

UPTIME ROBOT SERVICE PROVIDER LIMITED

**Annual Report
and
Financial Statements**

31 December 2025

Uptime Robot Service Provider Limited

ANNUAL REPORT AND FINANCIAL STATEMENTS

Year ended 31 December 2025

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Uptime Robot Service Provider Limited

COMPANY INFORMATION

Registration

Uptime Robot Service Provider Limited was incorporated in Malta as a private limited liability company under the Companies Act 1995 on 17 June 2016. The Company's registration number is C 76087.

Director

Adrian Giordano Imbroli

Secretary

Gordon Mifsud

Registered office

Office 21
Regent House
Bisazza Street
Sliema SLM1640
MALTA

Auditors

Andrew Galea & Associates
Certified Public Accountants
Regent House
53, Fifth Floor
Bisazza Street
Sliema SLM 1640
MALTA

Bankers

Lombard Bank Malta p.l.c.
67 Republic Street
Valletta VLT 1117
MALTA

Wise Europe SA
Rue du Trone, 3rd floor
Brussels 1050
BELGIUM

Airwallex
Rivvia, Keizersgracht 127,
1015 CJ Amsterdam,
NETHERLANDS

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

Year ended 31 December 2025

Company law requires the director to prepare financial statements for each financial year which give a true and fair view of the state of the affairs of the Company and of the profit or loss of the Company for that year. In preparing these financial statements, the director is required to:

- adopt the going concern basis unless it is inappropriate to presume that the Company will continue in the business;
- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- account for income and charges relating to the accounting year on the accruals basis;
- value separately the components of asset and liability items; and
- report comparative figures corresponding to those of the preceding accounting year.

The director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable him to ensure that the financial statements comply with the Companies Act (Cap. 386) enacted in Malta. This responsibility includes designing, implementing and maintaining 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. The director 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.

Uptime Robot Service Provider Limited

INCOME STATEMENT

Year ended 31 December 2025

	Note	2025 USD	2024 USD
Turnover		40,448	5,113,578
Administrative expenses		(87,647)	(1,132,872)
Interest received		17,913	98,414
Realised gain/(loss) on exchange		126,990	(46,648)
Gain on disposal of assets		-	21,287,822
Profit before tax	3	97,704	25,320,294
Tax for the year		(31,280)	(1,395,369)
Profit for the year		66,424	23,924,925

The accounting policies and explanatory notes on pages 7 to 11 form an integral part of the financial statements.

Uptime Robot Service Provider Limited

BALANCE SHEET

As at 31 December 2025

	Notes	2025 USD	2024 USD
ASSETS			
Current assets			
Trade and other receivables	5	18,036	90,196
Cash and cash equivalents		507,505	2,314,362
Total current assets		525,541	2,404,558
Total assets		525,541	2,404,558
EQUITY AND LIABILITIES			
Capital and reserves			
Called up issued share capital		1,350	1,350
Profit and loss account		166,424	531,855
Total equity		167,774	533,205
Current Liabilities			
Trade and other payables	6	321,148	476,004
Taxation		36,619	1,395,349
		357,767	1,871,353
Total equity and liabilities		525,541	2,404,558

The accounting policies and explanatory notes on pages 7 to 11 form an integral part of the financial statements.

These financial statements were approved by the director, authorised for issue on 19 February 2026 and signed by:

Adrian Giordano Imbroll
Director

Uptime Robot Service Provider Limited

STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2025

	Share Capital USD	Profit and loss Account USD	Total USD
FINANCIAL YEAR ENDED 31 DECEMBER 2024			
Balance at 1 January 2024	1,350	2,341,839	2,343,189
Profit for the financial year	-	23,924,925	23,924,925
Dividends paid	-	(25,734,909)	(25,734,909)
Balance at 31 December 2024	1,350	531,855	533,205
FINANCIAL YEAR ENDED 31 DECEMBER 2025			
Balance at 1 January 2025	1,350	531,855	533,205
Profit for the financial year	-	66,424	66,424
Dividends paid	-	(431,855)	(431,855)
Balance at 31 December 2025	1,350	166,424	167,774

The accounting policies and explanatory notes on pages 7 to 11 form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

1. BASIS OF PREPARATION

Basis of measurement and statement of compliance

The financial statements of Uptime Robot Service Provider Limited (“the Company”) have been prepared in accordance with the Accountancy Profession (General Accounting Principles for Small and Medium-Sized Entities) Regulations, 2015 and the Schedule accompanying and forming an integral part of those Regulations (“GAPSME”). The financial statements have been prepared on the historical cost basis.

Functional and presentation currency

The financial statements are presented in USD, which is the company’s functional currency.

2. SIGNIFICANT ACCOUNTING POLICIES

Income

Rendering of services

Revenue is recognised upon performance of services, net of sales and discounts.

Interest income

Interest income is recognised when the inflow of economic benefits associated with the transaction is probable and the amount of income can be measured reliably. Interest income is recognised on an accrual or time proportion basis.

Foreign currencies

Transactions denominated in foreign currencies are converted to the functional currency at the rates of exchange ruling on the dates on which the transactions first qualify for recognition. Monetary assets and liabilities denominated in foreign currencies at balance sheet date are translated at year end closing rates of exchange. Any exchange differences arising on settlement of monetary assets and monetary liabilities, or on translating foreign denominated monetary assets and liabilities at the balance sheet date at rates different from those at which they were previously translated, are recognised in profit or loss.

Property, plant and equipment

Recognition and measurement

The cost of an item of property, plant and equipment is recognised as an asset when it is probable that the future economic benefits that are associated with the asset will flow to the entity and the cost can be measured reliably. Property, plant and equipment are initially measured at cost comprising the purchase price, any costs directly attributable to bringing the assets to a working condition for their intended use, and the costs of dismantling and removing the item and restoring the site on which it is located. Subsequent expenditure is capitalised as part of the cost of property, plant and equipment only if it enhances the economic benefits of an asset in excess of the previously assessed standard of performance, or it replaces or restores a component that has been separately depreciated over its useful life.

After initial recognition, property, plant and equipment may be carried under the cost model, that is at cost less any accumulated depreciation and any accumulated impairment losses, or under the revaluation model, that is at their fair value at the date of the revaluation less any accumulated depreciation and any accumulated impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

2. SIGNIFICANT ACCOUNTING POLICIES - continued

Property, plant and equipment – continued

After initial recognition land and buildings are carried under the revaluation model while other items of property, plant and equipment are carried under the cost model. Revaluations are made for the entire class of land and buildings at least every five years or with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair value at the reporting date. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset.

Depreciation

Depreciation is calculated to write down the carrying amount of the asset on a systematic basis over its expected useful life. Depreciation of an asset begins when it is available for use and ceases at the earlier of the date that the asset is classified as held for sale (or included in a disposal group that is classified as held for sale) or the date that the asset is derecognised. The depreciation charge for each period is recognised in profit or loss.

Land is not depreciated. The rates of depreciation used for other items of property, plant and equipment are the following:

	Years
Computer software	4

Computer software are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are depreciated over their estimated useful lives of four years. Costs associated with maintaining computer software programmes are recognised as an expense as incurred.

Depreciation method, useful life and residual value

The depreciation method applied, the residual value and the useful life are reviewed on a regular basis and when necessary, revised with the effect of any changes in estimate being accounted for prospectively.

Derecognition of property, plant and equipment

Property, plant and equipment are derecognised on disposal or when no future economic benefits are expected from their use or disposal. Gains and losses arising from derecognition represent the difference between the net proceeds (if any) and the carrying amount and are included in profit or loss in the period of derecognition.

Financial assets, financial liabilities and equity

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

Financial assets and financial liabilities are initially recognised at their fair value plus in the case of financial assets and financial liabilities not classified as held for trading and subsequently measured at fair value, transaction costs attributable to the acquisition or issue of the financial assets and financial liabilities.

Financial assets and financial liabilities are derecognised if and to the extent that, it is no longer probable that any future economic benefits associated with the item will flow to or from the entity.

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

2. SIGNIFICANT ACCOUNTING POLICIES - continued

Financial assets, financial liabilities and equity – continued

A financial instrument, or its component parts, is classified as a financial liability, financial asset or an equity instrument in accordance with the substance of the contractual arrangement rather than its legal form.

i. Trade and other receivables (excluding non-financial assets included in this line item)

Trade and other receivables are stated at their nominal value unless the effect of discounting is material in which case trade and other receivables are measured at amortised cost using the effective interest method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence of impairment;

ii. Trade and other payables (excluding non-financial liabilities included in this line item)

Trade and other payables are stated at their nominal value unless the effect of discounting is material, in which case trade and other payables are measured at amortised cost using the effective interest method.

iii. Share capital issued by the Company

Ordinary shares issued by the Company are classified as equity. Dividends to ordinary shareholders are debited directly to equity and are recognised as liabilities in the period in which they are declared.

Impairment

The Company's property, plant and equipment and financial assets are tested for impairment.

i. Property, plant and equipment

The carrying amounts of the Company's property, plant and equipment are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognised and the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised immediately in profit or loss, unless they relate to an asset which is carried at revalued amount, in which case they are treated as a revaluation decrease to the extent that the impairment loss does not exceed the amount in the revaluation surplus for that asset.

The carrying amounts of Company's assets are also reviewed at each balance sheet date to determine whether there is any indication that an impairment loss recognised in prior periods may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss previously recognised is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that it does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Impairment reversals are recognised immediately in profit or loss, unless they relate to an asset which is carried at revalued amount, in which case they are treated as a revaluation increase unless an impairment loss on the same asset was previously recognised in profit or loss.

i. Financial assets

A financial asset or a group of financial assets is impaired and impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

2. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Impairment – continued

ii. Financial assets - continued

If there is objective evidence that an impairment loss on financial assets carried at amortised cost or cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The amount of the loss is recognised in profit or loss. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. The reversal does not result in a carrying amount of the financial asset that exceeds what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss.

Income taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that the tax arises from a transaction or event which is recognised directly in equity, in which case it is recognised in equity.

Current tax is based on the taxable profit for the year, as determined in accordance with tax laws, and measured using tax rates, which have been enacted or substantively enacted by the balance sheet date.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. The Company recognises a deferred tax liability in respect of all taxable temporary differences and a deferred tax asset in respect of all deductible temporary differences except to the extent that such deferred tax liability arises from the initial recognition of goodwill or the deferred tax asset/liability arises from the initial recognition of an asset or liability which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit (loss). Recognition of a deferred tax asset is however limited to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. The Company re-assesses any unrecognised deferred tax asset at each balance sheet date to determine whether future taxable profit has become probable that allows the deferred tax asset to be recovered.

Cash and cash equivalents

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term investments that are held to meet short-term cash commitments rather than for investment or other purposes. Bank overdrafts, which are repayable on demand and form an integral part of the Company's cash management, are presented in current liabilities in the balance sheet.

3. PROFIT BEFORE TAX

Profit before taxation is stated after charging:

	2025	2024
	USD	USD
Auditors' remuneration	1,763	1,626

In 2024, the Company entered into an asset sale agreement with a related party which resulted in a gain on disposal of assets as recognised in the income statement of USD 21,287,822.

Uptime Robot Service Provider Limited

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

5. TRADE AND OTHER RECEIVABLES

	2025	2024
	USD	USD
Short term		
Trade receivables	5,418	2,655
VAT refundable	2,173	2,966
Accrued income	10,270	84,312
Other debtors	175	263
	<u>18,036</u>	<u>90,196</u>

6. TRADE AND OTHER PAYABLES

	2025	2024
	USD	USD
Current liabilities		
Amount due to related party	134,548	290,340
Trade payables	8,235	7,684
Accruals	11,510	12,673
Amount due to shareholder	166,855	165,307
	<u>321,148</u>	<u>476,004</u>

The amount due to the shareholder and related company are unsecured, interest free and repayable on demand.

7. PARENT COMPANY

The immediate parent company of Uptime Robot Service Provider Limited is ignity S.R.O. Reg. No. 52500349 registered in Slovakia, with it's registered address at Obchodna 507/2, Stare Mesto, 81106, Bratislava.

8. EVENTS AFTER THE REPORTING PERIOD

No events occurred between the end of the reporting period and the date the financial statements were authorised for issue which are relevant to the financial statements.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Uptime Robot Service Provider Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Uptime Robot Service Provider Limited (the Company), set out on pages 4 to 11, which comprise the balance sheet as at 31 December 2025, the income statement, statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the balance sheet of the Company as at 31 December 2025, and of its financial performance for the year then ended in accordance with the Accountancy Profession (General Accounting Principles for Small and Medium-sized Entities) Regulations, 2015 and the Schedule accompanying and forming an integral part of those Regulations (GAPSME) and have been properly prepared in accordance with the requirements of the Companies Act (Cap. 386).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants (IESBA Code)* together with the ethical requirements that are relevant to our audit of the financial statements in accordance with the *Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act (Cap. 281) in Malta*, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Director

The director is responsible for the preparation of the financial statements that give a true and fair view in accordance with GAPSME, 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 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 intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

INDEPENDENT AUDITOR'S REPORT - *continued*
To the Shareholder of Uptime Robot Service Provider Limited

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the director.
- Conclude on the appropriateness of the director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on Other Legal and Regulatory Requirements

We also have responsibilities under the Companies Act, Cap. 386 of the Laws of Malta to report to you if in our opinion:

- The information given in the director's report is not consistent with the financial statements.
- Adequate accounting records have not been kept.
- The financial statements are not in agreement with the accounting records and returns.
- We have not received all the information and explanations we require for our audit.
- If certain disclosures of director's remuneration specified by law are not made in the financial statements, giving the required particulars in our report.

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

Andrew Galea
Partner

Andrew Galea & Associates
Certified Public Accountants

Regent House, 53, Fifth Floor,
Bisazza Street, Sliema, SLM 1640
Malta

19 February 2026

DETAILED EXPENDITURE STATEMENT

Year ended 31 December 2025

	2025	2024
	USD	USD
EXPENDITURE		
Advertising	-	154,083
Audit fees	1,763	1,626
Bank and payment providers charges	40,726	221,477
Depreciation	-	71,710
Registration fee	105	106
Management fees	-	93,946
Professional fees	38,708	73,804
Support services	2,084	497,532
Office expenses	835	14,773
Rent	3,426	3,815
	<hr/> 87,647 <hr/>	<hr/> 1,132,872 <hr/>