

Company registration number 11368792 (England and Wales)

STRIVE HOLDING LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

STRIVE HOLDING LIMITED

COMPANY INFORMATION

Director	L I P Rantala
Company number	11368792
Registered office	Office 9.17 3A Capital Tower 91 Waterloo Road London SE1 8RT
Auditor	Bright Grahame Murray Emperor's Gate 114a Cromwell Road Kensington London SW7 4AG

STRIVE HOLDING LIMITED

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STRIVE HOLDING LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

The director presents the strategic report for the year ended 31 December 2022.

Fair review of the business

During the year, the Group reported total revenue of €118,147,771 (2021: €136,030,997) with the main revenue stream arising from gross gaming revenue of €117,602,482 (2021: €135,919,418). The decrease is primarily attributable to changes to the Group's operations in view of developments in several jurisdictions in which the Group either was or still is in the process of acquiring a gaming license, and the decommissioning of operations in Austria for the reasons described in the "Events after balance sheet date" section below. These changes were implemented to be compliant with new regulations that came into force during the same period, and in anticipation of, and eligibility to a gambling license application in those same jurisdictions, whilst the latter was a financial risk-mitigating measure.

Despite the decrease in revenue, the group's subsidiary, Rootz Ltd, is still in a period of growth as it expands operations to more geographical areas through several ongoing license applications, and the launch of the fourth and fifth brands "Spinz" and "Chipz" in 2022. Moreover, Rootz Ltd plans to diversify its casino offering through the introduction of a sportsbook, once the relevant licensing is obtained, whilst exploring jurisdictions in which it will apply for the relevant gaming licenses. Rootz Ltd's efforts and ability to adapt to ongoing changes has proven fruitful, as the decrease experienced in certain jurisdictions was marginally mitigated by shifting efforts to other jurisdictions, which led to exponential growth and returns from said jurisdictions.

The Group's administrative expenditure increased primarily due to the increase in fixed costs related to Rootz Ltd's IT infrastructure following the significant upgrades made as part of the company's efforts to remain compliant with laws and regulations in its targeted jurisdictions, combined with the increase in personnel during the year as a continuous effort to invest in the people necessary to drive growth. Conversely, marketing and affiliate expenditure decreased to €23,653,497 (2021: €26,431,039) as the Group shifted its focus to the acquisition of gambling licences in several jurisdictions and investment in the related operational and technical changes required thereon. As a result, the Group registered a profit before taxation amounting to €15,057,663 (2021: €12,441,718). The Group's profit for the year amounted to €13,675,788 (2021: €16,283,280).

Principal risks and uncertainties

Significant risk and factors of uncertainty

The Group operates in an emerging online gaming industry. For Internet based casino operations, there is uncertainty as to which country's law ought to be applied, as the internet operations can be linked to several jurisdictions. Legalisation concerning online gaming is under investigation in many jurisdictions. As at today certain EU countries have regulated their market by means of country specific licenses, whilst at present, discussions are in progress on the liberalisation of a number of other markets in Europe. The Group monitors the legal situation within EU, and if any of its key markets were to regulate the market, Rootz Ltd would obtain the required license to be in a position to continue operating in that jurisdiction. This regulatory uncertainty represents both a risk and an opportunity for the company's ability to develop and grow the business. Reviews of gaming taxation laws are taking place in a number of EU jurisdictions, including certain jurisdictions from which the Group accepts bets. The Director is of the view that any potential exposure to unpaid taxes is not material, except for two specific jurisdictions as further described in Note 26.

Financial Risk Management

The Group's activities expose it to a variety of financial risks; market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and capital risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Market risk

Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various currency exposure, primarily with respect to the Canadian dollar (CAD) and the New Zealand Dollar (NZD). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

Price Risk

The Group is not exposed to commodity price risk.

STRIVE HOLDING LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

Interest rate risk

The Group is not exposed to interest risk.

Credit Risk

Financial assets which potentially subject the Group to concentrations of credit risk consist principally of receivables and cash at bank. The Group assesses the credit quality of its customers by taking into account financial standing, past experience and other factors as well as continuously monitors defaults of its counterparties. Receivables are presented net of an allowance for doubtful debts. The Group applies the IFRS 9 simplified model of recognising lifetime expected credit losses for all trade receivables. In measuring the expected credit losses, the trade receivables have been assessed on a collective basis as they possess shared credit risk characteristics. They have been grouped based on the days past due. Cash at bank is placed with reliable financial institutions.

Liquidity risk

The Group's exposure to liquidity risk arises from its obligations to meet its financial liabilities, which comprise of trade and other payables. Prudent liquidity risk management includes maintaining sufficient cash and committed credit facilities. The Group monitors its liquidity on the basis of expected cash flow. This entails projecting cash flows and considering the level of liquid assets necessary to meet the Group's obligations as they fall due.

Capital risk management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern and to maximise the return to stakeholders through the optimisation of the debt and equity balance.

Future Developments

The Group's ability to adapt to ongoing changes can be seen through the several ongoing license applications and other efforts to expand its casino offerings globally. Such efforts mitigate possible negative impact as a result of changes within the industry and at times puts the Group in an advantageous position within the market. This combined with the plans for the introduction of a sportsbooks to its casino offering, albeit still in early stages and subject to acquiring the relevant licensing, the Group continues its objective to cement itself as one of the leading operators in the industry.

Statement by the directors in performance of their statutory duties in accordance with s172(1) Companies Act 2006

Our people

People are a key factor for our business to succeed. We are proud of the average length of service of our employees, to which we attribute our success. We intend to retain people for the long term and our recruitment strategy is based on offering long term careers in fairly paid, fulfilling and stable jobs.

We encourage our employees to have both fulfilling careers and balanced, healthy lives. We support this through the numerous benefits and incentives offered as part of our employment package, as well as allowing our employees to grow professionally. We look to our employees to contribute ideas for our future growth, and share the rewards of the business where we are profitable.

Business relationships

We value long term relationships with our suppliers and customers, and we pride ourselves with customer retention rates we achieve. We employ robust "know your customer" and "know your supplier" processes across our operations, and we are typically cautious when entering into new relationships. This is so as to ensure compliance with the most up to date standards required by the industry in which we operate.

Community, Environment and Reputation

We believe that a positive and strong culture is the best way to ensure a high level of professional conduct when it comes to health and safety, environment, regulations or business dealings.

STRIVE HOLDING LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

Capital allocation and long-term decisions

Monthly management accounts are prepared and reviewed by management, including the financial budgets, resource plans and investment decisions. In making decisions concerning the business plan and future strategy, management has regard to a variety of matters including the interests of stakeholders, long term consequences of our capital allocation (such expenditure needed to ensure our long-term viability whilst maintaining adequate liquidity), and reputation.

Decisions on the level of dividend take into account the general profitability, liquidity and funding needs of the group.

On behalf of the board

L I P Rantala
Director

21 December 2023

STRIVE HOLDING LIMITED

DIRECTOR'S REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

The director presents his annual report and financial statements for the year ended 31 December 2022.

Principal activities

Strive Holding Limited is the holding company of a trading group which currently operates as an online gaming business and marketing and affiliate services.

Results and dividends

The group results for the year are set out on page 9.

Ordinary dividends were paid amounting to €7,800,000. The director does not recommend payment of a further dividend.

Director

The director who held office during the year and up to the date of signature of the financial statements was as follows:

L I P Rantala

Post reporting date events

Similarly to other operators in the gambling sector, the subsidiary company Rootz Ltd receives claims relating to losses incurred by consumers ("players") following the use of its Casino game offering. As from the first half of 2021, and up to signing date of these financial statements, Rootz Ltd experienced a particular increase in claims made in specific jurisdictions following marketing campaigns by litigation funders in those same jurisdictions. Several of these claims were for losses suffered by players during the years ended 31 December 2019 to 2022 as further described in Note 26 "Contingent liabilities" of these financial statements. Several claims were also raised from 1 January 2023 and up to the signing date of these financial statements, in relation to player losses suffered during the year ended 31 December 2022 or prior. In view of the matters, this event is deemed to be of a non-adjusting nature by management.

On 16th January 2023, Rootz Ltd was granted a gaming license for the state of Ontario, Canada, by the Ontario regulatory body iGO, and re-commenced operations in Ontario shortly thereafter.

The relevant disclosures as required by the "International Financial Reporting Standards" have been made under Note 28 "Events after the reporting date" within the financial statements.

Future developments

Information regarding future developments can be found in the Strategic report.

Auditor

The auditor, Bright Grahame Murray, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Energy and carbon report

As the group has not consumed more than 40,000 kWh of energy in this reporting period, it qualifies as a low energy user under these regulations and is not required to report on its emissions, energy consumption or energy efficiency activities.

STRIVE HOLDING LIMITED

DIRECTOR'S REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

Statement of director's responsibilities

The director is responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the group and parent company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the United Kingdom. Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the group and the parent company and of the profit or loss of the group and parent company for that period.

In preparing these financial statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and the parent company and enable them to ensure that the financial statements comply with the Companies Act 2006. He is 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.

Statement of disclosure to auditor

Each director in office at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he ought to have taken as a director in order to make himself / herself aware of any relevant audit information and to establish that the group and parent company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

On behalf of the board

L I P Rantala

Director

21 December 2023

STRIVE HOLDING LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF STRIVE HOLDING LIMITED

Opinion

We have audited the financial statements of Strive Holding Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2022 which comprise the group income statement, the group and parent company statement of financial position, the group and parent company statement of changes in equity, the group and parent company statement of cash flows and the group and parent company notes to the financial statements, including significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2022 and of the group's profit for the year then ended;
- the financial statements have been properly prepared in accordance with UK adopted international accounting standards; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, 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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the 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 group's and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The director is responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

STRIVE HOLDING LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF STRIVE HOLDING LIMITED

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the director's report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the director's report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of director

As explained more fully in the director's responsibilities statement, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the director determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the director is responsible for assessing the parent 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 director either intends to liquidate the parent 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 (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

In identifying and addressing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, our procedures included the following:

STRIVE HOLDING LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF STRIVE HOLDING LIMITED

- We obtained an understanding of laws and regulations that affect the company, focusing on those that had a direct effect on the financial statements or that had a fundamental effect on its operations. Key laws and regulations that we identified included the UK Companies Act, tax legislation, and employment legislation.
- We enquired of the directors, reviewed correspondence with HMRC and reviewed directors meeting minutes for evidence of non-compliance with relevant laws and regulations. We also reviewed controls the directors have in place to ensure compliance.
- We gained an understanding of the controls that the directors have in place to prevent and detect fraud. We enquired of the directors about any incidences of fraud that had taken place during the accounting period.
- The risk of fraud and non-compliance with laws and regulations and fraud was discussed within the audit team and tests were planned and performed to address these risks. We identified the potential for fraud in the following areas: revenue recognition, related parties outside normal course of business and management override.
- We reviewed financial statements disclosures and tested to supporting documentation to assess compliance with relevant laws and regulations discussed above.
- We enquired of the directors about actual and potential litigation and claims.
- We performed analytical procedures to identify any unusual or unexpected relationships that might indicate risks of material misstatement due to fraud.
- In addressing the risk of fraud due to management override of internal controls we tested the appropriateness of journal entries and assessed whether the judgements made in making accounting estimates were indicative of a potential bias.

Due to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, as with any audit, there remained a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing fraud or non-compliance with laws and regulations and cannot be expected to detect all fraud and non-compliance with laws and regulations.

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to him 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.

Robert Moore
Senior Statutory Auditor
For and on behalf of Bright Grahame Murray
Chartered Accountants
Statutory Auditor
Emperor's Gate
114a Cromwell Road
London
SW7 4AG

21 December 2023

STRIVE HOLDING LIMITED

GROUP INCOME STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2022

		2022	2021
	Notes	€	€
Revenue	4	118,147,771	136,030,997
Cost of sales		(65,135,051)	(86,578,187)
Gross profit		53,012,720	49,452,810
Other operating income		61,536	16,611
Administrative expenses		(37,680,606)	(36,661,663)
Operating profit	5	15,393,650	12,807,758
Finance costs	12	(335,987)	(366,040)
Profit before taxation		15,057,663	12,441,718
Income tax (expense)/income	11	(1,381,875)	3,841,562
Profit and total comprehensive income for the year		13,675,788	16,283,280

Profit for the financial year is all attributable to the owners of the parent company.

STRIVE HOLDING LIMITED

GROUP STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2022

	2022 €	2021 €
Profit for the year	13,675,788	16,283,280
	<u> </u>	<u> </u>
Other comprehensive income:		
Total comprehensive income for the year	13,675,788	16,283,280
	<u> </u>	<u> </u>

Total comprehensive income for the year is all attributable to the owners of the parent company.

STRIVE HOLDING LIMITED

GROUP STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022

	Notes	2022 €	2021 €
Non-current assets			
Intangible assets	13	3,184,700	1,480,687
Property, plant and equipment	14	276,877	157,423
Other receivables	17	239,440	89,455
		<u>3,701,017</u>	<u>1,727,565</u>
Current assets			
Right of use asset	20	539,184	-
Trade and other receivables	17	2,427,993	2,442,643
Current tax recoverable		3,680,053	8,364,569
Cash and cash equivalents		40,636,481	35,312,377
		<u>47,283,711</u>	<u>46,119,589</u>
Current liabilities			
Trade and other payables	21	26,103,964	29,418,051
Lease liabilities	23	565,873	-
		<u>26,669,837</u>	<u>29,418,051</u>
Net current assets		<u>20,613,874</u>	<u>16,701,538</u>
Net assets		<u>24,314,891</u>	<u>18,429,103</u>
Equity			
Called up share capital	24	1,008,000	1,000,000
Share premium account	25	867,000	865,000
Retained earnings		22,439,891	16,564,103
Total equity		<u>24,314,891</u>	<u>18,429,103</u>

The financial statements were approved and signed by the director and authorised for issue on 21 December 2023

L I P Rantala
Director

Company registration number 11368792 (England and Wales)

STRIVE HOLDING LIMITED

COMPANY STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022

	Notes	2022 €	2021 €
Non-current assets			
Investments	15	100,000	100,000
Current assets			
Trade and other receivables	18	10,121,871	7,973,448
Current tax recoverable		3,680,053	8,364,569
Cash and cash equivalents		10,327,687	1,939,095
		24,129,611	18,277,112
Current liabilities			
Trade and other payables	22	48,729	94,606
Net current assets		24,080,882	18,182,506
Net assets		24,180,882	18,282,506
Equity			
Called up share capital		1,008,000	1,000,000
Share premium account		867,000	865,000
Retained earnings		22,305,882	16,417,506
Total equity		24,180,882	18,282,506

As permitted by s408 Companies Act 2006, the company has not presented its own income statement and related notes. The company's profit for the year was €13,688,376 (2021 - €16,250,385 profit).

The financial statements were approved and signed by the director and authorised for issue on 21 December 2023

L I P Rantala
Director

Company registration number 11368792 (England and Wales)

STRIVE HOLDING LIMITED

GROUP STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	Share capital €	Share premium account €	Retained earnings €	Total €
Balance at 1 January 2021		1,000,000	865,000	19,380,823	21,245,823
Year ended 31 December 2021:					
Profit and total comprehensive income for the year		-	-	16,283,280	16,283,280
Dividends	10	-	-	(19,100,000)	(19,100,000)
Balance at 31 December 2021		1,000,000	865,000	16,564,103	18,429,103
Year ended 31 December 2022:					
Profit and total comprehensive income for the year		-	-	13,675,788	13,675,788
Issue of share capital	24, 25	8,000	2,000	-	10,000
Dividends	10	-	-	(7,800,000)	(7,800,000)
Balance at 31 December 2022		1,008,000	867,000	22,439,891	24,314,891

STRIVE HOLDING LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2022

	Share capital	Share premium account	Retained earnings	Total
Notes	€	€	€	€
Balance at 1 January 2021	1,000,000	865,000	19,267,121	21,132,121
Year ended 31 December 2021:				
Profit and total comprehensive income for the year	-	-	16,250,385	16,250,385
Dividends	-	-	(19,100,000)	(19,100,000)
Balance at 31 December 2021	1,000,000	865,000	16,417,506	18,282,506
Year ended 31 December 2022:				
Profit and total comprehensive income for the year	-	-	13,688,376	13,688,376
Issue of share capital	8,000	2,000	-	10,000
Dividends	-	-	(7,800,000)	(7,800,000)
Balance at 31 December 2022	1,008,000	867,000	22,305,882	24,180,882

STRIVE HOLDING LIMITED

GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2022

		2022		2021	
	Notes	€	€	€	€
Cash flows from operating activities					
Cash generated from operations	29	17,835,341		15,355,775	
Interest paid		(335,987)		(366,040)	
Income taxes paid		(1,394,096)		(66,760)	
Net cash inflow from operating activities		16,105,258		14,922,975	
Investing activities					
Purchase of intangible assets		(2,358,477)		(1,073,910)	
Purchase of property, plant and equipment		(203,130)		(84,166)	
Net cash used in investing activities		(2,561,607)		(1,158,076)	
Financing activities					
Proceeds from issue of shares		10,000		-	
Payment of lease liabilities		(466,488)		-	
Dividends paid to equity shareholders		(7,800,000)		(19,100,000)	
Net cash used in financing activities		(8,256,488)		(19,100,000)	
Net increase/(decrease) in cash and cash equivalents		5,287,163		(5,335,101)	
Cash and cash equivalents at beginning of year		35,312,377		40,647,478	
Effect of foreign exchange rates		36,941		-	
Cash and cash equivalents at end of year		40,636,481		35,312,377	

STRIVE HOLDING LIMITED

COMPANY STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	2022 €	€	2021 €	€
Cash flows from operating activities					
Cash (absorbed by)/generated from operations	30		(2,307,848)		11,560,273
Income taxes refunded			8,364,569		-
Net cash inflow from operating activities			6,056,721		11,560,273
Investing activities					
Dividends received		10,121,871		7,973,448	
Net cash generated from investing activities			10,121,871		7,973,448
Financing activities					
Proceeds from issue of shares		10,000		-	
Dividends paid		(7,800,000)		(19,100,000)	
Net cash used in financing activities			(7,790,000)		(19,100,000)
Net increase in cash and cash equivalents			8,388,592		433,721
Cash and cash equivalents at beginning of year			1,939,095		1,505,374
Cash and cash equivalents at end of year			10,327,687		1,939,095

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

Company information

Strive Holding Limited is a private company limited by shares incorporated in England and Wales. The registered office is Office 9.17 3A, Capital Tower, 91 Waterloo Road, London, SE1 8RT. The group's principal activities and nature of its operations are disclosed in the director's report.

The group consists of Strive Holding Limited and all of its subsidiaries.

1.1 Accounting convention

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted for use in the United Kingdom and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS, except as otherwise stated.

The financial statements are prepared in euros, which is the functional currency of the group. Monetary amounts in these financial statements are rounded to the nearest €.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Business combinations

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date.

Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date.

1.3 Basis of consolidation

The consolidated group financial statements consist of the financial statements of the parent company Strive Holding Limited together with all entities controlled by the parent company (its subsidiaries).

All financial statements are made up to 31 December 2022. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Subsidiaries are consolidated in the group's financial statements from the date that control commences until the date that control ceases.

1.4 Going concern

The director has at the time of approving the financial statements, a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. Thus the director continues to adopt the going concern basis of accounting in preparing the financial statements.

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.5 Revenue

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The group recognises revenue when it transfers control of a product or service to a customer.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

The following specific recognition criteria must also be met before revenue is recognised.

Gross gaming revenue

Revenue attributable to gaming transactions in which Rootz Ltd assumes an open position against the player are reported net after deductions for player winnings and jackpot contributions.

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.6 Intangible assets other than goodwill

Acquired Intangible assets

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

- 4 years straight line for acquired software
- 5 to 10 years straight line basis for acquired licenses.

Domains owned by the group are considered to have an indefinite useful life so no amortisation is required.

Internally generated intangible assets

The creation of internally generated intangible assets involves a research and a development phase. Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset, arising from the Company's development of branded softwares, is recognised only if all of the following can be demonstrated by the Company:

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

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in the profit or loss in the period in which it is incurred.

Subsequent to 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 which is assumed to be 4 years for all software.

1.7 Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Fixtures and fittings	10 years straight line basis
Office equipment	4 years straight line basis
IT equipment	4 years straight line basis

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the income statement.

1.8 Non-current investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the parent company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.9 Impairment of tangible and intangible assets

At each reporting end date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.10 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and financial institutions, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.11 Financial assets

Financial assets are recognised in the group's statement of financial position when the group becomes party to the contractual provisions of the instrument. Financial assets are classified into specified categories, depending on the nature and purpose of the financial assets.

At initial recognition, financial assets classified as fair value through profit and loss are measured at fair value and any transaction costs are recognised in profit or loss. Financial assets not classified as fair value through profit and loss are initially measured at fair value plus transaction costs.

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

Financial assets at fair value through profit or loss

When any of the above-mentioned conditions for classification of financial assets is not met, a financial asset is classified as measured at fair value through profit or loss. Financial assets measured at fair value through profit or loss are recognized initially at fair value and any transaction costs are recognised in profit or loss when incurred. A gain or loss on a financial asset measured at fair value through profit or loss is recognised in profit or loss, and is included within finance income or finance costs in the statement of income for the reporting period in which it arises.

Financial assets held at amortised cost

Financial instruments are classified as financial assets measured at amortised cost where the objective is to hold these assets in order to collect contractual cash flows, and the contractual cash flows are solely payments of principal and interest. They arise principally from the provision of goods and services to customers (eg trade receivables). They are initially recognised at fair value plus transaction costs directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment where necessary.

Financial assets at fair value through other comprehensive income

Debt instruments are classified as financial assets measured at fair value through other comprehensive income where the financial assets are held within the group's business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, 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.

A debt instrument measured at fair value through other comprehensive income is recognised initially at fair value plus transaction costs directly attributable to the asset. After initial recognition, each asset is measured at fair value, with changes in fair value included in other comprehensive income. Accumulated gains or losses recognised through other comprehensive income are directly transferred to profit or loss when the debt instrument is derecognised.

The parent company has made an irrevocable election to recognize changes in fair value of investments in equity instruments through other comprehensive income, not through profit or loss. A gain or loss from fair value changes will be shown in other comprehensive income and will not be reclassified subsequently to profit or loss. Equity instruments measured at fair value through other comprehensive income are recognized initially at fair value plus transaction cost directly attributable to the asset. After initial recognition, each asset is measured at fair value, with changes in fair value included in other comprehensive income. Accumulated gains or losses recognized through other comprehensive income are directly transferred to retained earnings when the equity instrument is derecognized or its fair value substantially decreased. Dividends are recognized as finance income in profit or loss.

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

Impairment of financial assets

Financial assets carried at amortised cost and FVOCI are assessed for indicators of impairment at each reporting end date.

The expected credit losses associated with these assets are estimated on a forward-looking basis. A broad range of information is considered when assessing credit risk and measuring expected credit losses, including past events, current conditions, and reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

The Group recognises lifetime ECL for trade receivables, contract assets and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 1-month ECL represent the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

1.12 Financial liabilities

The group recognises financial debt when the group becomes a party to the contractual provisions of the instruments. Financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'other financial liabilities'.

Other financial liabilities

Other financial liabilities, including borrowings, trade payables and other short-term monetary liabilities, are initially measured at fair value net of transaction costs directly attributable to the issuance of the financial liability. They are subsequently measured at amortised cost using the effective interest method. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the group's obligations are discharged, cancelled, or they expire.

1.13 Equity instruments

Equity instruments issued by the parent company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer payable at the discretion of the company.

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.14 Derivatives

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting end date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset, whereas a derivative with a negative fair value is recognised as a financial liability. A derivative is presented as a non-current asset or liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are classified as current.

1.15 Taxation

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

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 group'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 is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary 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 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 when the group has 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.

1.16 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of inventories or non-current assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the group is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.17 Leases

At inception, the group assesses whether a contract is, or contains, a lease within the scope of IFRS 16. 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. Where a tangible asset is acquired through a lease, the group recognises a right-of-use asset and a lease liability at the lease commencement date. Right-of-use assets are included within property, plant and equipment, apart from those that meet the definition of investment property.

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 and an estimate of the cost of obligations to dismantle, remove, refurbish or restore the underlying asset and the site on which it is located, less any lease incentives received.

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 right-of-use assets are determined on the same basis as those of other property, plant and equipment. 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 unpaid 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. Lease payments included in the measurement of the lease liability comprise fixed payments, variable lease payments that depend on an index or a rate, amounts expected to be payable under a residual value guarantee, and the cost of any options that the group is reasonably certain to exercise, such as the exercise price under a purchase option, lease payments in an optional renewal period, or penalties for early termination of a lease.

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; the group's estimate of the amount expected to be payable under a residual value guarantee; or the group's assessment of whether it will exercise a purchase, 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 has elected not to recognise right-of-use assets and lease liabilities for short-term leases of machinery that have a lease term of 12 months or less, or for leases of low-value assets including IT equipment. The payments associated with these leases are recognised in profit or loss on a straight-line basis over the lease term.

When the group acts as a lessor, leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessees, over the major part of the economic life of the asset. All other leases are classified as operating leases. If an arrangement contains lease and non-lease components, the group applies IFRS 15 to allocate the consideration in the contract. When the group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately, classifying the sub-lease with reference to the right-of-use asset arising from the head lease instead of the underlying asset.

1.18 Foreign exchange

Transactions in currencies other than euros are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

2 Adoption of new and revised standards and changes in accounting policies

Standards which are in issue but not yet effective

At the date of authorisation of these financial statements, the following standards and interpretations, which have not yet been applied in these financial statements, were in issue but not yet effective:

Amendments to IAS 1	Classification of liabilities as current or non-current
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of accounting policies
Amendments to IAS 8	Definition of accounting estimates
Amendments to IAS 12	Deferred tax related to assets and liabilities arising from a single transaction

The directors anticipate that the adoption of these standards and interpretations in future periods will have no material impact on the financial statements. The company does not intend to apply any of these pronouncements early.

3 Critical accounting estimates and judgements

In the application of the group's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. 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 period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

Critical judgements

Intangible and tangible fixed assets

Determining whether there are indicators of impairment of the Group's intangible and tangible assets. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and there is a component of larger cash-generating unit, the viability and expected future performance of that unit.

Key sources of estimation uncertainty

Tangible fixed assets

Tangible fixed assets are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on the number of factors. In re-assessing asset lives, factors such as technical innovation, product life cycles and maintenance programmes are taken into account.

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

3 Critical accounting estimates and judgements

(Continued)

Provision

Provision has been made in the financial statements for unpaid taxes, interest and penalties in Austria, covering the period from the commencement of operations in Austria in June 2019 to August 2022 when Rootz Ltd ceased to operate in Austria. There exists an uncertainty relating to the determination of the tax base used for the purposes of applying the taxes and duties. The tax base used for the calculations follows guidance issued by local authorities in conjunction with legal opinions commissioned by the Group in view of clarifications required by the Group.

4 Revenue

	2022	2021
	€	€
Revenue analysed by class of business		
Gross gaming revenue ("GGR")	117,602,482	135,919,418
Revenue generated through cooperation agreement	-	111,579
Other revenue	545,289	-
	<u>118,147,771</u>	<u>136,030,997</u>
	2022	2021
	€	€
Revenue analysed by geographical market		
European Union	82,575,924	97,973,560
Rest of the world	35,571,847	38,057,437
	<u>118,147,771</u>	<u>136,030,997</u>

5 Operating profit

	2022	2021
	€	€
Operating profit for the year is stated after charging/(crediting):		
Exchange losses	977,361	600,482
Fees payable to the company's auditor for the audit of the company's financial statements	42,000	40,250
Depreciation of property, plant and equipment	539,910	45,766
Amortisation of intangible assets	654,464	374,394
Interest on lease liability	37,264	-
	<u></u>	<u></u>

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

6 Auditor's remuneration

	2022	2021
	€	€
Fees payable to the group's auditor and associates:		
For audit services		
Audit of the financial statements of the group and company	18,000	18,000
Audit of the financial statements of the company's subsidiaries	24,000	22,250
	<u>42,000</u>	<u>40,250</u>

7 Employees - Group

The average monthly number of persons (including directors) employed by the group during the year was:

2022	2021
Number	Number
106	77
<u>106</u>	<u>77</u>

Their aggregate remuneration comprised:

	2022	2021
	€	€
Wages and salaries	4,962,385	3,534,184
Social security costs	277,728	191,238
	<u>5,240,113</u>	<u>3,725,422</u>

8 Employees - Company

The average monthly number of persons (including directors) employed by the company during the year was:

	2022	2021
	Number	Number
Total	-	-
	<u>-</u>	<u>-</u>

9 Director's remuneration - Group

	2022	2021
	€	€
Remuneration for qualifying services	154,649	96,603
	<u>154,649</u>	<u>96,603</u>

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

10 Dividends

Amounts recognised as distributions:	2022 per share €	2021 per share €	2022 Total €	2021 Total €
Final dividend paid	7.80	19.10	7,800,000	19,100,000

11 Income tax expense

	2022 €	2021 €
Current tax		
Foreign taxes and reliefs	1,381,875	(3,841,562)

The charge for the year can be reconciled to the profit per the income statement as follows:

	2022 €	2021 €
Profit before taxation	15,057,663	12,441,718
Expected tax charge based on a corporation tax rate of 19.00% (2021: 19.00%)	2,860,956	2,363,926
Effect of expenses not deductible in determining taxable profit	589,809	417,943
Income not taxable	(7,133)	(7,133)
Utilisation of tax losses not previously recognised	-	16,650
Unutilised tax losses carried forward	20,828	-
Permanent capital allowances in excess of depreciation	(834,332)	(261,238)
Overseas tax paid	2,431,800	1,992,859
Foreign tax refund	(3,680,053)	(8,364,569)
Taxation charge/(credit) for the year	1,381,875	(3,841,562)

12 Finance costs

	2022 €	2021 €
Other interest payable	335,987	366,040

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

13 Intangible assets

	Internally generated software	Licences	Acquired software	Domains	Certification costs	Total
	€	€	€	€	€	€
Cost						
At 1 January 2021	726,478	37,000	252,474	42,729	-	1,058,681
Additions	776,709	157,992	16,986	38,790	83,433	1,073,910
At 31 December 2021	1,503,187	194,992	269,460	81,519	83,433	2,132,591
Additions - internally generated	1,280,996	-	-	-	-	1,280,996
Additions - purchased	-	1,029,855	47,626	-	-	1,077,481
At 31 December 2022	2,784,183	1,224,847	317,086	81,519	83,433	4,491,068
Amortisation and impairment						
At 1 January 2021	192,703	3,500	81,307	-	-	277,510
Charge for the year	304,292	2,000	67,205	-	897	374,394
At 31 December 2021	496,995	5,500	148,512	-	897	651,904
Charge for the year	541,071	12,947	72,651	-	27,795	654,464
At 31 December 2022	1,038,066	18,447	221,163	-	28,692	1,306,368
Carrying amount						
At 31 December 2022	1,746,117	1,206,400	95,923	81,519	54,741	3,184,700
At 31 December 2021	1,006,192	189,492	120,948	81,519	82,536	1,480,687
At 31 December 2020	533,775	33,500	171,167	42,729	-	781,171

14 Property, plant and equipment

	Office equipment	Fixtures and fittings	IT equipment	Total
	€	€	€	€
Cost				
At 1 January 2021	9,781	9,442	127,034	146,257
Additions	15,678	18,116	50,372	84,166
At 31 December 2021	25,459	27,558	177,406	230,423
Additions	24,303	3,235	175,592	203,130
At 31 December 2022	49,762	30,793	352,998	433,553

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

14 Property, plant and equipment

(Continued)

	Office equipment	Fixtures and fittings	IT equipment	Total
	€	€	€	€
Accumulated depreciation and impairment				
At 1 January 2021	1,664	1,518	24,052	27,234
Charge for the year	5,145	2,228	38,393	45,766
At 31 December 2021	6,809	3,746	62,445	73,000
Charge for the year	10,067	3,772	69,837	83,676
At 31 December 2022	16,876	7,518	132,282	156,676
Carrying amount				
At 31 December 2022	32,886	23,275	220,716	276,877
At 31 December 2021	18,650	23,812	114,961	157,423

15 Investments - Company

	Current 2022	2021	Non-current 2022	2021
	€	€	€	€
Investments in subsidiaries	-	-	100,000	100,000

Fair value of financial assets carried at amortised cost

Except as detailed below the directors believe that the carrying amounts of financial assets carried at amortised cost in the financial statements approximate to their fair values.

Investment in subsidiary undertakings

Details of the company's principal operating subsidiaries are included in note 16.

16 Subsidiaries

Details of the company's subsidiaries at 31 December 2022 are as follows:

Name of undertaking	Registered office	Class of shares held	% Held	
			Direct	Indirect
Rootz Ltd	Malta	Ordinary shares	100.00	-
World Spinner Ltd	Gibraltar	Ordinary shares	-	100.00

Registered office addresses (all UK unless otherwise indicated):

- 1 Ewropa Business Centre, Level 3 - 701, Dun Karm Street, Birkirkara, Malta
- 2 5-9 Main Street, Gibraltar

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

17 Trade and other receivables - Group

	Current 2022 €	2021 €	Non-current 2022 €	2021 €
VAT recoverable	1,254,900	2,093,812	-	-
Other receivables	5,000	5,000	239,440	89,455
Prepayments	1,168,093	343,831	-	-
	<u>2,427,993</u>	<u>2,442,643</u>	<u>239,440</u>	<u>89,455</u>

18 Trade and other receivables - Company

	2022 €	2021 €
Amounts owed by subsidiary undertakings	<u>10,121,871</u>	<u>7,973,448</u>

19 Trade receivables - credit risk

Fair value of trade receivables

The director considers that the carrying amount of trade and other receivables is approximately equal to their fair value.

No significant receivable balances are impaired at the reporting end date.

20 Right of use asset

	2022 €	2021 €
Cost		
Opening balance	-	-
Additions	995,417	-
Balance as at 31 December	<u>995,417</u>	<u>-</u>
Accumulated depreciation		
Opening balance	-	-
Depreciation	456,233	-
Balance as at 31 December	<u>456,233</u>	<u>-</u>
Carrying amount		
At 1 January	<u>-</u>	<u>-</u>
At 31 December	<u>539,184</u>	<u>-</u>

On 27 January 2022, the Group entered into a lease agreement for office and parking spaces within the Quantum Place office block.

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

21 Trade and other payables - Group

	2022 €	2021 €
Trade payables	6,328,721	5,501,661
Amounts owed to related parties	13,531	26,750
Accruals	2,137,557	2,130,367
Social security and other taxation	9,584,933	14,281,670
Other payables	8,039,222	7,477,603
	<u>26,103,964</u>	<u>29,418,051</u>

22 Trade and other payables - Company

	2022 €	2021 €
Trade payables	26,729	-
Amounts owed to related parties	-	26,750
Accruals	22,000	67,856
	<u>48,729</u>	<u>94,606</u>

23 Lease liabilities

	2022 €	2021 €
Maturity analysis		
Within one year	<u>565,873</u>	<u>-</u>

All lease liabilities are expected to be settled within 12 months from the reporting date.

24 Share capital - Company

	2022 Number	2021 Number	2022 €	2021 €
Ordinary share capital				
<i>Issued and fully paid</i>				
of €1 each	1,008,000	1,000,000	1,008,000	1,000,000

All Ordinary shares in the Company shall have the right to vote and to receive dividends or distribution of assets on winding up. The shares in this class may be pledged by the holder or holders thereof.

25 Share premium account - Company

	2022 €	2021 €
At the beginning of the year	865,000	865,000
Issue of new shares	2,000	-
	<u>867,000</u>	<u>865,000</u>

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

25 Share premium account - Company

(Continued)

The share premium reserve relates to the higher contribution associated with the increase in share capital paid by the shareholders.

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

26 Contingent liabilities

As at 31 December 2022, the Group had the following litigation and claims relating to the subsidiary, Rootz Ltd's operations in specific jurisdictions:

Austria and Germany

In common with other operators in the gambling sector, the Company receives claims relating to losses incurred by consumers ("players") following the use of the Company's casino game offering. Claims have been received from players in Austria and Germany, who allege either failure to follow responsible gambling procedures, breach of licence conditions or that underlying contracts are null and void given the respective local (Austrian and German) licensing regimes. For clarity, the player claims received from German players relate to the Company's operations in the German market prior to the obtaining a German gaming license, which was granted during 2022.

The Company assesses and defends individual claims as they are received, both on the individual underlying factual basis and in line with the legal opinion received as to whether such jurisdictions and their local (Austrian and German) licensing regimes (if any) are in conformity with European Union ("EU") law on the free movement of services or otherwise. The Company provides for such claims where it is determined that the Company has both a present obligation and that an outcome in favour of the claimant is probable.

Significant issues remain to be resolved in the context of player claims related to the applicable law under which claims in cross border cases should be determined and the enforceability of disputed judgments obtained in jurisdictions from which the Company does not trade and where it has no assets or presence. On 16th June 2023, changes and clarifications to Maltese regulations were issued which apply to the player claims as described within this Note. As a result, the enforcement of judgements made in EU Member states (the "foreign judgements") in Malta may be blocked by Maltese courts, if the Company is successful in arguing its case if and when a player attempts to enforce a foreign judgement in Malta in relation to such claims.

From the last quarter of 2020 and up to signing date of these financial statements, the Company received claims from players claiming that the Company has offered casino gaming in Austria without having the necessary license and in Germany prior to having the necessary license. These claims have been fuelled by the statement made by Austrian litigation advocacy firms and their growing marketing campaigns, which announced that they would be filing lawsuits against online gambling operators and claim back gambling losses suffered with any single operator other than Austria's own state-licensed lottery. The situation in Germany is similar to that in Austria, albeit the Company now operates under a German gambling license. Litigation advocacy firms in Germany have launched similar campaigns to those in Austria, which resulted in an influx of attempted German player claims in relation to losses suffered prior to the Company receiving its German license.

Player claims for which an out of court settlement was reached with a player or a foreign judgement was issued during the period up to 16th June 2023, being the date when the changes and clarifications to Maltese regulations were issued, have been settled as at signing date of these financial statements. As at 31 December 2022, the Company had approximately €700K in player claims at court in Germany, which remain unsettled, pending judgement in the respective jurisdictions and/or attempted enforcement of foreign judgements in Malta. Austrian and German courts have so far upheld players' arguments. According to legal opinions commissioned by the Company, the chances of the Company to prevail in court proceedings are typically low in Austrian courts. In Germany the situation is still open in the absence of supreme court ruling, and possible EU law issues still under investigation.

In estimating the size of the potential future outflow in relation to the open court cases in Germany, the Directors have assessed (i) the affect of the changes and clarifications to Maltese regulations on the received player claims (ii) the number and individual size of claims received to date and assumptions based on such observations as can be derived from those claims at this comparatively early stage; (iii) the steps that the Company intends to take to defend those claims in Austria, Germany, and in the case of an attempted enforcement of a foreign judgement emanating from such jurisdictions in Malta; and (iv) the fact that the Company was advised that attempted enforcement of a foreign judgement in Malta in relation to such claims, can (and will) be argued with Maltese courts and will likely be blocked in Malta, combined with the complications and financial burden a player will face in an attempt to enforce a foreign judgement in Malta.

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

26 Contingent liabilities

(Continued)

Furthermore, the changes and clarifications to Maltese regulations were issued fairly recently, meaning that no historical data is available for management to use in their assessment. Amount and timing of possible outflow of economic benefits is dependent on whether a player is willing and able to attempt enforcement of a foreign judgement in Malta and prevailing in Maltese courts. Based on legal opinions commissioned by the Company, the latter is deemed to be highly unlikely. Based on the that assessment, a provision has not been recognised in these financial statements.

Tax dispute in Austria

The Group is carrying a provision of approximately €7.8 million as at 31 December 2022 relating to unpaid gaming taxes, interest and penalties in Austria, covering the period from the commencement of operations in Austria in June 2019 to August 2022, when it ceased to operate in Austria. There exists an uncertainty relating to the determination of the tax base used for the purposes of applying the taxes and duties. The tax base used for the calculations follows guidance issued by local authorities in conjunction with legal opinions commissioned by the Rootz Ltd in view of clarifications required by the Company. Notwithstanding, the Group continues to make ongoing provisions covering the potential taxation, including interest and penalties, in the statement of comprehensive income as direct costs and liability thereon in the statement of financial position.

27 Related party transactions

During the year the group entered into the following transactions with related parties:

	2022	2021
	€	€
Expenses paid by immediate parent company	-	71,371
Expenses paid by shareholders	13,531	-
Expenses paid on behalf of immediate parent company	-	76,346
Services provided by subsidiary	-	149,730
Funds transferred to subsidiary company	40,272	245,000
Repayments from ultimate beneficial owners	-	36,150
Repayments to immediate parent company	-	147,717
Dividends paid to immediate parent company	7,973,448	19,418,543
Dividends paid to ultimate beneficial owners	7,800,000	19,100,000
	<u>15,827,251</u>	<u>39,244,857</u>

During the year, a dividend of €10,121,871 (2021: €7,973,448) was declared by Rootz Limited to the immediate parent company. As at 31 December 2022, a balance of €10,121,871 (2021: €7,973,448) was due to Strive Holdings Limited in relation to the dividend.

As at 31 December 2022, €nil (2021: €40,272) was due to World Spinner Limited from Rootz Limited. Amounts due to subsidiaries are unsecured, interest free and repayable when the Company will be in a position to affect such repayment.

STRIVE HOLDING LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

28 Events after the reporting date

As described in Note 26, the Group experienced an increase in claims made in Germany and Austria both during the year ended 31 December 2022 and up to signing date of these financial statements, which related to losses suffered by players during the years ended 31 December 2019 to 2022. The claims raised from 1 January 2023 and up to signing date of these financial statements in relation to player losses suffered during the year ended 31 December 2022 or prior, amounted to approximately €95k in Austria and approximately €2.2 million in Germany. In view of the matters described in Note 26, this event is deemed to be of a non-adjusting nature by management.

29 Cash generated from operations - Group

	2022 €	2021 €
Profit for the year before income tax	15,057,663	12,441,718
Adjustments for:		
Finance costs	335,987	366,040
Amortisation and impairment of intangible assets	654,464	374,394
Depreciation and impairment of property, plant and equipment	539,910	45,766
Movements in working capital:		
(Increase)/decrease in trade and other receivables	(135,335)	1,865,454
Increase in trade and other payables	1,382,652	262,403
Cash generated from operations	17,835,341	15,355,775

30 Cash (absorbed by)/generated from operations - Company

	2022 €	2021 €
Profit for the year after tax	10,008,323	7,885,816
Adjustments for:		
Investment income	(10,121,871)	(7,973,448)
Movements in working capital:		
(Increase)/decrease in trade and other receivables	(2,148,423)	11,637,376
(Decrease)/increase in trade and other payables	(45,877)	10,529
Cash (absorbed by)/generated from operations	(2,307,848)	11,560,273

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