

Elkstone Ireland Venture Fund Limited
Annual Report of the Directors and Audited Financial Statements
for the financial year ended ended 31 March 2025

Elkstone Ireland Venture Fund Limited
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Elkstone Ireland Venture Fund Limited
DIRECTORS AND OTHER INFORMATION

Directors	Mr. Ruairi O'Neill (resigned 17 April 2024) Mr. Ciaran McIntyre (resigned 15 April 2024) Mr. Alan Merriman Mr. Paul Kelly Mr. Niall McEvoy (appointed 22 January 2025)
Company secretary	HMP Secretarial Limited
Company number	707916
Registered office and business address	76 Baggot Street Lower Dublin 2 Republic of Ireland
Auditors	Grant Thornton Chartered Accountants and Statutory Audit Firm 13-18 City Quay Dublin 2 Republic of Ireland
Bankers	Revolut Bank UAB 2 Dublin Landings, North Dock Dublin 1 Republic of Ireland
Solicitors	McCann Fitzgerald Riverside One Sir John Rogerson's Quay Grand Canal Dock Dublin 2 Republic of Ireland

Elkstone Ireland Venture Fund Limited
DIRECTORS' REPORT

for the financial year ended 31 March 2025

The directors present their report and the audited financial statements of Elkstone Ireland Venture Fund Limited (the "Company") for the financial year ended 31 March 2025.

Principal activity and review of the business

The principal activity of the Company is that of a general partner. The Company acts as the general partner on behalf of Elkstone Opportunities Fund ILP, an Irish investment limited partnership. The Company is a wholly owned subsidiary of Elkstone Capital Partners Limited.

There has been no significant change in these activities during the financial year ended ended 31 March 2025.

Results and dividends

The profit for the year after providing for taxation amounted to €Nil (2024: €Nil).

The directors do not recommend payment of a dividend (2024: €Nil).

At the end of the year, the Company has net assets of €100 (2024: €100).

Directors and secretary

The directors who served throughout the year, except as noted, were as follows:

Mr. Alan Merriman

Mr. Ciaran McIntyre (resigned 15 April 2024)

Mr. Ruairi O'Neill (resigned 17 April 2024)

Mr. Paul Kelly

Mr. Niall McEvoy (appointed 22 January 2025)

The secretaries who served throughout the year were as follows:

HMP Secretarial Limited

The directors and secretary, their families and nominees had no direct beneficial interest in the shares of the Company at the beginning or end of the financial year.

The beneficial interest of the directors and secretary, their families and nominees in the share capital of the ultimate parent company, Elkstone Capital Partners Limited, are as they appear in the register of shareholders at 31 March 2025. There were no changes in the number of shares held between 31 March 2025 and the date of signing the financial statements.

Holdings in parent company: Elkstone Capital Partners Limited

Name	Class of shares	Number held at 31/03/25	Number held at 31/03/24
Elkstone Capital International Services Limited	"A" Ordinary Shares	5,513	5,513
Vernon Investments Limited	"B" Ordinary Shares	3,567	3,567
Beechwood Avenue Investments Limited	"D" Ordinary Shares	3,567	3,567

Mr. Alan Merriman, Mr. Ciaran McIntyre and Mr. Ruairi O'Neill are the beneficial owners of these shares, but their shares are held in Elkstone Capital International Services Limited, Vernon Investments Limited and Beechwood Avenue Investments Limited, respectively. Mr. Paul Kelly and Mr. Niall McEvoy have no direct beneficial interest in the shares of the parent company at the beginning or end of the financial year.

Elkstone Ireland Venture Fund Limited
DIRECTORS' REPORT (continued)
for the financial year ended 31 March 2025

Going concern

The Company generated a profit of €Nil (2024: €Nil) after tax for the year ended 31 March 2025. The Company had net assets of €100 (2024: €100).

The Board of Directors of the Company have prepared revised cashflow projections for the next twelve months from financial statements approval which show the Company will continue to trade for the foreseeable future.

The Company continues to have the support of its parent company, Elkstone Capital Partners Limited, and the Company has assurances that its parent company will continue to utilise its services and continue to support the operations and the cashflow requirements of the Company.

Management continues to have a reasonable expectation that the Company has adequate resources to continue in operation for at least the next 12 months following financial statements approval and that the going concern basis of accounting remains appropriate.

Future developments

The Company plans to continue its present activities and current trading levels.

Significant events during the year

Management have considered the impact of the Russia-Ukraine conflict, Gaza conflict, threat of inflation and cost of living crisis but have deemed this as having a limited impact on the Company. However, the rise in inflation could have some impact on client appetite.

Post balance sheet events

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

Accounting records

To ensure that adequate accounting records are kept in accordance with sections 281 to 285 of the Companies Act 2014, the directors have employed appropriately qualified accounting personnel and have maintained appropriate computerised accounting systems. The accounting records are located at the Company's office at 76 Baggot Street Lower, Dublin 2.

Relevant audit information

In the case of each of the persons who are directors at the time this report is approved in accordance with section 332 of Companies Act 2014:

- so far as each director is aware, there is no relevant audit information of which the Company's statutory auditors are unaware, and
- each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Company's statutory auditors are aware of that information.

Taxation status

The Company is a close company within the meaning of section 431 of the Taxes Consolidation Act, 1997.

Elkstone Ireland Venture Fund Limited
DIRECTORS' REPORT (continued)
for the financial year ended 31 March 2025

Auditors

The auditors, Grant Thornton, have indicated their willingness to continue in office in accordance with the provisions of section 383(2) of the Companies Act 2014.

This report was approved by the Board of Directors on 10 November 2025 and signed on behalf of the board by:

Alan Merriman

[Alan Merriman \(Nov 10, 2025 18:24:39 GMT\)](#)

Mr. Alan Merriman
Director

Paul Kelly

[Paul Kelly \(Nov 10, 2025 17:53:13 GMT\)](#)

Mr. Paul Kelly
Director

Elkstone Ireland Venture Fund Limited
DIRECTORS' RESPONSIBILITIES STATEMENT

for the financial year ended 31 March 2025

The directors are responsible for preparing the directors report and the financial statements in accordance with applicable Irish law and regulations.

Irish company law requires the directors to prepare financial statements for each financial year ended. Under the law, the directors have elected to prepare the financial statements in accordance with the Companies Act 2014 and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" issued by the Financial Reporting Council. Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the Company as at the financial year ended end date and of the profit or loss of the Company for the financial year ended and otherwise comply with the Companies Act 2014.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for ensuring that the Company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the Company, enable at any time the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy, enable them to ensure that the financial statements and directors report comply with the Companies Act 2014 and enable the financial statements to be audited. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

This statement was approved by the Board of Directors on 10 November 2025 and signed on behalf of the board by:

Alan Merriman

[Alan Merriman \(Nov 10, 2025 18:24:39 GMT\)](#)

Mr. Alan Merriman
Director

Paul Kelly

[Paul Kelly \(Nov 10, 2025 17:53:13 GMT\)](#)

Mr. Paul Kelly
Director

Independent auditor's report to the members of Elkstone Ireland Venture Fund Limited

Opinion

We have audited the financial statements of Elkstone Ireland Venture Fund Limited (“the Company”), which comprise the Balance sheet as at 31 March 2025, Profit and loss account and other comprehensive income and Statement of changes in equity for the financial year ended 31 March 2025, and the related notes to the financial statements, including the summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is Irish law and FRS 102 “The Financial Reporting Standard applicable in the UK and Republic of Ireland” (Generally Accepted Accounting Practice in Ireland).

In our opinion, Elkstone Ireland Venture Fund Limited’s financial statements:

- give a true and fair view in accordance with Generally Accepted Accounting Practice in Ireland of the assets, liabilities and financial position of the Company as at 31 March 2025 and of the Company’s financial performance for the financial year then ended; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (“ISAs (Ireland)”) and applicable law. Our responsibilities under those standards are further described in the ‘Responsibilities of the auditor for the audit of the financial statements’ section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Ireland, including the Ethical Standard for Auditors (Ireland) issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and the ethical pronouncements established by Chartered Accountants Ireland, applied as determined to be appropriate in the circumstances for the entity. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company’s ability to continue as a going concern for a period of at least twelve months from the date when the financial statements are authorised for issue.

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

Independent auditor's report to the members of Elkstone Ireland Venture Fund Limited

Other information

Other information comprises information included in the annual report, other than the financial statements and the auditor's report thereon, including the Director's Report and Director's responsibilities statement. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies in the financial statements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

We have nothing to report in this regard.

Matters on which we are required to report by the Companies Act 2014

- We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
- In our opinion the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited.
- The financial statements are in agreement with the accounting records.
- In our opinion the information given in the Directors' report is consistent with the financial statements. Based solely on the work undertaken in the course of our audit, in our opinion, the Directors' report has been prepared in accordance with the requirements of the Companies Act 2014.

Matters on which we are required to report by exception

Based on our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

Under the Companies Act 2014 we are required to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by sections 305 to 312 of the Act have not been made. We have no exceptions to report arising from this responsibility.

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

As explained more fully in the Directors' responsibilities statement, management is responsible for the preparation of the financial statements which give a true and fair view in accordance with Generally Accepted Accounting Practice in Ireland, including FRS 102, and for such internal control as they determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Independent auditor's report to the members of Elkstone Ireland Venture Fund Limited

Responsibilities of management and those charged with governance for the financial statements (continued)

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

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

Responsibilities of the auditor for the audit of the financial statements

The auditor's 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 (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs (Ireland), the auditor will exercise professional judgment and maintain professional scepticism throughout the audit. The auditor will also:

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

Independent auditor's report to the members of Elkstone Ireland Venture Fund Limited

Responsibilities of the auditor for the audit of the financial statements (continued)

The auditor communicates with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that may be identified during the audit.

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

This report is made solely to the Company's members, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



David Lynch

For and on behalf of

Grant Thornton

Chartered Accountants & Statutory Audit Firm

Dublin

Ireland

10 November 2025

Elkstone Ireland Venture Fund Limited
PROFIT AND LOSS ACCOUNT AND OTHER COMPREHENSIVE INCOME
for the financial year ended 31 March 2025

	Note	2025 €	2024 €
Turnover	4	1,996,179	2,062,677
Gross profit		1,996,179	2,062,677
Administrative expenses		(1,996,179)	(2,062,677)
Profit before taxation		-	-
Tax on profit	8	-	-
Profit for the financial year ended		-	-
Other comprehensive income for the financial year ended		-	-
Total comprehensive income for the financial year ended		-	-

All the activities of the Company are from continuing operations.

The notes on pages 13 to 17 form part of these financial statements.

Elkstone Ireland Venture Fund Limited**BALANCE SHEET**

as at 31 March 2025

	Note	2025 €	€	2024 €	€
Current assets					
Debtors:					
Amounts falling due within one year	9	505,015		509,691	
Cash at bank	10	50		100	
		<u>505,065</u>		<u>509,791</u>	
Creditors: amounts falling due within one year					
	11	<u>(504,965)</u>		<u>(509,691)</u>	
Net current assets			100		100
Net assets			100		100
Capital and reserves					
Called up share capital presented as equity	12		100		100
Shareholders funds			100		100

These financial statements were approved by the board of directors on 10 November 2025 and signed on behalf of the board by:

Alan Merriman

[Alan Merriman \(Nov 10, 2025 18:24:39 GMT\)](#)

Mr. Alan Merriman
Director

Paul Kelly

[Paul Kelly \(Nov 10, 2025 17:53:13 GMT\)](#)

Mr. Paul Kelly
Director

The notes on pages 13 to 17 form part of these financial statements.

Elkstone Ireland Venture Fund Limited
STATEMENT OF CHANGES IN EQUITY
for the financial year ended 31 March 2025

	Called up share capital €	Retained earnings €	Total equity €
At 1 April 2023	100	-	100
Profit for the financial year ended	-	-	-
Total comprehensive income for the financial year ended	-	-	-
At 31 March 2024 and 1 April 2024	100	-	100
Profit for the financial year ended	-	-	-
Total comprehensive income for the financial year ended	-	-	-
At 31 March 2025	100	-	100

The notes on pages 13 to 17 form part of these financial statements.

Elkstone Ireland Venture Fund Limited
NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 31 March 2025

1. GENERAL INFORMATION

Elkstone Ireland Venture Fund Limited is a company limited by shares incorporated in the Republic of Ireland. The registered office of the Company is 76 Baggot Street Lower, Dublin 2, which is also the principal place of business of the Company. The Irish company registration number is 707916. The nature of the Company's operations and its principal activities are set out in the Directors' Report. The financial statements have been presented in Euro (€) which is also the functional currency of the Company.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Statement of compliance

The financial statements of the Company for the year ended 31 March 2025 have been prepared on a going concern basis and in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (FRS 102) and the Companies Act 2014.

Basis of preparation

The financial statements have been prepared on the going concern basis and in accordance with the historical cost convention and financial instruments that are measured at fair value, as explained in the accounting policies below. The financial reporting framework that has been applied in their preparation is the Companies Act 2014 and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" issued by the Financial Reporting Council.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

Turnover

Turnover comprises the value of services rendered by the Company, exclusive of trade discounts and value added tax.

Expenses

Expenses are recognized in the profit and loss account and other comprehensive income on an accruals basis.

Trade debtors and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method less impairment losses for bad and doubtful debts except where the effect of discounting would be immaterial. In such cases the receivables are stated at cost less impairment losses for bad and doubtful debts.

Elkstone Ireland Venture Fund Limited
NOTES TO THE FINANCIAL STATEMENTS (continued)
for the financial year ended 31 March 2025

Cash and cash equivalents

Cash and cash equivalents comprise cash in bank and in hand, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the balance sheet, bank overdrafts are shown within creditors.

Cash Flow Statement

As detailed in Note 15, Elkstone Capital Partners Limited has effective control over the Company's operations. Therefore, as per the requirements of sections 1.11 of FRS 102, the Company meets the definition of a qualifying entity and has taken advantage of the exemption from preparing a cash flow statement as specified in section 1.12. Elkstone Capital Partners Limited, a company registered in Ireland, prepares consolidated financial statements including a cash flow statement incorporating this Company.

Trade creditors and other payables

Trade and other payables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest rate method, unless the effect of discounting would be immaterial, in which case they are stated at cost.

Taxation

Current tax represents the amount expected to be paid or recovered in respect of taxable profits for the year and is calculated using the tax rates and laws that have been enacted or substantially enacted at the Balance Sheet date.

Foreign currencies

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to administrative expenses in the profit and loss account and other comprehensive income.

Ordinary share capital

The ordinary share capital of the Company is presented as equity.

Elkstone Ireland Venture Fund Limited
NOTES TO THE FINANCIAL STATEMENTS (continued)
for the financial year ended 31 March 2025

3. JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the financial statements requires management to make judgements that affect the reported amounts of assets and liabilities at the date of financial statements and the reported amount of income and expenses during the reporting year. Management evaluates its judgements on an ongoing basis.

Management bases its judgements on historical experience on various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumption or conditions.

The following judgement is considered important to the portrayal of the Company's financial condition:

Going concern

The Company generated a profit of €Nil (2024: €Nil) after tax for the year ended 31 March 2025. The Company had net assets of €100 (2024: €100).

The Board of Directors of the Company have prepared revised cashflow projections for the next twelve months from financial statements approval which show the Company will continue to trade for the foreseeable future.

The Company continues to have the support of its parent company, Elkstone Capital Partners Limited, and the Company has assurances that its parent company will continue to utilise its services and continue to support the operations and the cashflow requirements of the Company.

Management continues to have a reasonable expectation that the Company has adequate resources to continue in operation for at least the next 12 months following financial statements approval and that the going concern basis of accounting remains appropriate.

4. TURNOVER

The whole of the turnover is attributable to the principal activity of the Company which is wholly undertaken in Ireland.

5. AUDITORS' REMUNERATION

	2025	2024
	€	€
Audit of the financial statements	<u>2,706</u>	<u>2,690</u>

6. DIRECTORS REMUNERATION

The directors have not received emoluments from the Company or from any other company for qualifying services (2024: same).

7. EMPLOYEES

The average number of persons employed by the Company during the financial year ended, including the directors was Nil (2024: Nil).

8. TAX ON PROFIT

No charge to tax arises as no tax profits incurred.

Elkstone Ireland Venture Fund Limited
NOTES TO THE FINANCIAL STATEMENTS (continued)
for the financial year ended 31 March 2025

9. DEBTORS

Amounts falling due within one year

	2025	2024
	€	€
Amounts owed by group undertakings	505,015	509,691

Amounts owed by group undertakings are interest free and repayable on demand.

10. CASH AT BANK

	2025	2024
	€	€
Cash at bank	50	100

11. CREDITORS

Amounts falling due within one year

	2025	2024
	€	€
Trade creditors	1,845	-
Accruals	4,490	12,423
Deferred income	498,630	497,268
	504,965	509,691

Deferred income represents payments received from Elkstone Opportunities Fund ILP for acting as the general partner that has not yet been earned as at 31 March 2025.

12. SHARE CAPITAL

Issued, called up and fully paid

	2025		2024	
	Number	€	Number	€
Amounts presented in equity:				
Ordinary shares of €1.00 each	100	100	100	100

13. CAPITAL COMMITMENTS

The Company had no material capital commitments at the year ended 31 March 2025 (2024: €Nil).

14. RELATED PARTY TRANSACTIONS

The Company has availed of the exemption under FRS 102 in relation to the disclosure of transactions with group companies.

15. PARENT AND ULTIMATE PARENT COMPANY

The Company regards Elkstone Capital Partners Limited as its parent company.

The Company's ultimate parent undertaking is Elkstone Capital Partners Limited. The address of Elkstone Capital Partners Limited is 76 Lower Baggot Street, Dublin 2.

The parent of the largest group in which the results are consolidated is Elkstone Capital Partners Limited which is registered in Ireland.

16. POST-BALANCE SHEET EVENTS

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

17. APPROVAL OF FINANCIAL STATEMENTS

The Board of Directors approved these financial statements for issue on 10 November 2025.