365squared Ltd

Company Registration Number: C 58493

Annual Report and Financial Statements

For the Year Ended 31 March 2025

365squared Ltd

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For the Year Ended 31 March 2025

365squared Ltd

General Information

For the Year Ended 31 March 2025

Registration

365squared Ltd ("the Company") is registered with the Malta Business Registry, AM Business Centre, Triq il-Labour, Zejtun, ZTN 2401, Malta as a limited liability company under the Companies Act, (Cap. 386) with registration number C 58493.

Directors

Rajdipkumar Gupta

Sandipkumar Chandrakant Gupta

Tonio Ellul

Registered office

365squared Ltd
Velzon Buildings, Block B
Triq Pantar
Lija LJA 2023
Malta

Auditors

Zampa Partners Assurance Limited
230, 230 Works Business Centre,
Second Floor,
Eucharistic Congress Road
Mosta MST 9039
Malta

The Board presents its report and the audited financial statements for the year ended 31 March 2025.

Principal Activities

The Company's principal activity is to provide data processing and managed services to mobile network operators.

Performance Review

The directors note that sales increased by 14% over the preceding year whilst, the gross profit margin increased to 61% of revenue (2024: 37%). Administrative expenses amounted to EUR3,373,035 (2024: EUR2,717,154) and as a result, the Company registered a profit before taxation amounting to EUR2,461,403 (2024: EUR525,967). After deducting taxation thereon, the profit for the year amounted to EUR2,363,878 (2024: EUR482,615).

Reserves and Dividends

The profit or loss for the year is set out on page 5. The profit for the year was transferred to retained earnings and no dividend was declared.

Post Balance Sheet Events

No significant events have occurred after the balance sheet date which require mention in this report.

Future Developments

The Company is envisaging to keep using the revenue-sharing activities while adding new micro-products with fixed fees to increase the revenue stream and improve the Company's market position.

Directors

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

Rajdipkumar Gupta

Sandipkumar Chandrakant Gupta

Tonio Ellul

In accordance with the Company's Articles of Association, the present directors remain in office until such time as they resign or are otherwise removed.

Auditors

Zampa Partners Assurance Limited, Registered Auditors, have expressed their willingness to continue in office and a resolution for their reappointment will be proposed at the General Meeting.

Approved by the Board of Directors on 06 May 2025 and signed on its behalf by:

Tonio Ellul
Director

Sandipkumar Chandrakant Gupta
Director

Registered Address:
Velzon Buildings, Block B
Triq Pantar
Lija
LJA 2023

The directors are required by the Companies Act, Cap. 386 of the Laws of Malta 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 directors are 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 period.

The directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them 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 directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

365squared Ltd

Income Statement

For the Year Ended 31 March 2025

	Notes	2025 EUR	2024 EUR
Revenue	3	9,742,924	8,557,662
Cost of sales		(3,793,686)	(5,419,545)
Gross profit		5,949,238	3,138,117
Administrative expenses		(3,373,035)	(2,717,154)
Operating profit		2,576,203	420,963
Finance income	4	1	1
Other income		-	52
(Loss) / gain on exchange differences		(114,801)	104,951
Profit before tax	5	2,461,403	525,967
Current tax expense	6	(128,859)	(26,378)
Deferred tax credit / (expense)		14,500	(16,974)
Adjustment for prior period tax expense		16,834	-
Profit for the year		2,363,878	482,615

The notes on pages 9-20 form an integral part of these financial statements.

365squared Ltd

Balance Sheet

As At 31 March 2025

	Notes	2025 EUR	2024 EUR
ASSETS			
Non-current assets			
Property, plant and equipment	7	100,518	188,283
Intangible assets	8	344,769	92,669
Deferred tax asset	9	5,740	-
Total non-current assets		451,027	280,952
Current assets			
Trade and other receivables	10	2,910,220	3,701,921
Cash and cash equivalents	11	4,260,346	1,165,448
Total current assets		7,170,566	4,867,369
TOTAL ASSETS		7,621,593	5,148,321
EQUITY AND LIABILITIES			
Equity			
Share capital	12	2,001	2,001
Capital contribution	12	604,874	534,789
Retained earnings	12	5,609,236	3,245,358
Total equity		6,216,111	3,782,148
Liabilities			
Non-current liabilities			
Deferred tax liability	9	3,283	12,043
Current liabilities			
Current tax payable	13	155,238	86,900
Trade and other payables	14	1,246,961	1,265,156
Bank overdraft	11	-	2,074
Total current liabilities		1,402,199	1,354,130
TOTAL EQUITY AND LIABILITIES		7,621,593	5,148,321

The notes on pages 9-20 form an integral part of these financial statements.

The financial statements set out on pages 5 to 20 were approved and authorised for issue by the Board of Directors on 06 May 2025 and signed on its behalf by:

Tonio Ellul
Director

Sandipkumar Chandrakant Gupta
Director

365squared Ltd

Statement of Changes in Equity

For the Year Ended 31 March 2025

	Share capital	Capital contribution	Retained earnings	Total
	EUR	EUR	EUR	EUR
Equity as at 01 April 2023	2,001	401,058	2,762,743	3,165,802
Profit for the year	-	-	482,615	482,615
Equity settled share based payment in the parent company	-	133,731	-	133,731
Equity as at 31 March 2024	2,001	534,789	3,245,358	3,782,148

	Share capital	Capital contribution	Retained earnings	Total
	EUR	EUR	EUR	EUR
Equity as at 01 April 2024	2,001	534,789	3,245,358	3,782,148
Profit for the year	-	-	2,363,878	2,363,878
Equity settled share based payment in the parent company	-	70,085	-	70,085
Equity as at 31 March 2025	2,001	604,874	5,609,236	6,216,111

The notes on pages 9-20 form an integral part of these financial statements.

365squared Ltd

Cash Flows Statement

For the Year Ended 31 March 2025

	Note	2025 EUR	2024 EUR
Cash from operating activities:			
Profit before tax		2,461,403	525,967
Interest income to reconcile to profit from operations		(1)	(1)
Depreciation		98,130	51,962
Amortisation		76,732	2,087
Employee share options		70,085	133,731
Unrealised losses on foreign currency exchange		114,801	-
Profit from operations		2,821,150	713,746
Decrease/(increase) in trade and other receivables		690,846	(327,951)
Increase/(decrease) in trade and other payables		1,159	(479,161)
Proceeds from interest received classified as operating		1	1
Payments of income taxes		(43,687)	(127,723)
Net cash flows from/(used in) operating activities		3,469,469	(221,088)
Cash flows from investing activities:			
Payments to acquire property, plant and equipment		(10,365)	(113,449)
Payments to acquire intangible assets		(328,832)	(94,756)
Net cash flows used in investing activities		(339,197)	(208,205)
Cash flows from financing activities:			
Repayments from related party		18,217	-
Net cash flows from financing activities		18,217	-
Net cash from/(used in) in cash and cash equivalents		3,148,489	(429,293)
Effect of exchange rate changes on cash		(51,517)	-
Cash and cash equivalents at beginning of year		1,163,374	1,592,667
Cash and cash equivalents at end of year	11	4,260,346	1,163,374

The notes on pages 9-20 form an integral part of these financial statements.

1. General Notes

1.1. Basis of preparation

i Basis of measurement and statement of compliance

The financial statements of 365squared Ltd ("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.

ii Functional and presentation currency

The financial statements are presented in euro (€), which is the Company's functional currency and presentation currency.

2. Significant accounting policies

2.1. Property, plant and equipment

i 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 initial estimate of 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.

After initial recognition, property, plant and equipment are carried under the cost model.

ii 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.

The rates of depreciation used for other items of property, plant and equipment are the following:

Furniture and fixtures	10% straight line
Office equipment	33% straight line

2. Significant accounting policies (continued)

2.1. Property, plant and equipment (continued)

ii Depreciation (continued)

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.

2.2. Intangible assets

i Acquired intangible assets - Software

An acquired intangible asset is recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measured reliably. An intangible asset is initially measured at cost, comprising its purchase price and any directly attributable cost of preparing the asset for its intended use.

Intangible assets are subsequently carried at cost less any accumulated amortisation and any accumulated impairment losses. Amortisation is calculated to write down the carrying amount of the intangible asset using the straight-line method over its expected useful life. Amortisation 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) in accordance with Section 23 of GAPSME or the date that the asset is derecognised.

Amortisation is based on a useful life of 3 years and is charged to profit or loss.

2.3. 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.

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.

2. Significant accounting policies (continued)

2.3. Financial assets, financial liabilities and equity (continued)

i Trade and other receivables

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 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, and are presented in current liabilities in the balance sheet.

iii Ordinary shares

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.

iv Trade and other payables

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.

v Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. The fair value excludes the effect of non-market-based vesting conditions. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's vesting period, which in this case is 4 years. At each reporting date, the Group revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market-based vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to reserves, the capital contribution reserve. Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

2.4. Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership to the lessee. All other leases are classified as operating leases. Lease classification is made at the inception of the lease, which is the earlier of the date of the lease agreement and the date of commitment by the parties to the principal provisions of the lease.

2.5. Impairment of assets

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

2. Significant accounting policies (continued)

2.5. Impairment of assets (continued)

i Property, plant and equipment and intangible assets

The carrying amounts of the Company's Property, plant and equipment and intangible assets and intangible assets 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.

ii 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.

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/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.

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed.

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the asset is impaired, the cumulative loss that had been recognised directly in equity is reclassified from equity to profit or loss as a reclassification adjustment

2. Significant accounting policies (continued)

2.5. Impairment of assets (continued)

ii Financial assets (continued)

even though the financial asset has not been derecognised. The amount of the cumulative loss that is removed from equity and is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that financial asset previously recognised in profit or loss. Impairment losses recognised in profit or loss for an investment in an equity instrument classified as available for sale is not reversed through profit or loss.

If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss shall be reversed, with the amount of the reversal recognised in profit or loss.

2.6. Taxation

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.

2.7. Income

i Rendering of services

Revenue from telecommunication services is recognised when the services are rendered, using the percentage-of-completion method based on the actual service provider as a proportion of the total services to be permitted.

ii Interest income

Revenue is recognised as interest accrues (using the effective interest method). Interest income is included in finance revenue in the income statement.

2. Significant accounting policies (continued)

2.8. 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 monetary liabilities denominated in foreign currencies at balance sheet date are translated at year end closing rates of exchange. Any exchange differences arising on the 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.

3. Revenue

Revenue is derived from the provision of telecommunication services, and is analysed as follows:

	2025	2024
	EUR	EUR
Rendering of services	9,742,924	8,557,662

4. Finance income

	2025	2024
	EUR	EUR
Bank interest	1	1

5. Profit before tax

Profit before tax is charged after charging the following:

	2025	2024
	EUR	EUR
Directors' remuneration	264,169	240,232
Depreciation	98,130	51,962
Amortisation	76,732	2,087

5.1. Auditors remuneration

Fee due to the Company's auditors for the service rendered during the year amounted to:

	2025	2024
	EUR	EUR
Audit fees	25,545	25,017
Other non-audit services	1,365	1,900

5. Profit before tax (continued)

5.2. Staff costs

Staff costs incurred during the year are analysed as follows:

	2025	2024
	EUR	EUR
Salaries and Wages	732,788	787,431
Employer's Share of Social Security Contributions	23,074	22,410
	755,862	809,841

Director's remuneration is inlcuded with staff costs.

5.3. Number of employees

The average number of persons employed by the Company during the year was as follows:

	2025	2024
	No.	No.
Management	2	2
Operations support	7	10
	9	12

6. Taxation

6.1. Fiscal Unit

In 2021, the Company has agreed to form part of a Fiscal Unit for Maltese income tax purposes in terms of the Consolidated Group (Income Tax) Rules (‘Consolidated Group tax rules’) effective from financial year ended 31 March 2021. These Rules allow the members of the Fiscal Unit to elect to be treated as one single taxpayer and to compute their chargeable income or losses on a consolidated basis. Under the Consolidated Group tax rules, the Maltese tax liabilities otherwise due on the taxable profits of the Fiscal Unit's subsidiaries can be set off against the 6/7ths tax refund otherwise due thereon to their shareholders, resulting in the Fiscal Unit as a whole incurring tax at a 5% effective tax rate.

As part of this process, the Company entered into a tax sharing and funding agreement with the Fiscal Unit's parent company, which is the Fiscal Unit's principal taxpayer in terms of the Consolidated Group tax rules. Such an agreement provides for the allocation of income taxes to the Fiscal Unit members: the allocation of tax within the Fiscal Unit is calculated as if each member entity was an individual entity for tax purposes, with taxes allocated by reference to the chargeable income/losses of each member entity and recognised fully in each member entity’s own financial statements.

Under the terms of this agreement, the Company shall compensate the Fiscal Unit's principal taxpayer for its share of the tax payable that has been assumed by the principal taxpayer; it will conversely be compensated by the principal taxpayer for its share of any tax receivable. As a result, the Company recognises a liability towards (or an asset receivable from) the principal taxpayer for its allocated share of the current tax liabilities (or deferred tax assets arising from unused tax losses and tax credits) that have been assumed by the principal taxpayer.

Since the tax consolidation regime allows for a full integration of the tax position of the Fiscal Unit's members, the Company has applied an equivalent effective tax rate of 5% for the computation of current tax expense.

6. Taxation (continued)

6.2. Income tax expense

	2025	2024
	EUR	EUR
Current tax expense	128,859	26,378
Deferred tax (credit) / expense	(14,500)	16,974
Adjustment for prior period tax expense	(16,834)	-
	97,525	43,352

6.3. Tax reconciliation

	2025	2024
	EUR	EUR
Profit for the year	2,461,403	525,967
Tax at 5%	123,070	26,298
Tax effect of:		
Expenses disallowed for tax purposes	163	9,429
Disallowed loss (income)	(5,246)	(5,248)
Adjustment of prior year deferred tax	(3,628)	-
Adjustment of prior year tax charge	(16,834)	-
Capital allowances	-	(4,101)
Deferred tax/ (income)	-	16,974
	97,525	43,352

7. Property, plant and equipment

	Furniture and fixtures	Office equipment	Total
	EUR	EUR	EUR
Cost			
Opening balance	43,975	471,570	515,545
Additions	-	10,365	10,365
Balance at 31 March 2025	43,975	481,935	525,910
Depreciation			
Opening balance	(36,717)	(290,545)	(327,262)
Depreciation	(4,402)	(93,728)	(98,130)
Balance at 31 March 2025	(41,119)	(384,273)	(425,392)
Carrying amount			
At 01 April 2024	7,258	181,025	188,283
At 31 March 2025	2,856	97,662	100,518

8. Intangible assets

	Software
	EUR
Cost	
Opening balance	94,756
Additions	328,832
Balance at 31 March 2025	423,588
Opening balance	
Opening balance	(2,087)
Amortisation	(76,732)
Balance at 31 March 2025	(78,819)
At 01 April 2024	92,669
At 31 March 2025	344,769

The cost included within note 9 relating to the acquired Software includes an amount pertaining to capitalised development cost which is still not ready for use. The amortisation charge included within the note only pertains to the element of development costs which have met the criteria as ready for use.

9. Deferred tax

9.1. Deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2025	2024	2025	2024	2025	2024
	EUR	EUR	EUR	EUR	EUR	EUR
Property, plant and equipment	-	-	(3,283)	(6,796)	(3,283)	(6,796)
Unrealised foreign exchange loss (income)	5,740	-	-	(5,247)	5,740	(5,247)
Tax assets / (liabilities)	5,740	-	(3,283)	(12,043)	2,457	(12,043)

Movement in temporary differences during the year:

	Balance, beginning of period, 2024	Recognised in income	Balance, end of period, 2024
	EUR	EUR	EUR
Property, plant, and equipment	740	(7,536)	(6,796)
Unrealised FX loss (income)	4,191	(9,438)	(5,247)
	4,931	(16,974)	(12,043)

9. Deferred tax (continued)

9.1. Deferred tax assets and liabilities (continued)

	Balance, beginning of period, 2025	Recognised in income	Balance, end of period, 2025
	EUR	EUR	EUR
Property, plant, and equipment	(6,796)	3,513	(3,283)
Unrealised FX loss (income)	(5,247)	10,987	5,740
	(12,043)	14,500	2,457

10. Trade and other receivables

	2025	2024
	EUR	EUR
Trade receivables	464,739	244,832
Amount due from parent company	2,033,032	2,805,875
Amount due from intermediate parent company	6,414	9,519
Accrued Income	321,508	535,384
Prepayments	64,050	64,193
Deposits	4,034	4,034
Indirect taxation	5,315	19,605
Withholding tax receivable	10,866	-
Amounts due from related entity	-	18,217
Other receivable	262	262
	2,910,220	3,701,921

Amounts due from related entity, parent company and intermediate parent company are unsecured, interest free and repayable upon demand.

11. Cash and cash equivalents

Cash and cash equivalents for the purpose of the balance sheet and cash flow statement are as follows:

	2025	2024
	EUR	EUR
Cash on hand	538	65
Bank balances	4,259,808	1,165,383
Total cash and cash equivalents in the Balance Sheet	4,260,346	1,165,448
Bank overdraft	-	(2,074)
Total cash and cash equivalents in the statement of cash flows	4,260,346	1,163,374

12. Share capital

12.1. Share capital

	2025	2024
	EUR	EUR
Authorised		
2,001 Ordinary Shares of €1 each	2,001	2,001
Issued and fully paid up		
2,001 Ordinary Shares of €1 each	2,001	2,001

12.2. Capital Contribution

Capital contribution represents a stock option that employees have to buy shares at a future date. The shares will be in Route Mobile Limited, while Route Mobile (UK) Limited will bear the cost of the option. Route Mobile (UK) Limited will not seek any compensation from the Company for the benefit that the employees of the Company will get. As Route Mobile (UK) will not be seeking compensation from the Company, this benefit being a non-cash consideration, is recognised as a capital contribution.

12.3. Retained earnings

Retained earnings represent accumulated profit and losses from current and past years. No dividend was declared during the years ended 31 March 2024 and 2025.

13. Current tax payable

	2025	2024
	EUR	EUR
Tax payable to parent	150,523	86,900

14. Trade and other payables

	2025	2024
	EUR	EUR
Trade payables	694,568	273,563
Amounts due to related party	27,673	-
Amounts due to parent company	34,500	38,500
Amounts due to intermediate parent company	90,394	76,330
Accruals	385,869	864,467
Other payables	13,957	12,296
	1,246,961	1,265,156

Amounts due to related party, parent company and intermediate parent company are unsecured, interest-free and repayable upon demand.

15. Non-cancellable operating leases

	2025	2024
	EUR	EUR
Non-Current liabilities		
Commitments related to non-cancellable-operating leases in existence at the reporting date but not recognised as liabilities payable:	102,250	153,500
Payment due		
Within one year	56,500	51,250
Later than one year but no later than five years	45,750	102,250
	102,250	153,500

16. Related party disclosures

16.1. Related party relationship

The Company is controlled by the direct parent of the Company, Route Mobile (UK) Limited (incorporated in United Kingdom), which owns 100% of the Company's shares. On 8 May 2024, the Group was purchased by Proximus Opal S.A, with Proximus thereby becoming the ultimate parent of the Group.There is no individual with direct control or holding more than 50% of the Group's issued share capital.

The Company has a related party relationship with its, parent company, fellow subsidiaries, ultimate shareholders and companies owned or controlled by the Company's ultimate shareholders and key management personnel.

Key management personnel are those individuals who have significant authority and responsibility for planning, directing and controlling the activities of the company/Group. The key management personnel within the Company includes the directors.

16.2. Related party transactions

	2025	2024
	EUR	EUR
Directors remuneration	264,169	240,232
Key management personnel remuneration	203,153	254,202
Invoices issued by the parent company	53,000	29,000
Payments made to parent company	57,000	-
Invoices issued to parent company	4,003,518	2,228,298
Payments made by parent company	4,734,834	850,436
Invoices issued by the intermediate parent company	371,434	225,975
Payments made to intermediate parent company	411,558	179,689
Invoices issued to intermediate parent company	12,776	17,176
Invoices issued by related party	22,843	-
Income tax paid by shareholder	43,687	128,499
Set-off of tax paid by parent company obo company	-	125,871

Related party balances are disclosed in Notes 10 and 14.

17. Comparative information

Some comparative amounts have been reclassified in order to conform with the current year's presentation.

Zampa
Partners

Independent Auditor's Report

To the Shareholders of 365squared Ltd

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of 365squared Ltd set out on pages 5 - 20 which comprise the balance sheet as at 31 March 2025, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, 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 March 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 Maltese 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 Auditors' 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.

Other Information

The directors are responsible for the other information. The other information comprises the directors' report and general information. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

With respect to the directors' report, we also considered whether the directors' report includes the disclosures required by Art. 177 of the Maltese Companies Act (Cap. 386).

Based on the work we have performed, in our opinion:

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

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

In addition, in light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the directors' report and other information. We have nothing to report in this regard.

Zampa
Partners

Independent Auditor's Report (continued)

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of the financial statements that give a true and fair view 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 the requirements of the Maltese Companies Act (Cap. 386), and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditors' 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 judgement 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.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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.

Zampa
Partners

Independent Auditor's Report (continued)

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

Report on Other Legal and Regulatory Requirements

We also have responsibilities under the Maltese Companies Act (Cap. 386) to report to you if, in our opinion:

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

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

Kris Bartolo
for and on behalf of
Zampa Partners Assurance Limited
Registered Auditors
Company Reg No: C66286
zampapartners.com

230, 230 Works Business Centre,
Second floor
Eucharistic Congress Road
Mosta, Malta

Date: 06 May 2025

The Schedules and Appendices on the pages that follow do not form part of the financial statements

365squared Ltd

Schedules

For the Year Ended 31 March 2025

Schedule of Administrative Expenses

	2025	2024
	EUR	EUR
Administrative expenses		
Accountancy	33,432	26,120
Amortisation	76,732	2,087
Audit fee	26,910	26,917
Bank charges	5,529	4,267
Company Registration Fee	-	1,008
Professional fees	13,800	13,800
Depreciation	98,130	51,962
Directors' remuneration	264,169	240,232
Fines and penalties	-	776
Insurance	106,141	104,838
IT expenses	1,125,924	379,546
Lease rentals on operating lease	51,538	45,500
Realised loss on exchange	(92,899)	74,187
Printing and stationery	229	186
Salaries, wages and employee benefits	491,693	569,609
Staff costs	18,482	4,204
Subscriptions	13,865	13,617
Telephone and fax	13,421	31,300
Training	80	-
Travel expenses	34,902	51,937
Equity settled share based payment in the parent	70,085	133,731
Professional fees	-	23,145
Office expenses	12,469	14,156
Marketing	18,367	12,919
Operations	986,241	887,562
Other expenses	3,795	3,548
	3,373,035	2,717,154