
Non-controlling interests		(4,988)	(3,390)	-	-
		126,098	141,021	11,221	62,365

Statements of profit or loss and other comprehensive income (continued)

Notes	Year ended 31 December 2025 €	Group Year ended 31 December 2024 €	Year ended 31 December 2025 €	Company Year ended 31 December 2024 €
Other comprehensive income/(loss):				
Exchange differences on translation of foreign operations	25,012	(12,434)	-	-
Total comprehensive income for the year	151,110	128,587	11,221	62,365
Total comprehensive income for the year is attributable to:				
Owners of 9hCAPITAL P.L.C.	146,093	136,951	11,221	62,365
Non-controlling interests	5,017	(8,364)	-	-
	151,110	128,587	11,221	62,365

The notes on pages 19 to 51 are an integral part of these financial statements.

Statements of changes in equity

Group:

	Share capital €	Retained earnings €	Translation reserve €	Total €	Non-controlling interest €	Total €
Balance at 1 January 2024	23,968	188,911	(545)	212,334	(79,838)	132,496
Profit/(loss) for the year	-	144,411	-	144,411	(3,390)	141,021
Other comprehensive loss	-	-	(7,460)	(7,460)	(4,974)	(12,434)
Total comprehensive income for the year	-	144,411	(7,460)	136,951	(8,364)	128,587
Transfer of non-controlling interest on additional acquisition in subsidiary	-	(3,521)	-	(3,521)	3,521	-
Balance at 31 December 2024	23,968	329,801	(8,005)	345,764	(84,681)	261,083
Profit/(loss) for the year	-	131,086	-	131,086	(4,988)	126,098
Other comprehensive income	-	-	15,007	15,007	10,005	25,012
Total comprehensive income for the year	-	131,086	15,007	146,093	5,017	151,110
Additional non-controlling interest on acquisition of subsidiary	-	-	-	-	1,200	1,200
Increase in share capital through capitalisation of retained earnings	370,032	(370,032)	-	-	-	-
Balance at 31 December 2025	394,000	90,855	7,002	491,857	(78,464)	413,393

Statements of changes in equity (continued)

Company:

	Share capital €	Retained earnings €	Total €
Balance at 1 January 2024	23,968	319,734	343,702
Total comprehensive income for the year	-	62,365	62,365
Balance at 31 December 2024	23,968	382,099	406,067
Total comprehensive income for the year	-	11,221	11,221
Increase in share capital through capitalisation of retained earnings	370,032	(370,032)	-
Balance at 31 December 2025	394,000	23,288	417,288

The notes on pages 19 to 51 are an integral part of these financial statements.

Statements of cash flows

		Group		Company	
	Notes	Year ended 31 December 2025 €	Year ended 31 December 2024 €	Year ended 31 December 2025 €	Year ended 31 December 2024 €
Cash flows from operating activities					
Cash generated from operations	22	553,334	221,695	139,841	100,884
Interest paid		(51,461)	(55,000)	(51,461)	(55,000)
Foreign tax paid		(6,852)	(62,200)	(3,200)	(41,003)
Income tax refund/(paid)		28,410	(13,138)	-	(13,138)
		523,431	91,357	85,180	(8,257)
Cash flows from investing activities					
Acquisition of property, plant, and equipment	6	(32,390)	(24,956)	-	-
Proceeds from disposal of property, plant, and equipment		-	14,026	-	15,639
Proceeds from disposal of intangible assets		-	(38,881)	-	-
Acquisition of intangible assets		(825,316)	30,778	-	30,778
Net disposal of investment in subsidiaries and joint venture		-	-	-	60,240
Movement in loans receivable		-	-	-	(214,500)
		(857,706)	(19,033)	-	(107,843)
Cash flows from financing activities					
Lease payments		(113,996)	(69,909)	-	-
Movement in related party balances		(4,523)	(22)	(838,121)	157,691
Movement in amounts with jointly controlled entity		(59,008)	(109,772)	(61,416)	(85,780)
Movement in borrowings		-	(16,803)	-	-
		(177,527)	(196,506)	(899,537)	71,911
Net movement in cash and cash equivalents		(511,802)	(124,182)	(814,357)	(44,189)
Cash and cash equivalents at beginning of year		623,009	747,191	544,396	588,585
Cash and cash equivalents at end of year	12	111,207	623,009	(269,961)	544,396

The notes on pages 19 to 51 are an integral part of these financial statements.

Notes to the financial statements

1. Basis of preparation

These financial statements have been prepared in accordance with the requirements of International Financial Reporting Standards (IFRSs) as adopted by the EU and with the requirements of the Maltese Companies Act (Cap 386). These financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRSs as adopted by the EU requires the use of certain accounting estimates. It also requires the Directors to exercise their judgment in the process of applying the Group's accounting policies (see Note 4 - Critical accounting estimates and judgments).

The financial statements are presented in Euro which is also the functional currency of the Group.

The material accounting policies adopted are set out below.

Basis of consolidation

The Group's consolidated financial statements consolidate those of the parent Company and all of its subsidiaries (together referred to as the "Group") as of 31 December each year. The subsidiaries have a reporting date of 31 December. Control is achieved when the Company:

- has the power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee;
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Business combinations

The Group applies the acquisition method of accounting to account for business combinations that fall within the scope of IFRS 3. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 and IAS 19 Employee Benefits respectively.
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 Share-based Payment at the acquisition date.
- Assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is initially measured as the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previously held equity interest in the acquiree over the fair value of the identifiable net assets acquired at the acquisition date. Where, after reassessment, this is less than the fair value of the identifiable net assets of the subsidiaries acquired as in the case of a bargain purchase, the difference is recognised directly in the profit and loss.

All intra-group balances, transactions, unrealized profits and unrealized losses where costs cannot be recovered, have been eliminated on consolidation.

Investments in joint ventures are accounted for using the equity method.

Notes to the financial statements (continued)

2. Material accounting policies

Foreign currency translation

Functional and presentation currency

Items included in these financial statements are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The Euro is the Group's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Property, plant, and equipment

All property, plant and equipment is initially recorded at historical cost and subsequently carried at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

- Improvements to premises – 10 %
- Furniture and fittings – 10%
- Computer and office equipment – 25%
- Air conditioners – 16.67%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Property, plant, and equipment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Property, plant and equipment that suffered impairment is reviewed for possible reversal of the impairment at the end of each reporting period.

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

Notes to the financial statements (continued)

2. Material accounting policies (continued)

Intangible assets

Acquired intangible assets

An acquired intangible asset is recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measured reliably.

An intangible asset is initially measured at cost. Cost comprises the purchase price and any directly attributable costs of preparing the asset for its intended use, when the asset is acquired separately. When the asset represents a contribution in kind made by the shareholder, the cost represents the fair value of the asset at the date of the contribution.

Intangible assets with finite useful lives are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with indefinite useful lives are not amortised and are carried at cost less accumulated impairment losses. These are tested for impairment annually and whenever there is an indication that the asset may be impaired.

Internally generated intangible assets

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset is recognised only if all of the following can be demonstrated by the Company:

- the technical feasibility, the availability of resources and the intention and ability of completing the asset so that it will be available for use or sale;
- how the asset will generate probable future economic benefits, and;
- the ability to measure reliably the expenditure attributable to the asset during its development.

Internally generated intangible assets are initially measured at cost, being the sum of the expenditure incurred from the date when the recognition criteria are met.

After initial recognition, internally generated intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. When the intangible asset will become available for use, it will be amortised on a straight-line basis over its estimated useful life.

Estimated useful lives of intangible assets

The following are the classes of intangible assets for the financial period in question, as well as their estimated useful lives from the date of acquisition.

- Trademarks – 20%
- Software development – 20%
- Websites – 25%
- Intellectual property – 20%

Amortisation is calculated on a pro-rata basis.

Notes to the financial statements (continued)

2. Material accounting policies (continued)

Investments in subsidiaries

A subsidiary is an entity which is controlled by the Company. Control exists when the Company has power over the entity, is exposed or has rights to variable returns from its involvement with the entity, and has the ability to use its power to affect those returns.

Investments in subsidiaries are initially recognised at cost and subsequently measured at cost less any accumulated impairment losses.

Investments in subsidiaries are assessed when indicators of impairment exist. Where the carrying amount of an investment exceeds its recoverable amount, an impairment loss is recognised in profit or loss in the period in which it is identified. The results of subsidiaries are reflected in the Company's financial statements only to the extent of dividends receivable. On disposal, the difference between the net proceeds and the carrying amount is recognised in profit or loss.

Investment in joint venture

A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

In the Company's separate financial statements, investments in joint ventures are stated at cost less any accumulated impairment losses.

Financial instruments

A financial asset or a financial liability is recognised on the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

A financial asset is primarily derecognised when:

- a) The contractual rights to receive the cash flows from the asset expire; or
- b) The Company transfers the financial asset, such that either the Company transfers substantially all the risks and rewards of ownership of the financial asset; or the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but has transferred control of the financial asset.

A financial liability is derecognised when the obligation under the liability is discharged, cancelled, or expires. Where an existing financial liability is replaced by another liability from the same lender on substantially different terms, or where the terms of an existing financial liability are substantially modified, such an exchange or modification is accounted for as the derecognition of the original liability and the recognition of a new financial liability. The difference between the carrying amount of the original financial liability and the fair value of the new financial liability is recognised in profit or loss.

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of directly attributable issue costs. A financial instrument, or its component parts, is classified as a financial liability, financial asset, or an equity instrument in accordance with the substance of the contractual arrangement rather than its legal form.

Notes to the financial statements (continued)

2. Material accounting policies (continued)

Trade and other receivables

Trade receivables comprise amounts due from customers for 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 and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

Loans receivable

Loans receivable are classified as current assets, given that they are repayable on demand. Loans receivable are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any expected credit loss allowance. Where the effect of discounting is not material, loans receivable are stated at their nominal value.

Borrowings

Borrowings are initially recognised at the fair value of proceeds received, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost using the effective interest method, with any difference between the proceeds (net of transaction costs) and the redemption value recognised in profit or loss over the term of the borrowings. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period.

Borrowings are derecognised when the obligation specified in the contract is discharged, cancelled, or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid is recognised in profit or loss as other income or finance costs.

Trade and other payables

Trade payables comprise obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is 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 liabilities.

Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method. Given their short-term nature, the carrying amount of trade and other payables generally approximates their amortised cost.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from the issue proceeds.

Impairment

Non-financial assets

The carrying amounts of the Group's property, plant, and equipment and intangible assets, and the Company's investment in subsidiaries are reviewed at each balance sheet date to determine whether there is any indication of impairment. Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

Notes to the financial statements (continued)

2. Material accounting policies (continued)

Impairment (continued)

Non-financial assets – continued

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each period.

Financial assets

The Group/Company assesses, on a forward-looking basis, the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables and loans receivable, the Group/Company applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at face value. For the purposes of the statement of cash flows, cash and cash equivalents include cash in hand and deposits held with banks and the bank overdraft.

Subsequent to initial recognition, interest-bearing bank overdrafts are carried at their face value due to their short-term maturity.

Offsetting financial instruments

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

Current and deferred tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively. Deferred tax is recognised using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised, or the deferred tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Notes to the financial statements (continued)

2. Material accounting policies (continued)

Provisions

Provisions for legal claims are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised as an interest expense.

Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer arises from the provision of services (performance obligations) and is measured at the fair value of the consideration received or receivable for services provided in the normal course of business, net of value added tax, rebates, and discounts, where applicable.

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

- i. Identifying the contract with a customer
- ii. Identifying the performance obligations
- iii. Determining the transaction price
- iv. Allocating the transaction price to the performance obligations
- v. Recognising revenue when/as performance obligations are satisfied.

a) *Rendering of services*

Revenue from services is recognised over time as the services are provided, when the customer simultaneously receives and consumes the benefits of the services performed. Revenue is recognised by measuring the progress towards complete satisfaction of the related performance obligation, based on the services performed to date relative to the total services to be performed.

b) *Interest income*

Interest income is recognised as the interest accrued using the effective interest method, unless collectability is in doubt.

Leases

At the inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in IFRS 16.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, less any incentives received.

Notes to the financial statements (continued)

2. Material accounting policies (continued)

Leases (continued)

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of the right-of-use assets are determined on the same basis as those of property, plant, and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

Generally, the Group uses its incremental borrowing rate as the discount rate. Lease payments included in the measurement of the lease liability include fixed payments, variable lease payments that depend on an index or a rate and lease payments in an optional renewal period that the Group is reasonably certain to exercise an extension option.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise an extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets within non-current assets and lease liabilities within current and non-current liabilities accordingly in the statement of financial position.

Notes to the financial statements (continued)

3. New or revised Standards or Interpretations

New Standards adopted as at 1 January 2025

In 2025, the Company and Group adopted amendments and interpretations to existing standards that are mandatory for the Company and Group's accounting period beginning on 1 January 2025. The adoption of these revisions to the requirements of IFRSs as adopted by the EU did not result in changes to the accounting policies impacting materially the Company and Group's financial performance and position.

- Lack of Exchangeability (Amendments to IAS 21)

Standards, amendments and interpretations to existing Standards that are not yet effective and have not been adopted early by the company

At the date of authorisation of these consolidated financial statements, several new, but not yet effective, Standards and amendments to existing Standards, and Interpretations have been published by the IASB or IFRIC. None of these Standards or amendments to existing Standards have been adopted early by the Group and the Company and no Interpretations have been issued that are applicable and need to be taken into consideration by the Group and the Company at either reporting date.

Standards and amendments that are not yet effective and have not been adopted early by the Group and the Company include:

- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and 7)
- Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7)
- Annual Improvements to IFRS Accounting Standards—Volume 11
- IFRS 19 'Subsidiaries without Public Accountability: Disclosures'
- Amendments to IFRS 19 'Subsidiaries without Public Accountability: Disclosures'

These Standards and amendments are not expected to have a significant impact on the financial statements in the period of initial application and therefore no disclosures have been made. Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement.

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 'Presentation of Financial Statements'. The adoption of IFRS 18 'Presentation and Disclosure in financial statements', effective for periods commencing on or after 1 January 2027, is expected to have a material impact on the presentation of the financial Statements, and therefore relevant disclosures are included below.

Although IFRS 18 includes many of the requirements of IAS 1, it introduces new requirements to better structure financial statements and to provide more detailed and useful information to investors, including:

- two new subtotals defined in the statement of profit or loss, namely (1) operating profit and (2) profit or loss before financing and income taxes
- the classification of all income and expenses within the statement of profit or loss in one of five categories
- a new requirement to disclose performance measures defined by management, and
- an improvement in the principles related to the aggregation and disaggregation of information in the financial statements and accompanying notes.

IFRS 18 will be applied retrospectively with specific transitional provisions.

The Group and the Company are currently working to identify all of the impacts that IFRS 18 will have on the primary financial statements and notes to the financial statements.

Other new standards, amendments and Interpretations not adopted in the current year have not been disclosed as they are not expected to have a material impact on the company's / consolidated financial statements.

Notes to the financial statements (continued)

4. Critical accounting estimates and judgements

Estimates and judgments are continually evaluated and based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. The estimates and assumptions that have a significant risk of affecting the reported amount of assets and liabilities within the next financial year are discussed below.

Impairment of financial assets

The loss allowances for financial assets are based on assumptions about the risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group'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 5.

Capitalisation of internally generated intangible asset

Distinguishing the research and development phases of internally generated intangible assets and determining whether the recognition requirements for the capitalisation of development costs are met requires judgement. Following capitalisation, management monitors on an ongoing basis whether the recognition criteria continue to be satisfied and whether there are any indicators that the capitalised costs may be impaired.

5. Financial risk management

Financial risk factors

Cash flow and fair value risk

The Group's and Company's significant instruments which are subject to fixed interest rates represent the bonds issued to the general public (Note 14). In this respect, the Group is exposed to fair value interest rate risk in view of the fixed interest nature of these instruments, which are however measured at amortised cost.

The Directors consider that the Group is not significantly exposed to cash flow interest rate risk since financial instruments subject to variable interest rates are not material. Management monitors the impact of changes in market interest rates on the amounts reported in profit or loss in respect of these instruments and considers the potential impact on profit or loss of a defined interest rate shift that is reasonably possible at the end of the reporting period to be immaterial.

Credit risk

Credit risk arises from cash and cash equivalents and credit exposures to customers, which include outstanding debtors and amounts receivable from related parties.

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

- Loans receivable
- Trade and other receivables
- Cash and cash equivalents

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

Notes to the financial statements (continued)

5. Financial risk management (continued)

Financial risk factors (continued)

Credit risk (continued)

The Group and Company banks only with financial institutions with high quality standing or ratings. At 31 December 2025 and 31 December 2024, cash and cash equivalents are held with reputable counterparties and are callable on demand. Management considers the probability of default to be close to zero as the counterparties have a strong capacity to meet their contractual obligations in the near term. As a result, no loss allowance has been recognised based on 12-month expected credit losses as any such impairment would be wholly insignificant to the Group and Company.

The maximum credit exposure to credit risk at the reporting date in respect of the financial assets was as follows:

	As at 31 December 2025 €	Group As at 31 December 2024 €	As at 31 December 2025 €	Company As at 31 December 2024 €
Loans receivable	-	-	214,500	214,500
Trade and other receivables	4,204,200	1,418,923	1,726,337	666,159
Cash and cash equivalents	482,921	626,702	34,345	548,089
	4,687,121	2,045,625	1,975,182	1,428,748

The maximum exposure to credit risk at the end of the reporting period in respect of the financial assets mentioned above is equivalent to their carrying amount as disclosed in the respective notes to the financial statements. The Group does not hold significant collateral as security in this respect.

The Group assesses the credit quality of its customers, considering financial position, past experience and other factors. It has policies in place to ensure that sales of services are affected with customers with an appropriate credit history. The Group's management monitors the performance of its trade and other receivables on a regular basis to identify expected credit losses, considering historical experience in the collection of accounts receivable. In measuring the expected credit losses on trade receivables, the expected loss rates are based on the payment profiles and the corresponding historical credit losses experienced within this period while also taking into consideration a forward-looking rate which was determined based on country risk. On this basis, the impairment provision as at the date of the statement of financial position was determined as follows for trade receivables and accrued income:

Notes to the financial statements (continued)

5. Financial risk management (continued)

Financial risk factors (continued)

Credit risk (continued)

Group:

	Current	30 - 60 days overdue	61 - 90 days overdue	91 - 120 days overdue	More than 120 days overdue	Total
31 December 2025						
Expected loss rate	0.86%	0.68%	0.67%	1.03%	5.88%	
Gross carrying amount	1,790,366	323,237	136,527	1,434,778	676,743	4,361,651
Impairment provision	15,473	2,205	913	14,810	39,824	73,225
	Current	30 - 60 days overdue	61 - 90 days overdue	91 - 120 days overdue	More than 120 days overdue	Total
31 December 2024						
Expected loss rate	0.75%	0.54%	1.85%	0.83%	10.36%	
Gross carrying amount	274,975	192,691	28,351	34,647	312,689	843,353
Impairment provision	2,052	1,040	524	286	32,380	36,282

Company:

	Current	30 - 60 days overdue	61 - 90 days overdue	91 - 120 days overdue	More than 120 days overdue	Total
31 December 2025						
Expected loss rate	0.00%	0.00%	0.00%	0.00%	68.31%	
Gross carrying amount	566,617	-	-	-	28,182	594,799
Impairment provision	-	-	-	-	19,250	19,250
	Current	30 - 60 days overdue	61 - 90 days overdue	91 - 120 days overdue	More than 120 days overdue	Total
31 December 2024						
Expected loss rate	0.11%	0.00%	0.00%	0.00%	29.47%	
Gross carrying amount	325,508	-	-	-	49,137	374,645
Impairment provision	357	-	-	-	14,479	14,836

Notes to the financial statements (continued)

5. Financial risk management (continued)

Financial risk factors (continued)

Credit risk (continued)

The closing impairment provision for trade receivables and accrued income as at 31 December 2025 reconciles to the opening impairment provisions as follows:

Group:

	2025 €	2024 €
Opening impairment provision as at 1 January under IFRS 9	36,282	33,698
Impairment expense recognised in profit or loss during the year	36,943	2,584
31 December - closing impairment provision	73,225	36,282

Company:

	2025 €	2024 €
Opening impairment provision as at 1 January under IFRS 9	14,836	16,144
Impairment expense/(release) recognised in profit or loss during the year	4,414	(1,308)
31 December - closing impairment provision	19,250	14,836

The loss allowance in relation to the loans receivable, other debtors and amounts due from subsidiaries was not considered to be material.

Liquidity risk

The Group and Company is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities, which comprise principally interest-bearing borrowings (Note 14) and trade and other payables (Note 16). Prudent liquidity risk management includes maintaining sufficient cash to ensure the availability of an adequate amount of funding to meet the Group's and Company's obligations.

Management monitors liquidity risk by reviewing expected cash flows and ensuring that no additional financing facilities are expected to be required over the coming year. The liquidity risk of the Group and the Company is actively managed taking cognizance of the matching of cash inflows and outflows arising from the contractual maturities of financial instruments, together with the Group's and Company's committed bank borrowing facilities and other financing that it can access to meet liquidity needs. In this respect management does not consider liquidity risk to the Group and Company as significant considering the liquidity management process referred to above.

The following table analyses the Group's and Company's financial liabilities into relevant maturity groupings based on the remaining period at 31 December 2025 and 2024 to the contractual maturity date. The amounts disclosed in the tables below are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

Notes to the financial statements (continued)

5. Financial risk management (continued)

Financial risk factors (continued)

Liquidity risk (continued)

Group:

	Less than 1 year €	Between 1 and 2 years €	Between 2 and 5 years €	Over 5 years €	Total €
31 December 2025					
Bonds	55,000	1,027,500	-	-	1,082,500
Lease liabilities	60,236	53,880	172,890	191,258	478,264
Bank overdraft	371,714	-	-	-	371,714
Loan from related parties	216,980	-	-	-	216,980
Trade and other payables	2,757,762	100,000	-	-	2,857,762
Total	3,461,692	1,181,380	172,890	191,258	5,007,220

	Less than 1 year €	Between 1 and 2 years €	Between 2 and 5 years €	Over 5 years €	Total €
31 December 2024					
Bonds	55,000	55,000	1,027,500	-	1,137,500
Lease liabilities	48,996	49,403	167,490	250,538	516,427
Bank overdraft	3,693	-	-	-	3,693
Loans from related parties	216,982	-	-	-	216,982
Trade and other payables	272,117	-	-	-	272,117
Total	596,788	104,403	1,194,990	250,538	2,146,719

Company:

	Less than 1 year €	Between 1 and 2 years €	Between 2 and 5 years €	Over 5 years €	Total €
31 December 2025					
Bonds	55,000	1,027,500	-	-	1,082,500
Bank overdraft	304,306	-	-	-	304,306
Trade and other payables	99,946	-	-	-	99,946
Total	459,252	1,027,500	-	-	1,486,752

Notes to the financial statements (continued)

5. Financial risk management (continued)

Financial risk factors (continued)

Liquidity risk (continued)

	Less than 1 year €	Between 1 and 2 years €	Between 2 and 5 years €	Over 5 years €	Total €
31 December 2024					
Bonds	55,000	55,000	1,027,500	-	1,137,500
Bank overdraft	3,693	-	-	-	3,693
Trade and other payables	108,655	-	-	-	108,655
Total	167,348	55,000	1,027,500	-	1,249,848

Fair value estimation

The fair value information of the Group's non-current interest-bearing borrowings is disclosed in Note 14.

At 31 December 2025 and 2024, the carrying amounts of cash at bank, receivables, short term borrowings, payables and accrued expenses reflected in the financial statements are reasonable estimates of fair value in view of the nature of these instruments or the relatively short period of time between the origination of the instruments and their expected realisation.

Capital risk management

The Group's and Company's objectives when managing capital are:

- to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders;
- to maintain an optimal capital structure to reduce the cost of capital; and
- to comply with requirements of the Admission document issued in relation to the 5.5% 2027 bonds.

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence to sustain future development of business. The Board of Directors monitors the return on capital, which the Group and Company defines as the results for the year divided by total equity. The Board of Directors also monitors the level of dividends to ordinary shareholders.

In view of the nature of the Group's and Company's activities and the extent of borrowings or debt, the capital level at the end of the reporting period determined by reference to the financial statements is deemed adequate by the Directors.

The Group's and Company's policy for managing capital has remained unchanged from the prior year.

Notes to the financial statements (continued)

6. Property, plant, and equipment

Group:

	Improvement to premises €	Furniture & fittings €	Computer & office equipment €	Computer software €	Total €
Cost					
As at 1 January 2024	8,538	74,122	210,236	7,507	300,403
Additions	-	4,478	20,478	-	24,956
Disposals	(2,604)	(57,612)	(66,770)	-	(126,986)
As at 31 December 2024	5,934	20,988	163,944	7,507	198,373
Additions	3,138	3,704	25,548	-	32,390
As at 31 December 2025	9,072	24,692	189,492	7,507	230,763
Depreciation					
As at 1 January 2024	1,028	54,346	176,906	6,262	238,542
Charge for the year	593	2,443	14,394	1,190	18,620
Depreciation released on disposal	(434)	(46,720)	(56,639)	-	(103,793)
As at 31 December 2024	1,187	10,069	134,661	7,452	153,369
Charge for the year	907	2,534	18,882	55	22,378
As at 31 December 2025	2,094	12,603	153,543	7,507	175,747
Carrying amount					
As at 31 December 2025	6,978	12,089	35,949	-	55,016
As at 31 December 2024	4,747	10,919	29,283	55	45,004

Notes to the financial statements (continued)

6. Property, plant, and equipment (continued)

Company:

	Improvement to premises €	Furniture & fittings €	Computer & office equipment €	Total €
Cost				
As at 1 January 2024	1,136	12,632	66,770	80,538
Disposals	(1,136)	(12,632)	(66,770)	(80,538)
As at 31 December 2024	-	-	-	-
As at 31 December 2025	-	-	-	-
Depreciation				
As at 1 January 2024	141	8,119	56,639	64,899
Depreciation released on disposal	(141)	(8,119)	(56,639)	(64,899)
As at 31 December 2024	-	-	-	-
As at 31 December 2025	-	-	-	-
Carrying amount				
As at 31 December 2025	-	-	-	-
As at 31 December 2024	-	-	-	-

Notes to the financial statements (continued)

7. Intangible assets

Group:

	Software development	Trademarks	Website	Intellectual property	IA under development	Total
	€	€	€	€	€	€
Cost						
As at 1 January 2024	36,416	9,326	52,731	-	59,139	157,612
Additions	-	2,653	5,463	-	30,765	38,881
Reclassification	89,904	-	-	-	(89,904)	-
Disposals	(36,416)	(2,577)	-	-	-	(38,993)
As at 31 December 2024	89,904	9,402	58,194	-	-	157,500
Additions	-	-	4,728	400,000	645,587	1,050,315
As at 31 December 2025	89,904	9,402	62,922	400,000	645,587	1,207,815
Amortisation						
As at 1 January 2024	7,890	628	50,404	-	-	58,922
Charge for the year	22,392	1,390	1,928	-	-	25,710
Amortisation release on disposal	(7,890)	(325)	-	-	-	(8,215)
As at 31 December 2024	22,392	1,693	52,332	-	-	76,417
Charge for the year	22,393	5,230	4,783	80,000	-	112,406
As at 31 December 2025	44,785	6,923	57,115	80,000	-	188,823
Carrying amount						
As at 31 December 2025	45,119	2,479	5,807	320,000	645,587	1,018,992
As at 31 December 2024	67,512	7,709	5,862	-	-	81,083

Intangible assets comprise software, trademarks, websites, and intellectual property. Software includes capitalised labour costs incurred in the enhancement and development of software. During the year, the Group acquired an intellectual property through a newly acquired subsidiary, which is amortised over a five-year period. In addition, the Group commenced the capitalisation of salaries relating to product development activities during the year.

Notes to the financial statements (continued)

8. Investment in subsidiaries

Company

	2025 €	2024 €
Year end 31 December		
Opening cost and carrying amount	12,708	72,948
Disposals	-	(60,240)
Closing cost and carrying amount	12,708	12,708

The subsidiaries at 31 December 2025 and 2024 are shown below:

Name	Registered office	Percentage and class of shares held	Nature of business
Company			
ANCHOVY Digital Ltd.	Dubai International Financial Centre, Dubai, United Arab Emirates	60% Ordinary Shares (2024: 60%)	Digital marketing services
9hDIGITAL LTD.	53, Triq Tigne', Sliema, SLM 3173, Malta	100% Ordinary Shares (2024: 100%)	Digital services
Group			
MPS Comms Limited	Livell Tnejm ML7 Centru Tan-Negożju Triq l-Intromjatur, Zona Industrijali, Mriehel CBD 1050 Malta	99.7% Ordinary Shares (2024: nil)	Intellectual property holding and licensing

As at 31 December 2025, the subsidiary's net assets/liabilities and net profits/losses for the financial year then ended amounted to:

- ANCHOVY Digital Ltd. – net liabilities of €198,952 and net loss of €12,262 (2024: net liabilities of €211,702 and net loss of €4,329).
- 9hDIGITAL LTD. – net liabilities of €114,578 and net loss of €125,739 (2024: net assets of €101,066 and net loss of €92,422).
- MPS Comms Limited – net assets of €373,474 and net loss of €27,726 (2024: nil).

Notes to the financial statements (continued)

9. Investment in joint venture

Group:

	2025 €	2024 €
Year end 31 December		
Opening net book amount	-	-
Share of profit on joint venture	30,235	-
Closing net book amount	30,235	-

Company:

	2025 €	2024 €
Year end 31 December		
Opening net book amount	12,207	12,081
Exchange differences	-	126
Closing net book amount	12,207	12,207

The Group's share of the results of the joint venture and its share of the assets and liabilities are as follows:

	Assets €	Liabilities €	Profit €
Year ended 31 December 2025			
TAYB Creative Digital LLC	628,678	488,204	30,235

Group and Company:

Name	Registered office	Percentage and class of shares held	Nature of business
TAYB Creative Digital LLC	Central Region, Riyadh City, Kingdom of Saudi Arabia	50% (2024 : 50%) Ordinary Shares	Digital marketing services

Notes to the financial statements (continued)

10. Loans receivable

	At 31 December 2025 €	Group At 31 December 2024 €	At 31 December 2025 €	Company At 31 December 2024 €
Loans due from subsidiary	-	-	214,500	214,500

The loans due from subsidiary are unsecured, interest-free, and have no fixed date of repayment.

11. Trade and other receivables

	At 31 December 2025 €	Group At 31 December 2024 €	At 31 December 2025 €	Company At 31 December 2024 €
Trade net receivables	1,021,193	807,071	577,575	359,809
Other debtors	17,156	10,232	2,975	2,700
Amounts due from subsidiaries	-	-	1,006,154	168,033
Amounts due from shareholder companies	11,192	63,109	4,518	61,003
Amount due from jointly controlled entity	516,365	97,691	135,115	73,699
Amounts due from related party	1,959,022	385	-	-
Accrued income	679,272	440,435	-	915
Financial assets	4,204,200	1,418,923	1,726,337	666,159
Other taxes receivable	-	102,816	-	102,816
Prepayments	179,261	147,028	4,382	4,546
	4,383,461	1,668,767	1,730,719	773,521

Trade receivables and accrued income above are disclosed net of provisions for impairment for doubtful debts of €73,225 (2024: €36,282).

Amounts due from subsidiaries, shareholder companies, jointly controlled entity and related parties are unsecured, interest-free, and repayable on demand.

Notes to the financial statements (continued)

12. Cash and cash equivalents

For the purposes of the statement of cash flows, the year-end cash and cash equivalents comprise the following:

	At 31 December 2025 €	Group At 31 December 2024 €	At 31 December 2025 €	Company At 31 December 2024 €
Cash at bank and in hand	482,921	626,702	34,345	548,089
Bank overdraft (Note 14)	(371,714)	(3,693)	(304,306)	(3,693)
	111,207	623,009	(269,961)	544,396

The Group has unutilised banking facilities amounting to €332,592 (2024: €99,847). No provision has been made in these financial statements in respect of any liabilities which may arise in respect of the following:

	2025 €	Group 2024 €	2025 €	Company 2024 €
Guarantees in favor of third parties	900,000	500,000	500,000	500,000

Such guarantees have been provided by the directors of the Company in favor of the bank to secure the Group's overdraft facility amounting to €700,000. No guarantees have been issued by the Company itself in favor of any third parties.

13. Share capital

Group and Company:

	At 31 December 2025 €	At 31 December 2024 €
Authorised		
106,000 Ordinary shares of €1 each	106,000	-
197,000 Ordinary 'A' shares of €1 each	197,000	-
197,000 Ordinary 'B' shares of €1 each	197,000	-
406,000 Ordinary shares of €1 each	-	406,000
47,000 Ordinary 'A' shares of €1 each	-	47,000
47,000 Ordinary 'B' shares of €1 each	-	47,000
	500,000	500,000

Notes to the financial statements (continued)

13. Share capital (continued)

	At 31 December 2025 €	At 31 December 2024 €
Issued		
197,000 Ordinary 'A' shares of €1 each fully paid up	197,000	
197,000 Ordinary 'B' shares of €1 each fully paid up	197,000	
47,000 Ordinary 'A' shares of €1 each – 46,688 Ordinary A shares of €1 each 25% paid up and 312 Ordinary A shares of €1 fully paid up	-	11,984
47,000 Ordinary 'B' shares of €1 each – 46,688 Ordinary B shares of €1 each 25% paid up and 312 Ordinary B shares of €1 fully paid up	-	11,984
	394,000	23,968

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

In 2025, the Group's and Company's authorized share capital was changed from €500,000 divided into 406,000 Ordinary shares of €1 each, 47,000 Ordinary A shares of €1 each and 47,000 Ordinary B shares of €1 each to €500,000 divided into 106,000 Ordinary shares of €1 each, 197,000 Ordinary A shares of €1 each and 197,000 Ordinary B shares of €1 each. The Group's issued share capital increased from 47,000 Ordinary A shares of €1 each (46,688 Ordinary A shares of €1 each 25% paid up and 312 Ordinary A shares of €1 fully paid up) and 47,000 Ordinary B shares of €1 each (46,688 Ordinary B shares of €1 each 25% paid up and 312 Ordinary B shares of €1 fully paid up) to 197,000 Ordinary A Shares and 197,000 Ordinary B Shares fully paid up.

14. Borrowings

Group:

	At 31 December 2025 €	At 31 December 2024 €
Non-current		
10,000 5.5% unsecured bonds 2027	995,691	992,531
Current		
Bank overdraft	371,714	3,693
Loans from related parties	216,980	216,982
	588,694	220,675

Notes to the financial statements (continued)

14. Borrowings (continued)

Company:

	At 31 December 2025	At 31 December 2024
	€	€
Non-current		
10,000 5.5% unsecured bonds 2027	995,691	992,531
Current		
Bank overdraft	304,306	3,693

By virtue of the Admission document dated 10 May 2017, the Group issued for subscription by the general public 10,000 unsecured bonds for an amount of €1,000,000.

The bonds have been admitted on Prospects MTF, a multilateral trading facility (MTF) operated by the Malta Stock Exchange (MSE).

The bonds have a nominal value of €100 per bond and have been issued at par. The bonds are subject to a fixed interest rate of 5.5% per annum payable annually in arrears on 19 June of each year. All bonds are redeemable at par (€100 for each bond) on 19 June 2027.

The quoted market price of the bonds at 31 December 2025 was €100.00 (2024: €101.00) which in the opinion of the Directors fairly represented the fair value of these financial liabilities. The fair value estimate in this respect is deemed Level 1 of the fair value measurement hierarchy as it constitutes a quoted price in an active market.

The bonds are measured at the amount of net proceeds adjusted for the amortisation of the difference between net proceeds and the redemption value of the bonds using the effective interest method as follows:

Group:

	At 31 December 2025	At 31 December 2024
	€	€
5.5% unsecured bonds 2027		
Original face value of bonds issued	1,000,000	1,000,000
Gross amount of bond issue costs	(31,593)	(31,593)
Amortisation of gross amount of bond issue costs:		
Amortisation charge for the year	3,160	3,158
Accumulated amortisation at end of year	27,284	24,124
Unamortised bond issue costs	(4,309)	(7,469)
Amortised cost and closing carrying amount	995,691	992,531

Notes to the financial statements (continued)

14. Borrowings (continued)

The Company's banking facilities as at 31 December 2025 amounted to €300,000 (2024: €100,000). As at 31 December 2025, the Company's bank overdraft was subject to a variable rate of interest of 6.15% (2024: 6.15%).

During the year, the Group, through one of its subsidiaries, obtained an additional bank overdraft facility of €400,000, bearing interest at a variable interest of 5.85%. Accordingly, the Group's banking facilities as at 31 December 2025 amounted to €700,000 (2024: €100,000). Such facilities are mainly secured by guarantees from the Group's Directors.

15. Deferred tax

Deferred income taxes are calculated on temporary differences under the liability method and are measured at the tax rates that are expected to apply to the period when the asset is realised, or the liability is settled based on tax rates (and tax laws) that have been enacted by the end of the reporting period. The principal tax rate used is 35% (2024: 35%). The recognised deferred tax assets and liabilities are expected to be recovered or settled principally after more than twelve months.

At the end of the reporting period the Group and Company had the following temporary differences:

	2024	Movement for the year	2025
	€	€	€
Arises on:			
Provisions on receivables	5,195	4,699	9,894
Unrealised foreign exchange differences	1,093	1,965	3,058
	6,288	6,664	12,952
	2023	Movement for the year	2024
	€	€	€
Arises on:			
Provisions on receivables	5,650	(455)	5,195
Accelerated depreciation	(12,203)	12,203	-
Right of use asset	(1,882)	1,882	-
Unrealised foreign exchange differences	3,390	(2,297)	1,093
	(5,045)	11,333	6,288

Notes to the financial statements (continued)

16. Trade and other payables

	Group		Company	
	At 31 December 2025 €	At 31 December 2024 €	At 31 December 2025 €	At 31 December 2024 €
Trade payables	277,119	110,724	89,447	93,706
Accrued bond interest payable	37,229	33,690	37,229	33,690
Other accruals	115,554	161,393	10,499	14,949
Amount due to related parties	2,465,089	-	-	-
Financial liabilities	2,894,991	305,807	137,175	142,345
Other payables	73,786	14,359	-	-
Indirect taxation	73,728	85,019	129,184	-
Other taxes payable	66,665	102,184	-	-
Deferred income	780,792	470,829	1,000	26,931
	3,889,962	978,198	267,359	169,276
Less: non-current portion	(100,000)	-	-	-
Current portion	3,789,962	978,198	267,359	169,276

The amount due to related parties is unsecured, interest free and repayable on demand, except for €100,000, which is due after more than one year.

17. Revenue

The Group's and Company's revenue is derived from the following sources:

	Group		Company	
	2025 €	2024 €	2025 €	2024 €
Digital services	6,520,642	4,021,933	42,653	860,253
Commission	65,759	60,388	-	-
	6,586,401	4,082,321	42,653	860,253

18. Personnel expenses

	Group		Company	
	2025 €	2024 €	2025 €	2024 €
Wages and salaries, including Directors' remuneration	2,180,767	1,666,695	51,636	45,500
Freelancers	736,099	1,057,117	-	-
Social security costs	111,186	78,656	-	-
	3,028,052	2,802,468	51,636	45,500

Average number of persons employed during the year was 44 (2024:31).

Included above are Directors' salaries and other emoluments amounting to €362,785 (2024: €464,698).

Notes to the financial statements (continued)

19. Operating expenses

	2025	Group	2025	Company
	€	2024	€	2024
		€		€
Advertising costs	37,666	51,112	-	-
Audit fee	26,420	18,374	11,000	9,334
Bad debt written off	62,494	6,310	56,485	6,310
Commissions	77,347	114,524	-	-
Entertainment	10,952	26,907	-	-
Exchange differences	59,796	14,778	9,169	7,368
Insurance	25,804	16,424	-	-
Legal and other professional fees	146,339	102,044	16,998	16,778
Loss on disposal of assets	-	9,167	-	-
Recruitment fees	13,506	26,577	-	-
Rent	5,670	1,599	-	-
Staff welfare	22,998	9,579	-	-
Subscriptions, permits and licenses	136,975	148,216	158	-
Travelling expenses	38,639	36,001	-	-
Other expenses	72,448	49,203	7,182	6,093
	737,054	630,815	100,992	45,883

Auditor's fees

Fees charged by the auditor for services rendered during the financial periods ended 31 December 2025 and 2024 relate to the following:

	2025	Group	2025	Company
	€	2024	€	2024
		€		€
Audit fees	26,420	18,374	11,000	9,334
Non – audit services	1,300	1,800	650	1,150
	27,720	20,174	11,650	10,484

Non-audit services include fees relating to tax compliance services.

Notes to the financial statements (continued)

20. Net finance income/(costs)

	2025 €	Group 2024 €	2025 €	Company 2024 €
Bonds interest expense	(58,159)	(58,159)	(58,159)	(58,159)
Finance costs – leases	(46,795)	(20,913)	-	-
Finance income	-	-	60,000	60,000
	(104,954)	(79,072)	1,841	1,841

21. Tax expense

The tax on the Group's and Company's profit before tax differs from the theoretical amount that would arise using the basic tax rate as follows:

	2025 €	Group 2024 €	2025 €	Company 2024 €
Corporate tax	104,801	60,387	37,042	14,349
Foreign withholding tax	6,852	62,200	3,200	41,003
Deferred tax	(6,664)	(11,333)	(6,664)	(11,333)
	104,989	111,254	33,578	44,019

The tax on the Group's and Group's profit before tax differs from the theoretical amount that would arise using the basic tax rate as follows:

	2025 €	Group 2024 €	2025 €	Company 2024 €
Profit before tax	231,087	252,275	44,799	106,384
Tax at 35%	(80,880)	(88,296)	(15,680)	(37,234)
<i>Tax effect of:</i>				
Unrecognised deferred tax movement	(19,549)	(7,525)	-	-
Disallowed expenses	(4,471)	(4,338)	(177)	-
Non temporary differences	(5,253)	(1,106)	2,049	(1,106)
Unclaimed foreign tax	-	(2,102)	-	(2,102)
Permanent difference from the disposals of property, plant, and equipment	1,050	10,207	-	10,772
Effect of initial year assets taken over	-	(3,745)	-	-
Tax refund previously accounted for as other income	-	(6,945)	-	(6,945)
Group loss relief provision	-	-	-	-
Prior years tax credits utilised	26,135	(7,404)	-	(7,404)
Effects of consolidation adjustments	(2,251)	-	-	-
Related party balance write-off	(19,770)	-	(19,770)	-
	(104,989)	(111,254)	(33,578)	(44,019)

Notes to the financial statements (continued)

22. Cash generated from operations

Reconciliation of operating profit to cash generated from operations:

Group:

	2025	2024
	€	€
Operating profit	336,041	331,347
Adjustments for:		
Amortisation of intangible assets	112,406	25,710
Depreciation of property, plant and equipment	22,378	18,620
Depreciation of right of use asset	103,867	44,053
Movement in provision for impairment of trade receivables	36,943	2,584
Bad debts written off	62,494	6,310
Share of profit on joint venture	(30,235)	-
Loss on modification of lease	-	5,376
Loss on sale of property, plant and equipment	-	9,167
Changes in working capital:		
Trade and other receivables	(2,723,785)	(265,600)
Trade and other payables	2,633,225	44,128
Cash generated from operations	553,334	221,695

Company:

	2025	2024
	€	€
Operating profit	42,958	104,543
Adjustments for:		
Movement in provision for impairment of trade receivables	4,414	(1,302)
Loss on modification of lease	-	5,376
Bad debts written off	56,485	-
Changes in working capital:		
Trade and other receivables	(58,560)	252,425
Trade and other payables	94,544	(260,158)
Cash generated from operations	139,841	100,884

Notes to the financial statements (continued)

23. Operating leases

During the year, the Group took over the existing lease agreement between MPS Ltd and its lessor, with effect from 1 January 2025.

Right-of-use assets and lease liabilities have been recognised as separate line items in the statement of financial position. Lease liabilities were measured at the present value of the remaining lease payments, discounted using the incremental borrowing rate. The incremental borrowing rate reflects the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. To determine this rate, the Group obtained information from its bank for the particular purpose.

Amounts recognised in the statement of financial position

	2025 €	Group 2024 €	2025 €	Company 2024 €
Right of use assets				
Premises				
Opening balance	440,529	436,196	-	436,196
Additions	548,685	4,333	-	-
Transfer of lease	-	-	-	(436,196)
Closing balance	989,214	440,529	-	-
Accumulated depreciation				
Premises				
Opening balance	44,053	1,817	-	1,817
Charge for the year	108,040	44,053	-	-
Transfer of lease	-	(1,817)	-	(1,817)
Closing balance	152,093	44,053	-	-
Net book value	837,121	396,476	-	-

Additions to the right-of-use asset during the 2025 financial year were €548,685 (2024: €4,333). The loss recognized in the company on the modification of lease during 2025 is nil (2024: €5,376).

	2025 €	Group 2024 €	2025 €	Company 2024 €
Lease liabilities				
Current	73,012	19,640	-	-
Non-current	817,348	392,806	-	-
	890,360	412,446	-	-

Notes to the financial statements (continued)

23. Operating leases (continued)

The statement of profit or loss and other comprehensive income shows the following relating to leases:

	2025	Group	2025	Company
	€	2024	€	2024
		€		€
Depreciation on right of use assets	108,040	44,053	-	-
	2025	Group	2025	Company
	€	2024	€	2024
		€		€
Interest expense (included in finance costs)	46,795	20,913	-	-

The total cash outflow for leases in 2025 was €113,996 (2024: €69,909).

The commitments of the Group with respect to non-cancellable lease are explained within note 24 of the financial statements.

24. Commitments

The maturity analysis of non-cancellable lease commitments qualifying as right-of-use assets:

Group:

	Less than	Between	Between	Over	Total
	1 year	1 and 2 years	2 and 5 years	5 years	
	€	€	€	€	€
31 December 2025					
Future minimum lease payments	60,236	53,880	172,890	191,258	478,264
31 December 2024					
Future minimum lease payments	48,996	49,403	167,490	250,538	516,427

Notes to the financial statements (continued)

25. Related parties

The Group's Directors consider the subsidiaries of the Group (Note 8), all entities owned or controlled by common shareholders and the Group's key management personnel to be the principal related parties of the Group. Transactions with these related parties would typically relate to the selling of digital marketing services in the ordinary course of business. Except for transactions disclosed or referred to previously in these financial statements, the operating transactions with related parties that have a material effect on the Group's and Company's results and financial position are disclosed below:

	Group		Company	
	2025	2024	2025	2024
	€	€	€	€
Sales - provision of digital services				
Subsidiaries	-	-	-	275,888
Jointly controlled entity	604,349	266,086	-	-
Other related party	2,455,947	263,549	-	137,114
	3,060,296	529,635	-	413,002

Payments of €784,706 (2024: €75,626) have taken place during 2025 on behalf of subsidiaries. Year-end balances with related parties arising principally from the trading transactions referred to above are disclosed in Notes 10, 11, 14 and 16.

All balances with related parties are unsecured, interest-free and repayable on demand, except for €100,000, which is due after more than one year. No guarantees have been given or received.

26. Business combination

On 1 August 2025, the Group, through its subsidiary 9HDigital Ltd, acquired 400,000 ordinary shares, representing a 99.7% equity interest, in MPS Comms Limited. Details of the cost and assets taken over are disclosed below:

	€	€
Cost of acquisition		450,000
Fair value of assets and liabilities taken over on consolidation:		
Intangible assets	400,000	
		400,000
Goodwill		50,000

The intangible assets acquired comprise the MPS brand and brand identity, registered and unregistered intellectual property, digital presence and technical infrastructure, proprietary operational processes, and related licences and contractual arrangements.

Notes to the financial statements (continued)

27. Statutory information

9HCapital p.l.c. is a public limited liability Group and is incorporated in Malta.

28. Contingent liabilities

There were no contingent liabilities with a material impact on the Group as at 31 December 2025.

29. Subsequent events

The lease assumed by the Group from MPS Ltd, which commenced in January 2025, was terminated in February 2026. This termination relates to conditions arising after 31 December 2025 and, accordingly, no adjustment has been made to the financial statements for the year. The financial impact of the lease termination will be recognised in the financial statements for the year ending 31 December 2026.

The Directors have considered the potential impact of the ongoing conflict in the Middle East on the Group's operations, financial position, and future outlook. Following their assessment, the Directors have determined that, as at the date of approval of these financial statements, the conflict has had no material impact on the Group's business activities, revenue streams, supply chain, or financial performance.

The Directors continue to monitor the situation closely. While the situation remains fluid, the Group does not currently anticipate any significant adverse effects on its operations or going concern status arising from these geopolitical developments. Should circumstances change materially, the Directors will take appropriate action and make further disclosures as required.

Independent auditor's report

To the Shareholders of 9HCapital P.L.C.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of 9HCapital P.L.C.(the Company), set out on pages 12 to 51, which comprise the statements of financial position as at 31 December 2025 and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies.

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 International Financial Reporting Standards as adopted by the EU (EU IFRSs) and have been prepared in accordance with the requirements of the Companies Act (Cap. 386).

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' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in accordance with the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act (Cap. 281) in Malta, 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Independent auditor's report

To the Shareholders of 9HCapital P.L.C.(continued)

Key Audit Matters (continued)

Acquisition of subsidiary

Risk description

During the financial year, the group acquired a new subsidiary. Given the significance of the transaction and the complexity of the applicable financial reporting requirements, this area was significant to our audit.

How the scope of our audit responded to the risk:

- obtaining an understanding of the transaction structure and assessing whether the acquisition met the definition of a business in accordance with IFRS 3;
- inspecting the share purchase agreement to evaluate the terms of the transaction and the consideration transferred;
- evaluating management's identification of the assets acquired and liabilities assumed and assessing whether these were appropriately recognised at the acquisition date;
- involving our internal valuation specialists to assess the methodologies and key assumptions used by management in determining the value of the intangible assets,
- assessing the reasonableness of key assumptions used in the valuation models, including forecast cash flows, discount rates and growth rates;
- recalculating the goodwill arising on the acquisition; and
- evaluating the adequacy and completeness of the related disclosures in the consolidated financial statements in accordance with IFRS 3.

The Group's disclosures on the acquisition of its subsidiary are found in note 26 to the consolidated financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the directors' report and corporate governance – statement of compliance. Our opinion on the financial statements does not cover this information, including the directors' report.

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.

With respect to the Directors' Report, we also considered whether the Directors' Report includes the disclosures required by Article 177 of the Maltese Companies Act (Cap. 386). Based on the work we have performed, in our opinion:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and

Independent auditor's report

To the Shareholders of 9HCapital P.L.C.(continued)

Other Information (continued)

- the directors' report has been prepared in accordance with the Maltese Companies Act (Cap.386).

In addition, 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 directors' report. We have nothing to report in this regard.

Responsibilities of the Directors

The directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with EU IFRS's, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

- 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 directors.

Independent auditor's report

To the Shareholders of 9HCapital P.L.C.(continued)

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's 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 fair presentation.

We communicate with the 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.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

Report on Other Legal and Regulatory Requirements

Report on the statement of compliance with the Principles of Good Corporate Governance

The Listing Rules issued by the Malta Listing Authority require the directors to prepare and include in their annual report a Corporate Governance Statement providing an explanation of the extent to which they have adopted the Code of Principles of Good Corporate Governance and the effective measures that they have taken to ensure compliance throughout the accounting period with those Principles.

Independent auditor's report

To the Shareholders of 9HCapital P.L.C.(continued)

Report on the statement of compliance with the Principles of Good Corporate Governance (continued)

The Listing Rules also require the auditor to include a report on the Corporate Governance Statement prepared by the directors. We read the Corporate Governance Statement and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements included in the annual report.

Our responsibilities do not extend to considering whether this statement is consistent with any other information included in the annual report.

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

In our opinion, the Corporate Governance Statement set out on pages 6 to 11 has been properly prepared in accordance with the requirements of the Listing Rules issued by the Malta Listing Authority.

Adequacy of explanations received and accounting records

Under the Maltese Companies Act (Cap. 386) we are required to report to you if, in our opinion:

- We have not received all the information and explanations we require for our audit.
- Adequate accounting records have not been kept, or that returns adequate for our audit have not been received from branches not visited by us.
- The financial statements are not in agreement with the accounting records and returns.

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

Use of audit report

This report is made solely to the company's members as a body in accordance with the requirements of the Companies Act (Cap. 386) of the laws of Malta. Our audit work has been undertaken so that we might state to the company's members those matters that we are required to state to them in an auditor's report and for no other purpose. To the full extent permitted by law we do not assume responsibility to anyone other than the company's members as a body for our audit work, for this report or for the opinions we have formed.

Appointment

We were appointed by the shareholders as auditors of 9HCapital P.L.C.on 11 July 2019, as for the year ended 31 December 2019. The total period of uninterrupted engagement is 7 years.

Independent auditor's report

To the Shareholders of 9HCapital P.L.C.(continued)

Consistency with the additional report to those charged with Governance

Our opinion on our audit of the financial statements is consistent with the additional report to the audit committee required to be issued by the Audit Regulation (as referred to in the Act);

Non-audit services

We have not provided any of the prohibited services as set out in the Accountancy Profession Act.



*This copy of the audit report has been signed by
Anita Grech (Partner) for and on behalf of*

Forvis Mazars

Certified Public Accountants
Birkikara,
Malta

29 April 2026