

Digiserve Software Services Limited

Directors' Report and financial statements

Year ended 31 December 2019

Digiserve Software Services Limited

Directors' Report and financial statements

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Digiserve Software Services Limited

Directors and Other Information

Directors	William Casey Seamus Buckley
Secretary	Buckley Kiely Secretarial Services Limited
Registered office	Heritage Business Park Bessboro Road Blackrock Cork
Independent auditor	Ernst & Young Chartered Accountants Harcourt Street Dublin 2 Ireland
Banker	AIB Bank plc Bishopstown Cork Ireland
Solicitor	Ronan Daly Jermyn 2 Park Place City Gate Park Mahon Cork Ireland

Company number	34318
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Digiserve Software Services Limited

Directors' Report *(continued)*

Directors' Report

The directors present their report and the audited financial statements ("the financial statements") of Digiserve Software Services Limited ("the Company") for the year ended 31 December 2019.

Principal activities, business review and future developments

The principal activity of the Company was that of website content management, however, the Company ceased material activities in the prior year. It is the intention of the directors that the Company remain as a dormant entity for the foreseeable future.

Principal risks and uncertainties

The Company does not trade and therefore there are no material principal risks and uncertainties.

Legislative risks

The Company operates within a legal framework and consequently faces a requirement to ensure compliance with legal and regulatory requirements.

Economic risk

A decline in macroeconomic conditions could result in a reduction in general business. Whilst market conditions may decline in certain regions, the globally diversified nature of the business is intended to this. The Company's new strategic growth will further diversify the business and address this risk.

The Company has procedures in place to enable the management and directors to continually monitor the performance of all areas of the business. These include the preparation of a detailed annual budget which is used for comparison with monthly management accounts throughout the year. In addition, such procedures include the reporting of key performance indicators such as gross profit, operating costs, operating profit and free cash flow.

Going concern

In assessing the ability of the Company to continue as a going concern the Directors and Management have prepared a detailed assessment including cashflow projections that extend to December 2025 for PCH International Holdings ("the Group"). The projections highlight that the Group, will require additional working capital financing over the period to December 2024 amounting to \$12.4m.

The Company is reliant on the Group for funding to meet its liabilities as and when they fall due. The Directors have determined that there is a material uncertainty in relation to going concern at a Group level. As a result, a material uncertainty exists in relation to the going concern for the Company given its dependency on future funding from the Group.

The Directors, notwithstanding the existence of material uncertainties, are of the opinion that the financial statements should be prepared on a going concern basis. The financial statements do not include any adjustments that would be required if the Company were unable to continue as a going concern.

Digiserve Software Services Limited

Directors' Report *(continued)*

Political donations

The Company did not make any political donations during the year (2018: €Nil).

Results and dividends

The loss for the year ended 31 December 2019 amounted to €62 (2018: €73 loss).

No dividends or transfers to reserves are recommended by the directors (2018: €Nil).

Events after the reporting period

Other than what is described in the Principal Risks and Uncertainties section above there were no significant events between the Statement of Financial Position date and the date of signing of the financial statements, affecting the Company, which require adjustment to or disclosure in the financial statements.

Directors and secretary and their interests

In accordance with the Company's Articles of Association the director is not required to retire by rotation.

The director and secretary who held office at 31 December 2019 had no interests other than those shown below in the shares of the ultimate parent company:

Name of director	Description of instrument	% Shareholding 2019	% Shareholding 2018	Name of Company
William Casey	Ordinary shares, Series D shares & Warrants	31.7% Holding	31.7% Holding	PCH International

Mr. Casey owns his shareholding through a holding company of which he is a director and sole shareholder, Sontalmo Holdings Limited.

Relevant audit information

The directors believe that they have taken all steps necessary to make themselves aware of any relevant audit information and have established that the Company's statutory auditors are aware of that information. In so far as they are aware, there is no relevant audit information of which the Company's statutory auditors are unaware.

Digiserve Software Services Limited

Directors' Report *(continued)*

Accounting records

The measures that the directors have taken to secure compliance with the requirements of sections 281 to 285 of the Companies Act 2014, with regard to the keeping of accounting records, include the provision of appropriate resources to maintain adequate accounting records throughout the Company, including the appointment of personnel with appropriate qualifications, experience and expertise. The Company's accounting records are maintained at the Company's registered office at Heritage Business Park, Bessboro Road, Blackrock, Cork, Ireland.

Auditor

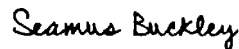
Ernst & Young, Chartered Accountants, will continue in office in accordance with section 383(2) of the Companies Act 2014.

On behalf of the board



William Casey
Director

Date 11/12/2023 | 05:01 PST



Seamus Buckley
Director
11/12/2023 | 14:03 GMT

Digiserve Software Services Limited

Directors' Responsibilities Statement

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the Company financial statements in accordance with accounting standards issued by the Financial Reporting Council and promulgated by the Institute of Chartered Accountants in Ireland (Generally Accepted Accounting Practice in Ireland), including Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

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 and of its profit or loss for that year. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations or have no realistic alternative but to do so.

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.

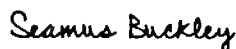
On behalf of the board



William Casey
Director

11/12/2023 | 05:01 PST

Date



Seamus Buckley
Director

11/12/2023 | 14:03 GMT

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DIGISERVE SOFTWARE SERVICES LIMITED

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Digiserve Software Services Limited ('the Company') for the year ended 31 December 2019, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and notes to the financial statements, including the summary of significant accounting policies set out in note 2. The financial reporting framework that has been applied in their preparation is Irish Law and Accounting Standards including FRS 101 Reduced Disclosure Framework (Irish Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the Company as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with Irish Generally Accepted Accounting Practice; 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 *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Company in accordance with ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw your attention to Note 1 of the financial statements that indicates a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. The material uncertainty is specifically in relation to the ongoing support from the Company's parent PCH International Holdings ("the Group").

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of these financial statements is appropriate. Our opinion is not modified in respect of this matter.

Other information

The directors are responsible for the other information. The other information comprises the information included in the directors' report other than the financial statements and our auditor's report thereon. 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DIGISERVE SOFTWARE SERVICES LIMITED (Continued)

Other information (continued)

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 or apparent material misstatements, 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.

Opinions on other matters prescribed by the Companies Act 2014

Based solely on the work undertaken in the course of the audit, we report that:

- in our opinion, the information given in the directors' report is consistent with the financial statements; and
- in our opinion, the directors' report has been prepared in accordance with FRS 101 and 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 and the financial statements are in agreement with the accounting records.

Matters on which we are required to report by exception

Based on the 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.

The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions required by sections 305 to 312 of the Act are not made. We have nothing to report in this regard.

Respective responsibilities

Responsibilities of directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as they 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DIGISERVE SOFTWARE SERVICES LIMITED (Continued)

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 (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.

A further description of our responsibilities for the audit of the financial statements is located on the IAASA's website at: http://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf.

This description forms part of our auditor's report.

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

Our 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.



Roger Wallace
for and on behalf of
Ernst & Young Chartered Accountants and Statutory Audit Firm

Dublin

Date: 15 December 2023

Digiserve Software Services Limited

Statement of Comprehensive Income for the year ended 31 December 2019

	<i>Note</i>	2019 €	2018 €
Revenue	3	87	349
		<u>87</u>	<u>349</u>
Gross profit		87	349
Administrative and other expenses	4	(149)	(422)
		<u>(149)</u>	<u>(422)</u>
Operating loss		(62)	(73)
		<u>(62)</u>	<u>(73)</u>
Loss before taxation		(62)	(73)
Tax on loss	5	-	-
		<u>-</u>	<u>-</u>
Loss after taxation		(62)	(73)
		<u>(62)</u>	<u>(73)</u>
Other comprehensive income		-	-
		<u>-</u>	<u>-</u>
Total comprehensive loss for the year		(62)	(73)
		<u>(62)</u>	<u>(73)</u>

The notes on pages 12 to 22 are an integral part of these financial statements.

Digiserve Software Services Limited

Statement of Financial Position as at 31 December 2019

	Note	2019 €	2018 €
Current assets			
Trade and other receivables	6	-	1,639
Cash and cash equivalents	7	-	4,616
		<u> </u>	<u> </u>
Total current assets		<u> </u>	<u> </u>
Equity			
Called up share capital	8	2	2
Profit and loss account		(1,259,376)	(1,259,376)
		<u> </u>	<u> </u>
Shareholders' deficit		<u> </u>	<u> </u>
Non-current liabilities			
Trade and other payables	9	1,259,374	1,265,629
		<u> </u>	<u> </u>
Total non-current liabilities		<u> </u>	<u> </u>
		<u> </u>	<u> </u>
Total shareholders' deficit and liabilities		<u> </u>	<u> </u>

The notes on pages 12 to 22 are an integral part of these financial statements.

On behalf of the board



William Casey
Director

11/12/2023 | 05:01 PST



Seamus Buckley
Director

11/12/2023 | 14:03 GMT

Digiserve Software Services Limited

Statement of Changes in Equity for the year ended 31 December 2019

	Share capital €	Accumulated loss €	Total €
Balance at 1 January 2018	2	(1,259,303)	(1,259,301)
<i>Comprehensive loss:</i>			
Net loss for the year	-	(73)	(73)
	<u> </u>	<u> </u>	<u> </u>
Total comprehensive loss	-	(73)	(73)
	<u> </u>	<u> </u>	<u> </u>
Balance at 31 December 2018	2	(1,259,376)	(1,259,374)
	<u> </u>	<u> </u>	<u> </u>
Balance at 1 January 2019	2	(1,259,376)	(1,259,374)
<i>Comprehensive loss:</i>			
Net loss for the year	-	(62)	(62)
	<u> </u>	<u> </u>	<u> </u>
Total comprehensive loss	-	(62)	(62)
	<u> </u>	<u> </u>	<u> </u>
Balance at 31 December 2019	2	(1,259,438)	1,259,436
	<u> </u>	<u> </u>	<u> </u>

The notes on pages 12 to 22 are an integral part of these financial statements.

Digiserve Software Services Limited

Notes

forming part of the financial statements

1 Basis of preparation

(a) Reporting entity

The Company is domiciled in Ireland. The address of the Company's registered office is Heritage Business Park, Bessboro Road, Blackrock, Cork, Ireland.

(b) Statement of compliance

The Company's financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101") and the applicable requirements of the Companies Act 2014.

(c) Basis of preparation

The Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- IFRS 13 – Fair Value Measurement – paragraphs 91 – 99;
- IFRS 7 Financial Instruments: Disclosures,
- ISA 1 Presentation of Financial Statements 10(d), 10(f), 39(c) and 134-136;
- IAS 7 Statement of Cash Flows;
- paragraph 17 of IAS 24 Related Party Disclosures;
- IAS 24 Related Party Disclosures
 - Related party transactions with other wholly owned members of the group,
 - Key management personnel remuneration – paragraph 17.

The financial statements are presented in Euro. Euro is the Company's functional and presentation currency. The financial statements are prepared on the historical cost basis.

The Company has taken advantage of the exemption under section 299 of the Companies Act 2014 not to prepare group accounts as it is a wholly owned subsidiary of PCH International Holdings. The results of the Company are included in the consolidated financial statements of PCH International Holdings, a Company resident in Cayman Islands.

(d) Use of estimates and judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year or in the year of the revision and future years if the revision affects both current and future years. There were no material estimates or judgements in the preparation of the financial statements.

Digiserve Software Services Limited

Notes *(continued)*

1 Basis of preparation *(continued)*

(e) Going concern

In assessing the ability of the Company to continue as a going concern the Directors and Management have prepared a detailed assessment including cashflow projections that extend to December 2025 for PCH International Holdings ("the Group"). The projections highlight that the Group, will require additional working capital financing over the period to December 2024 amounting to \$12.4m.

The Company is reliant on the Group for funding to meet its liabilities as and when they fall due. The Directors have determined that there is a material uncertainty in relation to going concern at a Group level. As a result, a material uncertainty exists in relation to the going concern for the Company given it's dependency on future funding from the Group.

The Directors, notwithstanding the existence of material uncertainties, are of the opinion that the financial statements should be prepared on a going concern basis. The financial statements do not include any adjustments that would be required if the Company were unable to continue as a going concern.

2 Significant accounting policies

(a) Financial instruments

Financial instruments – initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets – Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables are measured at the transaction price.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

(a) Financial assets at amortised cost:

The Company measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Digiserve Software Services Limited

Notes (continued)

2 Significant accounting policies (continued)

(a) Financial instruments (continued)

(i) Financial assets – Initial recognition and measurement (continued)

Subsequent measurement (continued)

(a) Financial assets at amortised cost: (continued)

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in the Statement of comprehensive income the asset is derecognised, modified or impaired.

The financial assets at amortised cost includes amounts due from fellow group undertakings.

(b) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Financial assets at fair value through profit or loss are carried in the Statement of financial position at fair value with net changes in fair value recognised in the Statement of comprehensive income.

(c) Derecognition

A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either

(a) the Company has transferred substantially all the risks and rewards of the asset, or

(b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

(ii) Financial liabilities - Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, amounts due from fellow group undertakings and derivative financial instruments.

Digiserve Software Services Limited

Notes (continued)

2 Significant accounting policies (continued)

(a) Financial instruments (continued)

(ii) Financial liabilities - Initial recognition and measurement (continued)

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

(a) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by IFRS 9.

Gains or losses on liabilities held for trading are recognised in the Statement of comprehensive income.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied.

(b) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of comprehensive income.

(iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Financial Statements of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(iv) Fair values

The fair value of financial instruments that are traded in active markets at the reporting date is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis or other valuation models.

(b) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

Digiserve Software Services Limited

Notes (continued)

2 Significant accounting policies (continued)

(c) Income tax

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

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

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The tax expense represents the sum of the tax currently payable and deferred tax.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset if, and only if, there is a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

In determining the amount of current and deferred tax the Company considers the impact of uncertain tax positions and whether additional taxes and interest may be due. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Company to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset only if certain criteria are met.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Digiserve Software Services Limited

Notes *(continued)*

2 Significant accounting policies *(continued)*

(d) Called up share capital presented as equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

(e) Provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(f) Revenue recognition

Revenue is recognised from the provision of the Company's services when control of the asset is transferred to the customer, generally on delivery. Revenue is recognised as an amount that reflects consideration to which the Company expects to be entitled in exchange for the product. The normal credit term is 30 to 90 days upon delivery.

The principles of IFRS 15 Revenue from Contracts with Customers are applied to revenue recognition criteria using the following five step model:

1. Identify the contracts with customers
2. Identify the performance obligation
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations
5. Recognise revenue when or as the Company satisfies its performances obligations

Interest income is recognized as the interest accrues using the effective interest rate (the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset).

Deferred revenue relates to product revenue and service income for which the product and service has not been provided. Deferred revenue is recorded as income at the point in time when the product is delivered to the customer, or for service income, on a straight-line basis over the period the service is provided.

Digiserve Software Services Limited

Notes (continued)

2 Significant accounting policies (continued)

(g) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Foreign currency differences arising on retranslation are recognised in profit or loss.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured based on historical cost are translated using the exchange rate at the date of the transaction.

(h) Recent accounting pronouncements

Newly effective IFRS requirements

New IFRS requirements became effective in the current year but had no impact on the Company.

- IFRS 16: Leases (effective from 1 January 2019)

The Company adopted IFRS 16 Leases ("IFRS 16") from its mandatory adoption date of 1 January 2019. The Company applied the modified approach on transition and did not restate comparative amounts for the year prior to adoption.

IFRS 16 provides a new model for lessee accounting in which all leases, other than short-term and low value leases, will be accounted for by recognizing a right-of-use asset and a lease liability. The right-of-use asset will be subsequently amortized over the lease term and the lease liability will be reduced by each lease payment made, after expensing a portion of the lease payment as interest expense. Lessee will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate use to determine those payments). The lessee will generally recognize the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

With respect to lessor accounting, a lessor continues to classify leases as either finance leases or operating leases and account for those two types of leases differently. However, for subleases under IFRS 16, the intermediate lessor is required to classify the sublease as a finance or operating lease by reference to the right-of-use asset arising from the sublease (and not by reference to the underlying asset of the head lease, as was the case under IAS 17).

All rights-of-use assets will be measured at the amount of the lease liability on adoption adjusted for any prepaid or accrued lease expense. The Company applied the practical expedient available in the standard for the short-term leases (lease term of 12 months or less) and leases of low-value assets. Short-term and low value leases will both be recognized on a straight-line basis as expense in profit or loss.

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Notes (continued)

2 Significant accounting policies (continued)

(h) Recent accounting pronouncements (continued)

Newly effective IFRS requirements (continued)

- IFRIC Interpretation 23 Uncertainty over Income Tax Treatment

IFRIC Interpretation 23 *Uncertainty over Income Tax Treatment* ("IFRIC 23") was issued by the IASB in June 2017 and is effective for reporting periods beginning on or after 1 January 2019. IFRIC 23 clarifies the accounting for income taxes when tax treatments involve uncertainty that affects the application of IAS 12 *Income Taxes* ("IAS 12") and does not apply to taxes or levies outside the scope of IAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments.

The interpretation specifically addresses the following:

- Whether each uncertain tax treatment should be considered separately, or whether some uncertain tax treatments should be considered together as a group, is determined based on which approach better predicts the resolution of the uncertainty;
- The assumptions a company makes about the examination of tax treatments by taxation authorities;
- How a company determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates; and
- How a company considers changes in facts and circumstances.

The Company has evaluated the impact of IFRIC 23 on its future financial statements and has concluded there is no impact.

3 Revenue from contracts with customers	2019 €	2018 €
Types of goods or services		
Website content management	87	349

Revenue is recognised net of sales taxes. A segmented analysis of revenue by geographical segmentation has not been provided, as in the opinion of the directors, such disclosure would be prejudicial to the commercial interests of the Company.

4 Statutory and other information

Audit fees

Audit fees are borne by the ultimate parent company, PCH International Holdings. The directors received no remuneration for their role as directors of the Company.

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Notes (continued)

5 Tax on loss

No charge to corporation tax arises in the current or prior year as the Company has ceased to trade.

6 Trade and other receivables	2019	2018
	€	€
VAT receivable	-	1,639
Trade receivable	-	-
	<u>-</u>	<u>1,639</u>
	<u>-</u>	<u>1,639</u>
7 Cash and cash equivalents	2019	2018
	€	€
Cash and cash equivalents	-	4,616
	<u>-</u>	<u>4,616</u>
8 Called up share capital	2019	2018
	€	€
Authorised		
1,000,000 ordinary shares of €1 each	<u>1,000,000</u>	<u>1,000,000</u>
Allotted, called up and fully paid equity		
2 ordinary shares of €1 each	<u>2</u>	<u>2</u>
	<u>2</u>	<u>2</u>
9 Trade and other payables	2019	2018
	€	€
Amounts owed to group undertakings	<u>1,259,374</u>	<u>1,263,745</u>

Amounts owed to group undertakings are payable in greater than one year and are unsecured.

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Notes *(continued)*

10 Related party transactions

The Company has taken advantage of the exemption available under FRS 101 Reduced Disclosure Framework, not to disclose any related party transaction occurring with wholly owned group undertakings on the grounds that it is a wholly owned subsidiary of PCH International Holdings, whose accounts are publicly available. There were no other disclosable related party transactions during either the current or previous financial year.

Key management compensation

The Company had no transactions with directors during the year within the meaning of the Companies Act 2014 (2018: €Nil).

11 Ultimate parent undertaking/controlling party

The Company is a subsidiary of PCH Software as A Service Limited (a company registered and incorporated in Ireland) whose ultimate parent company is PCH International Holdings, which is incorporated in the Cayman Islands. The financial statements of the Company are included in the consolidated financial statements of PCH International Holdings. There is no controlling party of the group.

12 Events after the reporting period

Other than what is described in the Principal Risks and Uncertainties in the Directors' Report above there were no significant events between the Statement of Financial Position date and the date of signing of the financial statements, affecting the Company, which require adjustment to or disclosure in the financial statements.

13 Approval of financial statements

The directors approved the financial statements on the 11th of December 2023.