Computime Holdings p.l.c.

Annual Report 2025

COMPANY REGISTRATION NUMBER - **C 74592**

REGISTERED ADDRESS - **170, PATER HOUSE, PSAILA STR., B'KARA, MALTA**

COUNTRY OF INCORPORATION - **MALTA**

Contents

Chairman’s Message

Dear Shareholders,

I am delighted to be reporting to you for the first time this year. I joined the Board as Chairman on 20 November 2025 and so while my tenure during the year under review has therefore been relatively brief, I am pleased to have joined the Board at such an important stage in the Company's development.

I would like to take this opportunity to acknowledge and thank my predecessor, Tony Mahoney, for his leadership and dedication. Under his chairmanship, the Group successfully navigated its transition to a publicly listed entity - an achievement that reflects both strategic vision and strong stewardship.

2025 marked a significant milestone in the Group’s journey, representing the first full financial year following the listing of the Company’s shares on the Official List of the Malta Stock Exchange on 6 January 2025. This achievement constituted a pivotal step in the Group’s evolution, strengthening our governance framework, enhancing transparency, and opening a new chapter in our engagement with the capital markets and wider investor community.

2025 Performance

While the CEO will comment in more detail, I am pleased to report that 2025 was an excellent year for the business. Revenues were up 13% to €21.3 million and operating profits rose by 21% to €3.1 million. The cash position of the business is robust at €6.8 million (as at end of 2025) and a particular strength of the Computime business model, recurring revenue, was an impressive 74% of total revenue.

The Group registered progress across all its core business divisions. The Business Software Division continued to strengthen its position in the enterprise software markets, while also advancing the Group’s artificial intelligence strategy through the development of AI-enabled applications and advisory services. The FinTech Division delivered another strong year, consolidating its leadership in regulatory technology solutions and continuing to expand its portfolio of proprietary software products serving the banking and financial services sector. The Systems Integration Division maintained its leading role in the delivery of enterprise infrastructure, cybersecurity, and managed services solutions to some of Malta’s largest organizations.

In line with our commitment to delivering value to shareholders, the Board has proposed a final dividend distribution in respect of financial year 2025 which, together with the interim dividend already paid, represents a net dividend yield of approximately 6.5% based on the original offer price at the time of listing. While subject to review, particularly with respect to market conditions and the need to invest in the Group's long term strategic priorities, the Board intends to maintain a positive and progressive dividend policy to support the loyalty of its shareholders.

Governance, people and culture

Beyond financial performance, the Board remains firmly committed to strengthening the Group’s governance and organizational framework. During the year, the Group introduced several initiatives aimed at enhancing its internal structures and supporting sustainable growth. These included the formalization of the Board’s oversight of risk by transforming our Audit Committee into an Audit and Risk Committee, effective from 2026, with a clearly defined and structured risk agenda.

Our employees remain the foundation of the Group’s continued success. The technology sector depends fundamentally on human capital, innovation, and expertise, and we remain committed to providing a working environment that supports professional development, wellbeing, inclusivity, and work-life balance.

To this end, the Group established a dedicated Wellbeing and Engagement Network to promote employee wellbeing, strengthen collaboration, and foster a more inclusive culture. These initiatives reflect our belief that a motivated and engaged workforce is central to the delivery of long-term value for clients and shareholders alike. While there is always room to do more, the success of this approach can be measured by sector-leading low staff turnover rates.

Corporate social responsibility

The Group continued to strengthen its approach to corporate social responsibility during 2025. The Board approved a new CSR strategy focused on two principal pillars: the promotion of cultural and national heritage, and the support of the student and educational community. Through these initiatives, the Group seeks to contribute positively to the communities in which it operates while also helping to nurture the next generation of technology professionals in Malta.

Looking ahead

Looking ahead to 2026, the Board remains optimistic about the Group's prospects. The pipeline of opportunities across our business divisions is strong, supported by sustained demand for digital transformation, cybersecurity, regulatory technology, and artificial intelligence solutions. At the same time, the Board is mindful of the broader economic and geopolitical uncertainties that may affect global technology markets and corporate investment cycles.

Notwithstanding these external factors, we believe that the Group is well positioned to continue building on the momentum achieved in 2025. Computime's diversified business model, strong recurring revenue base, robust balance sheet, and highly skilled workforce provide an excellent foundation for continued growth and value creation.

On behalf of the Board, I would like to express our sincere appreciation to our employees for their dedication and professionalism, to our clients and partners for their continued trust, and to our shareholders for their support and confidence in the Group.

We look forward to the opportunities that lie ahead as we continue to strengthen the Group's position as a leading provider of technology solutions in Malta and beyond.

Mark Watkinson
Chairman

CEO's Review

I am pleased to present the 2025 Annual Report of Computime Holdings p.l.c., marking both my first full year as Chief Executive Officer and the Group's first year operating as a publicly listed company following our listing on the Malta Stock Exchange in January 2025.

With the IPO process behind us, our focus during the year shifted towards executing our strategy as a public company, strengthening our organisation, and continuing to build sustainable long-term value across our business. The transition to the capital markets also brought with it a broader shareholder base and an even stronger emphasis on transparency, accountability, and disciplined execution.

I am particularly pleased to report that the Group delivered a financial performance that exceeded our own internal expectations, with both revenue and profitability reaching new record levels. This outcome reflects the strength and resilience of our business model, the dedication and expertise of our teams across all three divisions, and the continued trust placed in us by our customers and partners.

Financial performance and position

2025 was another year of strong financial progress for the Group, with record revenue and profits achieved alongside accelerating growth, improving margins, and robust cash generation. Revenue increased by 13%, while profit before tax grew by 22%, representing a clear acceleration in growth compared to the previous two years and reflecting the continued expansion of several of our business lines.

Just as important as the level of growth was its quality. Our revenue growth was not achieved at the expense of profitability. On the contrary, operating margins continued to improve, increasing from 13.7% to 14.7%. This improvement reflects our continued focus on disciplined execution and reinforces a principle that has guided our strategy for many years: prioritising value over volume. Our objective is not simply to grow faster, but to grow better, focusing on opportunities that lead to deep client relationships and sustainable long-term profitability.

This approach is also reflected in the strong proportion of recurring revenue within our business model. During the year, recurring revenue increased further to 74% of total Group revenue. This provides strong visibility on future performance and supports our ability to invest with confidence in product development, talent, and long-term strategic initiatives. Our strong recurring revenue base strengthens the resilience of the Group's financial model and represents an important strategic moat for the business.

Cash generation remained another key strength of the Group. Operating cash flow during the year was strong, with an 'operating cashflow-to-profit' ratio of 1.3. This strong cash conversion reflects both the quality of our revenue streams and the disciplined working capital management across the organisation.

The Group also continued to deliver strong returns for its shareholders, with return on equity improving further during the year. The Board has also proposed a final dividend which, based on the current share price, represents a net dividend yield of approximately 6.5% for the 2025 financial year, placing the Company among the more attractive dividend yields currently available on the local equity market. This reflects the Group's continued strong cash generation and disciplined approach to capital allocation.

Market and industry insights

The global technology sector continued to evolve rapidly during 2025, with organisations across industries accelerating their digital transformation initiatives. Key themes shaping both international and Maltese technology markets included the increasing adoption of artificial intelligence, heightened focus on cybersecurity and operational resilience, and continued investment in technologies that enable automation and data-driven decision making.

Within this evolving landscape, the Group continues to pursue a clear two-sided strategic vision. On the one hand, we aim to be Malta's IT partner of choice across systems integration, ICT infrastructure, cybersecurity solutions, business application solutions and regulatory technology. At the same time, we continue to expand internationally by developing specialised software products that address niche regulatory and compliance requirements, including platforms such as '*ComplyRadar*'.

Our Business Software Division continued to grow during the year, supported by strong demand in the Maltese market for ERP and business automation solutions. The Division benefits from a multidisciplinary team combining software architects, AI specialists, accountants and business consultants, enabling us to support clients both technologically and in optimising their business processes. During 2025, the Group also launched its artificial intelligence ("AI") product strategy, establishing a clear roadmap for the development of AI-enabled solutions over the coming years. Initial AI applications were introduced in areas such as document management, accounting automation and hospitality reservations management, alongside advisory services that help organisations design practical AI strategies.

Our FinTech Division delivered another solid performance during the year, achieving double-digit growth in both revenue and profitability. The '*BRS Analytics'* platform continued to attract new customers, reinforcing its position as a trusted regulatory technology solution for banks and financial institutions. The Group's AML transaction monitoring solution, '*ComplyRadar'*, continued to evolve during the year. While the iGaming sector can be more volatile by nature, we continued expanding the platform's positioning within banks and other financial institutions, which represent a significant and more stable market for the solution both locally and internationally. Overall, the experience during 2025 further reinforced our conviction in the long-term potential of the platform.

Our Systems Integration Division also delivered a strong performance in 2025, achieving record revenue and profitability. The Division continues to play an important role in supporting the digital transformation of some of Malta's largest organisations through the delivery of critical IT infrastructure, cybersecurity and enterprise technology solutions, working closely with several world-leading technology vendors.

Artificial Intelligence and its impact on the Group

Artificial intelligence continues to reshape the global technology landscape and represents one of the most significant structural shifts currently affecting the industry. As organisations increasingly explore and deploy AI-driven solutions, the demand for computing infrastructure, secure IT networks and advanced cybersecurity capabilities is expected to grow significantly. In this respect, several of the Group's core activities, particularly within systems integration, ICT infrastructure and cybersecurity, stand to benefit from the increased investment that AI adoption is likely to drive across many sectors.

Within the software domain, the rapid evolution of AI technologies is also transforming how applications are designed and developed. While this represents a profound shift for the industry, we view it as an opportunity rather than a threat. Businesses will continue to require trusted partners capable of translating emerging technologies into practical solutions - building applications, integrating systems, and ensuring that complex digital environments operate reliably and securely.

In this context, the Group's multidisciplinary expertise - combining software development, AI architecture, infrastructure, cybersecurity and business process knowledge - positions us well to support organisations navigate the practical adoption of AI.

At the same time, we believe that innovation must also happen internally. During the year, the Group continued to explore the application of AI across its own operations, with a focus on improving internal processes and enhancing efficiency. To support this, we have recently established a dedicated leadership role responsible for driving AI transformation across the organisation, ensuring that we can apply these technologies also internally in a practical, compliant and value-driven manner.

Future outlook and conclusion

During 2026, the Business Software Division will continue building market share in ERP solutions within the Maltese market, supported by the strength of its multidisciplinary team and growing demand for integrated digital business platforms. The Division will also continue implementing the AI strategy launched during 2025. A number of proof-of-concept initiatives are currently underway, with the objective of developing AI-enabled solutions for clients and potentially introducing new products by the end of 2026 or early 2027.

Within the FinTech Division, the '*BRS Analytics*' platform is expected to continue strengthening its local market presence. At the same time, the Group has initiated a strategic review of the '*ComplyRadar*' platform aimed at further enhancing the product development roadmap, delivery and support capabilities, and strengthening international market penetration. This process will also include an investment plan designed to ensure that the platform reaches its full potential, including the progressive integration of further artificial intelligence capabilities.

The Systems Integration Division recently secured two multi-year, multi-million-euro IT network contracts, which are expected to generate substantial additional revenue over the next five to seven-year period. Together with other ongoing initiatives, these contracts are expected to further strengthen the Group's position as a leader in the local IT infrastructure sector.

More broadly, we are closely monitoring how the software landscape is evolving, particularly at the intersection of artificial intelligence and changing behaviour in the enterprise software market. We expect a continued shift towards platforms that bring together data, analytics and operational workflows into increasingly automated and cohesive environments. In parallel, we are also seeing the gradual emergence of service models where technology providers take on a more integrated role in supporting, and in certain cases operating, client processes. I believe that the Group is well positioned to play an active role in this transition, both through its service capabilities as well as the continued development of its proprietary platforms, leveraging its extensive domain knowledge across key business processes.

The Group's performance in 2025 reflects the continued strength and scalability of its business model, with all three divisions delivering record revenue – a notable achievement given the breadth and diversity of the Group's portfolio. Underpinned by our dual strategy of combining the stability of a strong domestic technology services business with the long-term growth potential of the international software market, the Group continues to demonstrate its ability to grow in a balanced and coordinated manner. At the same time, we remain mindful of the broader environment in which we operate, particularly ongoing geopolitical tensions, which may present challenges.

The combination of diversification, sustained growth and strong cash generation provides both resilience and visibility, making the Group's business model increasingly well suited to public market investors, while also supporting a disciplined approach to shareholder returns, including the consistent payment of attractive dividends.

Looking ahead, we remain focused on strengthening our market position across the three divisions while continuing to invest in innovation and the long-term development of our technology platforms. I would like to thank our teams throughout the Group for their continued dedication, professionalism and commitment during the year. Supported by this strong team, together with a diversified business model and a clear strategic direction, I am confident in the Group's ability to continue delivering sustainable value to our stakeholders in the years ahead.

Alistair Mangion
Chief Executive Officer

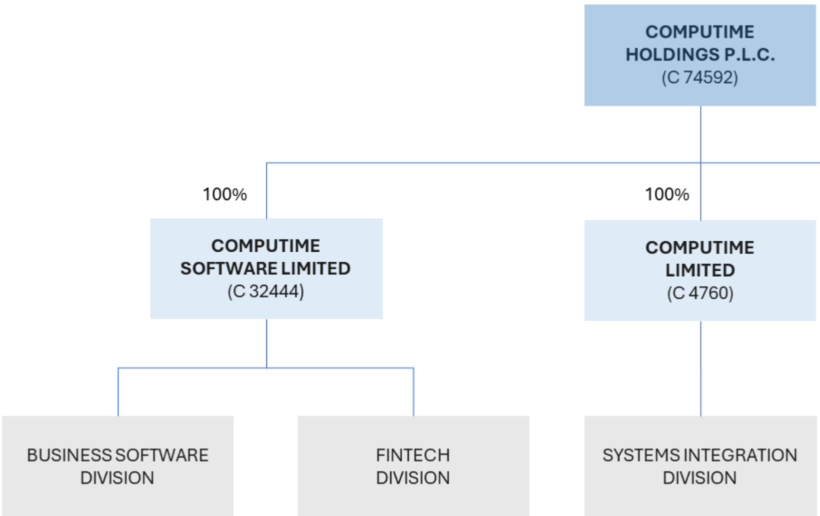
Directors' Report

The directors present their report and the audited financial statements of Computime Holdings p.l.c. (the 'Company') and the consolidated financial statements of the Group of which it is the parent (the "financial statements") as at and for the year ended 31 December 2025.

Principal activities

Computime Holdings p.l.c. is the parent company of Computime Limited, Computime Software Limited and Computime Labs Ltd. (collectively the "Group"). The Group's principal activity is the provision of business-to-business quality ICT solutions in Malta and overseas. The ordinary shares of the Company were listed on the Official List of the Malta Stock Exchange with effect from 6 January 2025.

The Group operates three business divisions: the Business Software and the FinTech divisions (both operated by Computime Software Limited – C32444), and the Systems Integration division (operated by Computime Limited – C4760). Computime Labs Limited is the IP (Intellectual Property) holding company of the Group.



BUSINESS SOFTWARE DIVISION

Value-added reselling of global brands in the Enterprise Resource Planning ("ERP"), Enterprise Asset Management ("EAM") and accounting software markets, as well as development of Artificial Intelligence ("AI") powered business applications. The division's core strength lies in its deep expertise in business software and enterprise process design, following decades of experience in this sector.

FINTECH DIVISION

Provision of regulatory technology (RegTech) which refers to the management of regulatory monitoring, reporting and compliance through technology, within highly-regulated industries especially banking, finance and iGaming. Currently through this division, the Group offers three software products:

- **BRS**ANALYTICS **[100% owned intellectual property]**
    - Banking regulatory reporting solution
- **ComplyRadar [100% owned intellectual property]**
    - AML transaction monitoring solution
- **CESOP [50% owned intellectual property]**
    - VAT regulatory reporting solution

SYSTEMS INTEGRATION DIVISION

Provision of enterprise systems integration solutions with four main business units:

- The *Information Security* unit provides cybersecurity technical advisory, design and implementation of information security solutions for the enterprise market. The range of services includes security audits, vulnerability assessments, VPN implementations, perimeter and desktop security solutions, password management systems, intrusion prevention solutions, event management, and content filtering.

- The *Networks* unit provides design and implementation of enterprise-level IP networks that offer the reliability, interoperability, security, mobility and manageability that large organisations require. The team also offers support and maintenance of such networks and equipment.

- The *Systems* unit provides design and implementation of various server technologies, virtualisation solutions as well as cloud solutions for Microsoft Azure and Office365, business continuity and disaster recovery. The unit provides also consultancy and support on AI desktop applications for personal productivity enhancements.

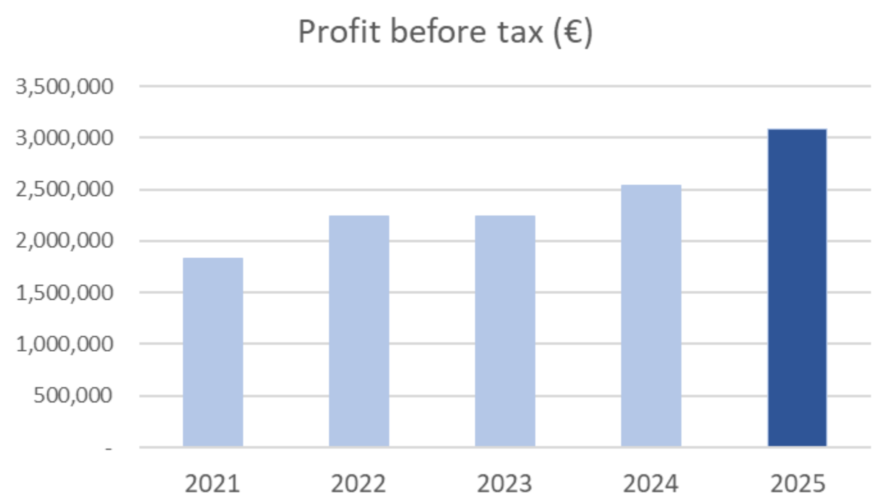
- The *Managed Services* team provides custom IT managed services that ensure secure, reliable and fully accountable IT operations aligned with sector-specific obligations like those faced by regulated entities.

Business review

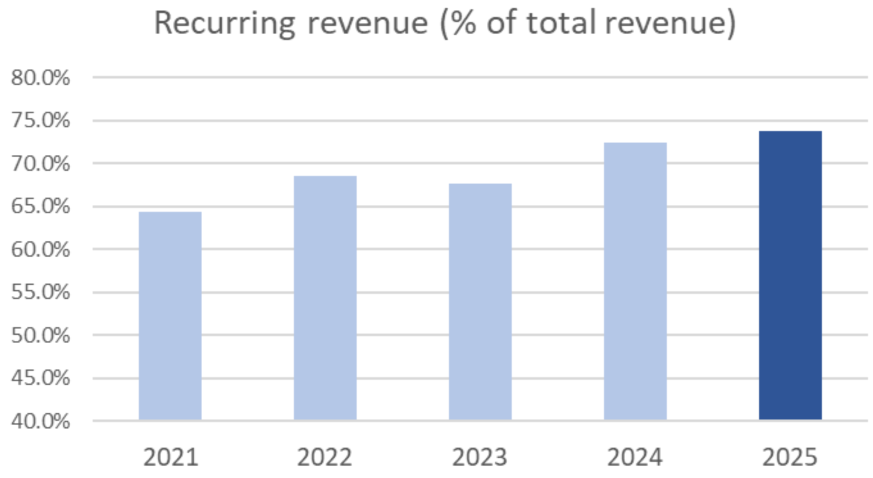
Group financial performance and position

The Group's revenue for the year ended 31 December 2025 amounts to €21.3 million (2024: €18.9 million) – representing a year-on-year growth of around 13%. The revenue figure is analysed by revenue stream in Note 17 to the financial statements, and by operating segment in Note 16. The revenue recognition policies for the revenue streams and the operating segments are disclosed in Notes 2.18 and 2.19 respectively.

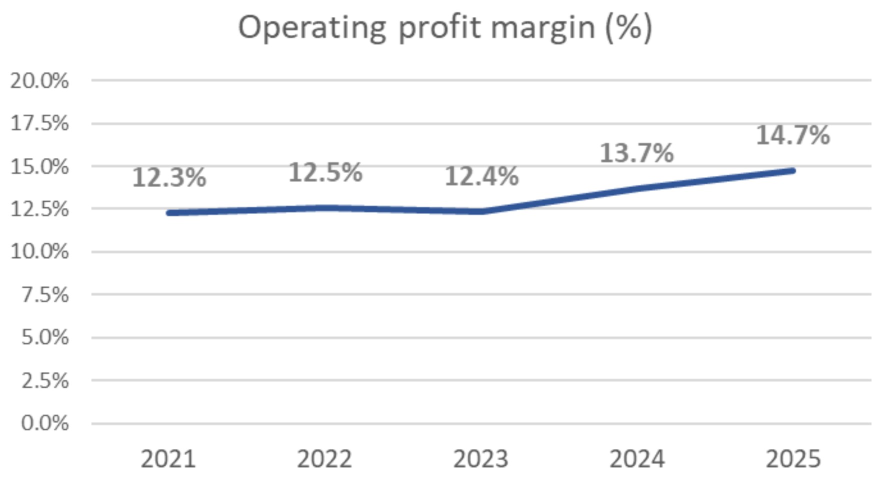
Operating profit improved from €2.58 million in 2024 to €3.13 million – an increase of 21%. Profit before tax for the Group increased by 22%, from €2.53 million in 2024 to €3.08 million. Another key performance indicator used by the Group is EBITDA, defined as the Group's profit before tax, depreciation and amortisation. EBITDA grew by 22% from €2.78 million in 2024 to €3.38 million. A detailed reconciliation for EBITDA measurement is provided in Note 29.



Recurring revenue is an important performance indicator as it measures that element of revenue that is highly repeatable, and therefore the most sustainable. Recurring revenue is earned from three revenue streams: (a) renewable software / hardware subscriptions, (b) maintenance agreements, and (c) managed services. Such revenue is backed by renewable contracts that are usually for a one-year period but in some cases for multi-year periods. Recurring revenue grew from €13.7 million in 2024 to €15.7 million, and amounted to 74% of total revenue in 2025 (2024: 72%).



The operating profit margin, expressed in percentage terms is another important indicator of profitability. This margin improved from 13.7% in 2024 to 14.7%.



Operational and administrative expenses increased from €6.91 million in 2024 to €7.56 million, an increase of 9%. Major increases were recorded in the employee benefit category (+ 13% year-on-year), and in the professional fees category (+ 22% year-on-year). There was also a marked increase in share-based payments expense but this was due to the fact that only a proportional amount was recorded in 2024 since the share-based remuneration offer was made to the Group's executives later during that year. No additional share-based payments were granted during financial year ended 31 December 2025.

Non-current assets increased by 9% over the previous year. Current assets increased from €10.25 million in 2024 to €12.59 million, an increase of 23%. Group cash reserves increased to €6.82 million (2024: €4.86 million) following a strong generation of cash from operations as disclosed in the statement of cash flows. Total assets held by the Group increased from €18.13 million in 2024 to €21.18 million.

Total liabilities amounted to €10.3 million (2024: €8.7 million) of which contract liabilities were the main component at €5.3 million. Contract liabilities arise from the timing of revenue recognition as explained in Note 17.

As at 31 December 2025, the Group's Current Ratio stood at 1.34 (2024: 1.26), reflecting the Group's ability to meet its short-term obligations as they fall due. The Quick Ratio, which measures liquidity excluding inventories, stood at 1.32 as at 31 December 2025 (2024: 1.20). The minimal difference between the Current Ratio and the Quick Ratio reflects the Group's limited reliance on inventory, typical for technology businesses. These ratios, together with the Group's strong cash reserves and predictable receivables profile, indicate a solid short-term liquidity position.

In terms of return on equity ("ROE"), the Group's ROE improved to 26% as at 31 December 2025 (2024: 24%). ROE measures the level of profitability generated (after tax) relative to shareholders' equity. An ROE of 26% is generally considered very strong by international benchmarks and reflects the Group's high profitability and effective utilisation of shareholders' funds.

Business review – Business Software Division

The Business Software Division recorded a strong year, consolidating its position as a leader in the local Enterprise Resource Planning ("ERP") market for medium to large-sized entities, supported by new customer wins and the successful delivery of ongoing projects.

ERP software is a type of software solution that organisations use to manage day-to-day business activities, including but not limited to accounting, procurement, project management, risk management and compliance, customer relationship management and supply chain operations. In 2015, the Group obtained a non-exclusive and non-transferable licence from Acumatica Inc., a Delaware corporation, to use ERP software products and to re-license and distribute the products to prospective end users in Malta. Since 2015, the Group has successfully implemented Acumatica ERP solutions across a wide range of industry sectors in Malta. This positive momentum continued during 2025, with the Group securing several new customers, all of which are well-established Maltese business entities.

In addition to its ERP offering, the Group further strengthens its digital transformation portfolio through a number of proprietary software solutions designed as feature-rich point solutions for specific market segments. The principal product within this category is '*Orbis*', a specialised solution used in the wholesale distribution sector for Direct Store Delivery ("DSD") route accounting and planning. This product complements the Group's broader enterprise software offering by addressing operational requirements that are highly specific to distribution-driven business models.

The Division also operates three additional business units: the resale and implementation of Infor SunSystems (a financial management solution), the resale and implementation of IBM Maximo (an enterprise asset management solution), and a portfolio of AI-enabled business applications. The latter has been growing in strategic importance and is contributing an increasing share of the division's overall profitability. The AI business unit is responsible for executing the Group's AI strategy in the software sector, on which significant progress was registered during 2025. This included the launch of the Group's first AI application, alongside a number of custom AI-related client engagements. In parallel, the division assisted clients through AI advisory services focused on delivering practical and measurable business value, beyond purely technical experimentation.

Divisional revenue increased by 12%, from €3.11 million in 2024 to €3.48 million. Profit before tax attributed to the Division also increased by 12%, from €525,936 in 2024 to €589,440. In terms of contribution to Group profits, during the reporting period the Division generated 16% of the Group's total profits (excluding corporate unallocated costs). Further information can be found in Note 16 – Operating segments.

Business Review – FinTech Division

Strong results were registered also in the FinTech division, with revenue growing by 13% and profit by 15% when compared to last year. The division's revenue and profits are derived from three key software products: (a) '*BRS Analytics'*, (b) '*ComplyRadar'*, and (c) '*BRS CESOP'*.

'*BRS Analytics*' is a software suite with a core engine plus over 18 modules and reporting packs that seek to meet the regulatory demands of banks and financial institutions. Modules and reporting applications are constantly being developed by the team with a view to meeting the evolving regulatory reporting requirements. '*BRS Analytics*' further consolidated its position as the local market leader in the banking and financial services regulatory reporting software sector, and during the fourth quarter of the year launched new product modules which are already demonstrating encouraging levels of client engagement and sales interest.

'*ComplyRadar*', the Group's transaction monitoring solution used for anti-money laundering (AML) and fraud detection purposes, continued to grow at a steady pace as the business entered its fifth full year of operations. During the year, the Group continued to invest in expanding the '*ComplyRadar*' team and strengthening the product's functionality in order to support its continued development and market positioning. At the same time, efforts were directed towards expanding international reach through the development of additional sales channels, including partner acquisition initiatives and targeted digital marketing activities, with the aim of supporting future growth and broader market penetration.

Both '*BRS Analytics*' and '*ComplyRadar*' are software assets in which the Group holds 100% of the respective intellectual property rights (IPR).

In 2024, the Group introduced '*BRS CESOP*', a software created in collaboration with a leading Maltese accounting firm to meet EU payment service reporting requirements. The Group holds 50% of the intellectual property rights for this product. During the year, the solution continued to generate revenues from Malta and other EU markets.

Divisional revenue increased by 13%, from €3.21 million in 2024 to €3.62 million. Profit before tax attributed to the Division increased by 15%, from €1.45 million in 2024 to €1.66 million. In terms of contribution to Group profits, the Division generated 44% of the Group's total profits (excluding corporate unallocated costs) during the reporting period. Further information can be found in Note 16 – Operating segments.

Business Review – Systems Integration Division

The Systems Integration Division provides infrastructural and systems integration solutions, primarily in Malta. The four main business lines are:

- the *Information Security* unit, providing cybersecurity technical advisory, design and implementation of information security solutions for the enterprise market. The range of services includes security audits, vulnerability assessments, VPN implementations, perimeter and desktop security solutions, password management systems, intrusion prevention solutions, event management solutions, content filtering and other related solutions.

- the *Networks* unit, providing design and implementation of enterprise-level IP networks that offer the reliability, interoperability, security, mobility and manageability that large organisations require. The team also offers support and maintenance of such networks and equipment.

- the *Systems* unit, providing design and implementation of various server technologies, virtualisation solutions as well as cloud solutions for Microsoft Azure and Office365, business continuity and disaster recovery. The team also oversees the Group's Managed Services Provider ("MSP") business.

- The *Managed Services* unit delivers specialised IT managed services including tailor-made solutions for regulated organisations in high-compliance sectors. Its service blends robust infrastructure management, vigilant cybersecurity, and ongoing monitoring with governance-focused controls that help meet regulatory, audit, and operational resilience standards. This approach ensures that the client's IT operations are secure, dependable, and fully accountable to sector-specific requirements.

During the year, the Division continued to play a key role in supporting the digital transformation of some of Malta's largest organisations through the delivery of critical technologies, working closely with world-leading vendors including Alcatel, Checkpoint, Cisco, Holm Security, HPE and Microsoft, among others. This activity was particularly strong within the banking, transportation and government sectors, where the team can leverage its technical expertise and strategic vendor partnerships to deliver secure, mission-critical infrastructure solutions.

The Division registered a revenue of €14.2 million for the year ended 31 December 2025 (2024: €12.5 million). The operating margin of the Division improved to 11% (2024: 10%). As a result, the Division's profit before tax improved from €1.27 million in 2024 to €1.51 million, an increase of 19%.

Recurring revenue business continued to grow in absolute terms and contributed to 75% of the total divisional revenue (2024: 74%).

In terms of contribution to Group profits, the Division generated 40% of the Group's total profits (excluding corporate unallocated costs) during the reporting period. Further information can be found in Note 16 – Operating segments.

Results and dividends

The results for the year ended 31 December 2025 are shown in the statements of comprehensive income. The Group's profit after tax for the year was €2.6 million (2024: €2.2 million).

On 22 April 2025 the board of directors declared a net dividend of €480,000 (€0.0077 per share), as final dividend in respect of the year ended 31 December 2024. This dividend was distributed on 17 June 2025.

The board of directors propose that a final gross dividend of €0.0387 per ordinary share (net dividend of €0.0294 per ordinary share) be distributed to ordinary shareholders in respect of the year ended 31 December 2025, consisting of:

(i) An interim net dividend of €725,000 (€0.0117 per share), representing a gross distribution of €900,000 already paid to shareholders on 31 October 2025; and
(ii) A net dividend of €1,100,000 (€0.0177 per share), representing a gross distribution of €1,503,846 to all shareholders included in the register of the Company as at 10 June 2026, due for payment on or around 19 June 2026.

This represents a dividend yield of 8.6% gross and 6.5% net for the financial year ended 31 December 2025, based on the total dividends paid out relating to profits for the same financial year divided by the offer price of €0.45c pertaining to the "Offer for sale" made by the shareholders of the Company on the 31 October 2024.

The directors propose that the balance within the retained earnings of the Group amounting to €4,139,060 (2024: €2,708,931) and the Company amounting to €1,208,048 (2024: €505,308) be carried forward to the next financial year.

Principal risks and uncertainties

The Board as a whole, is responsible for evaluating the nature and the extent of the Group's risk management framework and the risk profile that is acceptable to the Board. The Group's executive team is entrusted to manage business risk in line with this framework and profile. The following is a list of principal risks and uncertainties that could adversely affect the Group's operating results, financial condition and growth potential:

Competition

The Group faces competition in the local market from other providers of systems integration solutions, ERP solutions, regulatory software solutions, and other solutions related to the Group's lines of business. Similarly, the Group has to meet the challenges in highly competitive international software markets to sell its software products. International providers can also sell their products and services in the Group's local market, posing an additional competitive pressure from abroad. The executive team manages competitive pressure by ensuring that the Group's products and services are always positioned advantageously in terms of price, quality, efficiency of delivery, responsiveness and other factors that come into play depending on the specific market.

Talent acquisition and retention

Securing and retaining talent is vital for the Group's growth. Recruiting skilled professionals in engineering, software operations, and business development remains challenging. The Group mitigates this by investing in HR, employee welfare and retention initiatives, alongside ongoing training for staff. The Group addresses operational challenges also by restructuring internal processes for greater efficiency and efficacy. For instance, applying artificial intelligence in software development has resulted in notable productivity gains, streamlining workflows and enabling core people to focus on higher-value-adding tasks.

Information security and vulnerability to cyber-attacks

The Group's operations are susceptible to a variety of cyber risks relating to the continued and proper functioning of I.T. and other technological systems, including, but not limited to, the risks of malware attacks, ransomware, phishing, hacking, data theft or other unauthorised access to or use of data, errors, bugs, inadequate maintenance service levels, or other malicious interference with or disruptions to their I.T. and other technological systems. The Group may, therefore, be vulnerable to downtime in its operational systems, which downtime could have a material adverse knock-on effect on its ability to service its customers in a timely, proper and effective manner, to the requisite service levels. The Group has in place disaster recovery plans intended to ensure continuity and stability of these systems, but in some cases, such plans may not necessarily prove sufficient to avoid any type of disruption to the Group's business. The Group also employs technical and organisational measures intended to prevent cyber-attacks and to ensure digital resilience across its operations. Such measures are enforced under an ISO27001-certified management framework.

Dependence on research and development

To remain competitive, the Group must continuously enhance its offerings through the development of new products, features, and capabilities. This requires maintaining sufficient research and development resources, including skilled personnel and appropriate development technologies, to meet the evolving demands of the software and technology sector. Research and development initiatives can be technically complex and capital intensive, and the Group may therefore need to secure additional funding or external capital to support ongoing investment in innovation.

Dependence on third-party products and partners

A significant portion of the Group's total revenue is derived from business that depends on relationships with third-party partners, software providers, distributors, resellers and/or introducers. The Group is dependent on its suppliers and vendor partners to carry out innovations and upgrades in hardware, software and services offerings, as well as, in turn, the acceptance of those innovations by customers. The Group manages this risk firstly by diversifying its portfolio with owned-IP products that do not depend on any third party. Secondly, the Group's management ensures that each business line is being supported by multiple partners / vendors, and that there is no single dependence on any one partner or any one technology for a given line of business.

Ability to meet the required service levels

Some of the Group's commercial agreements typically stipulate certain minimum requirements, obligations and service levels which may include stipulations on response and resolution times and after-sales obligations. Failure to meet such obligations can give rise to potential liabilities and penalties, including the risk of losing the right to represent a particular partner or vendor. The Group's management employs best practice processes and procedures under an ISO9001-certified quality framework to ensure that such obligations are being met at all times.

Specific industry risk

The customer portfolio of the Group is varied and strongly diversified across industries. Nonetheless, the banking and financial services sector remains the leading industry segment for the Group. If there is any negative impact on this industry from local or international, political or economic instability, this will invariably have an impact on the Group's financial performance and growth prospects. Furthermore, customers within this industry segment are subject to special regulatory requirements that pose an added challenge to the Group in the provision of its solutions to these customers. The Group's management adopts specific technical and organisational measures to ensure that products and services delivered to this industry segment meet the demands of such regulatory requirements.

General economic and political conditions

The Group's business depends on demand for a range of products, services, and integrated solutions within the software and technology sectors, with its activities primarily focused on the business-to-business market. Adverse developments in economic trends and general business conditions may lead to reduced corporate spending on technology, which could in turn negatively affect the Group's financial performance and growth prospects. In addition, the Group may also face operational risks arising from delays or extended lead times in the supply of hardware components, particularly where such disruptions result from geopolitical tensions, supply chain constraints, or trade restrictions.

Financial risk

The Group's activities expose it to a variety of financial risk such as market risk, credit risk and liquidity risk. The Group's overall risk management considers the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group's principal financial risks and uncertainties are disclosed in Note 4 "Financial risk management" to the financial statements.

Employees and social responsibility

Employees

The Group strives to be a leading employer in Malta by fostering a management culture that places employees at the centre of its 'value ecosystem'. It recognises that sustainable success is achieved when employees are not only contributors of value but also meaningful recipients of it. Guided by this philosophy, the Group promotes a people-management vision built on the following principles:

1. the workplace should be a safe environment, both physically and psychologically;
2. employees should have opportunities to grow and develop professionally while working within the Group;
3. employee well-being is essential, and individuals should be supported in maintaining a healthy work-life balance; and
4. all employees should be treated fairly, equally, and without discrimination.

Over the years, the Group has implemented a number of human resources initiatives aimed at advancing this vision. These include providing ongoing training and development opportunities, offering flexible working arrangements such as flexitime and remote working, and supporting employee mental wellbeing. The Group's approach is also underpinned by formal HR policies covering areas such as occupational health and safety, equal opportunity and diversity, and the prevention of harassment and bullying. All employees are required to familiarise themselves with these policies and commit to upholding them. Key initiatives supporting the Group's people-management vision include:

- leadership development programs, professional training workshops, and coaching sessions for both leaders and other employees;
- a health and safety ("H&S") function, led by a H&S management committee to oversee and promote workplace safety, including training and certifications of first aiders, mental health first aiders and fire wardens;
- mental health support initiatives, including educational webinars held in conjunction with leading mental health organisations to provide company-funded counselling services to all employees;
- targeted health and wellness sessions addressing specific needs, including gender-related health topics, to promote overall well-being;
- a dedicated Wellbeing and Engagement Network was established in 2025 with the aim of fostering a more connected and inclusive workspace and bring everyone together as one team;
- recognition of long service through awards for 5, 10, 20, 30 and 40 years of service, highlighting the invaluable contribution and commitment shown by the respective employees;
- a formal recruitment policy was launched in 2025 to guide and support all individuals involved in the Group's recruitment and selection process, thereby ensuring consistency and transparency in line with the Group's principle of fairness and equality;
- financial wellbeing sessions with leading financial coaches, to educate employees about personal finance, investments and retirement planning; and
- flexible working arrangements for all employees, including flexitime and remote working, supported by a management approach that emphasises accountability through objectives rather than strict time-based supervision.

In line with the Group's commitment to equal opportunity and fair treatment in the workplace, the Group is also monitoring regulatory developments relating to workplace equality, including the EU Pay Transparency Directive. The Directive, which is expected to be transposed into national law by 2026, introduces new requirements aimed at strengthening pay transparency and addressing gender pay gaps across organisations within the European Union. The Group is currently reviewing its internal policies and compensation practices, to ensure that it will be well prepared to comply with the forthcoming requirements once they become applicable.

Employees and social responsibility - continued

Environmental

The Group recognises environmental responsibility as an important component of its corporate vision and sustainability approach. As a technology company operating in the software, infrastructure and systems integration sectors, the Group seeks to minimise the environmental impact of its operations while promoting the efficient use of digital technologies that can contribute to a broader positive environmental impact on the country.

Over the years, the Group has implemented a number of initiatives aimed at reducing the environmental footprint of its operations. These include the adoption of energy-efficient lighting systems across its premises, optimisation of power consumption within its I.T. infrastructure, and the use of sustainable packaging and logistics practices. The Group also actively participates in local waste collection and recycling schemes, ensuring that electronic equipment, packaging materials, and other operational waste are disposed of responsibly in line with applicable environmental regulations.

Through its software and technology solutions, the Group also contributes indirectly to environmental sustainability by supporting the digital transformation of its clients. For example, through its ERP and AI solutions, the Group enables organisations to replace paper-based processes with digital workflows and more efficient business processes. Similarly by implementing modern IT infrastructure and cloud-based solutions, the Group helps clients optimise resources utilisation and improve their overall energy efficiency.

In addition, the Group promotes environmentally conscious behaviour among its employees by encouraging sustainable practices within the workplace. Employees are encouraged to adopt best practices in waste management, to reduce unnecessary printing, and to support other environmentally responsible practices within the premises.

Social

The Group recognises the community as a key stakeholder in its 'value ecosystem.' Since 1979, the Group has played an important role in the adoption of business technology in Malta, contributing to some of the country's largest technology projects for both private sector organisations and the Government of Malta. Through this long-standing involvement, the Group has actively supported the digital transformation of the Maltese economy, helping organisations modernise their operations and adopt advanced technology solutions. This contribution has not only supported economic development but has also created valuable career opportunities within Malta's technology sector.

In addition, the Group plays an important role in strengthening the country's digital resilience through the provision of best-in-class cybersecurity and data protection solutions to banks, financial institutions, and other critical entities. By supporting these organisations in protecting their digital infrastructure and sensitive data, the Group is contributing indirectly to safeguarding the interests of all citizens who need to rely on secure digital banking and other services.

The Group's management remains committed to corporate social responsibility (CSR) through the continued support of community initiatives. During 2025, the Board formally approved a CSR strategy that focuses on two main pillars: (a) cultural activities and national heritage, and (b) the student community and learning. Within this framework, the Group regularly organises and participates in CSR initiatives in collaboration with NGOs and institutions addressing various needs across these two pillars. Employees are encouraged to take part in these initiatives and are supported by management through financial contributions and the granting of time off from their work schedules.

Employees and social responsibility - continued

Governance and business conduct

In line with the second pillar of the Group's CSR strategy, particular emphasis is placed on supporting students and educational institutions. Through targeted initiatives, the Group seeks to help students better understand the needs of the technology sector while providing opportunities to engage with a leading employer during the course of their studies, thereby fostering future talent and contributing to the development of Malta's digital workforce.

The board of directors and the executive team uphold a culture of honesty, integrity, and compliance across all business activities. The Group is dedicated to adhering to the applicable legislation in every country where it operates. This commitment is embedded throughout the Group, particularly during the onboarding process for new recruits.

Furthermore, the Group adopts an anti-corruption policy that requires all employees, subcontractors and consultants to adhere to a set of guidelines when acting on behalf of the Group, emphasizing zero tolerance for bribery and corruption. These guidelines provide advice on proper business conduct and define a list of prohibited acts that employees and subcontractors must avoid. The policy also requires that anti-corruption due diligence is held with new subcontractors or third parties engaged by the Group.

ESG reporting

The Group has consistently prioritised sustainability efforts in line with the three pillars of ESG as an integral part of its operations. Following the recent Omnibus I and II legislative packages by the European Commission, which significantly narrowed the scope of the EU's Corporate Sustainability Reporting Directive ("CSRD"), the Group does not currently fall within the categories of companies that are required to comply with the Directive's mandatory reporting requirements.

Nevertheless, the Group remains committed to responsible and sustainable business practices and, in this Annual Report, is voluntarily disclosing a number of initiatives undertaken across the organisation, particularly within the Social pillar and especially those aimed at supporting the development and the well-being of its employees and their families.

Material contracts

The following directors of the Company are also shareholders of the Company: Mr. Louis Bellizzi, Mr. Andrew Borg, Mr. Mario Mizzi and Mr. John Wood. Other than the aforesaid interests which were declared by the Company, the directors have not declared that they have an interest (whether direct or indirect) in any material contract to which the Company or its subsidiaries is party.

Going concern

The Directors, in accordance with Capital Markets Rule 5.62, have considered the Group's financial performance, financial position, cash flows, and the business plan and projections for the coming year, and they are satisfied that at the time of approving the financial statements, the Group has sufficient resources to continue operating for the foreseeable future. For this reason, the Directors are of the opinion that it is appropriate to adopt the going concern basis in preparing the financial statements.

Future developments

The directors and executive team believe that the Group is well positioned to build on the strong performance achieved in 2025 and deliver another positive year in 2026. Based on current trading and the strength of the Group's pipeline across multiple business lines, the directors see significant opportunities for continued growth in the year ahead.

While the Group enters 2026 with positive momentum and encouraging demand for its products and services, this outlook remains subject to the usual business risks and uncertainties that may have an impact on market conditions and plan execution.

Outlook for Business Software Division

Looking ahead to financial year 2026, the Group's Business Software Division continues to pursue a number of initiatives related to its AI product strategy. Following the successful launch of its first AI application in 2025, the Division is currently working on several proof-of-concept initiatives as part of its research and development process, some of which may evolve into prototypes or commercial products by the end of 2026 or in early 2027. In parallel, the Division is increasingly becoming engaged in AI advisory assignments with a number of clients, supporting them in evaluating practical AI use cases, and identifying opportunities to integrate AI agents and applications inside their business processes.

In the ERP (Acumatica) business line, the Division expects to continue strengthening its local market leadership position, supported by a pipeline of new accounts and projects anticipated to commence during 2026. At the same time, the Group remains focused on improving operational resilience and is currently exploring international outsourcing partnerships to supplement its Malta-based team with a view to supporting its ambitions for growth.

Outlook for FinTech Division

Within the Group's Fintech Division, '*BRS Analytics*' is expected to continue consolidating its market leadership position while servicing an expanding client base within the banking and financial institutions sector. The team is also exploring opportunities to extend its RegTech offering into adjacent areas, including AI governance and other Governance, Risk and Compliance (GRC) software domains.

In particular, management believes that AI governance could emerge as the next frontier in regulatory technology, as organisations increasingly deploy AI-driven systems while facing regulatory pressures that are bound to increase substantially as regulators and policymakers begin to address the risks inherent in AI deployments.

The '*ComplyRadar*' team will continue to execute its product development roadmap, with a major product release planned for the first quarter of 2026. This release is expected to deliver enhancements across multiple areas, including user experience and information security. The Group is also working towards the introduction of a software-as-a-service (SaaS) version of the product by mid-2026. Alongside product development, the focus will remain on strengthening digital marketing channels and exploring alternative sales models that may unlock additional growth opportunities.

Future developments - continued

Outlook for Systems Integration Division

In the Systems Integration Division, the Group has recently secured two multi-year, multi-million-euro IT network contracts, which are expected to generate substantial additional revenue over a period of approximately five to seven years. These contracts are expected to strengthen the Group's position as a leader in the local IT network infrastructure sector.

Furthermore during 2026, the Division will continue to focus on strengthening its leading position in cybersecurity solutions, while further expanding its managed services offering. The Division also plans to continue introducing modern technologies to the local market, particularly within the rapidly evolving cybersecurity space, including solutions aimed at securing AI platforms and supporting AI governance frameworks for clients, especially in the highly-regulated financial services sector.

Events after the reporting period

The directors do not have anything to report in terms of material events that occurred after the reporting period.

The directors have also considered recent geopolitical developments, including the ongoing conflict involving Iran. Based on the information available at the date of approval of these financial statements, management has assessed that these developments have not had, and are not expected to have, a material impact on the Group's operations, financial position or performance. The directors and executive team will continue to monitor this situation.

Directors and Executive Team

The members of the Board of Directors for the year under review were:

Director	Title	Since
Mr Mark Watkinson	Chairman and Non-Executive Director	20 November 2025
Mr Anthony Mahoney	Chairman and Non-Executive Director	Stepped down with effect from 20 November 2025
Mr Louis Bellizzi	Non-Executive Director	1 March 2016
Mr Andrew Borg	Non-Executive Director	1 March 2016
Mr Mario Mizzi	Non-Executive Director	1 March 2016
Mr Noel Mizzi	Non-Executive Director	3 June 2024
Mr John Wood	Non-Executive Director	1 March 2016

Directors and executive team - continued

The Group's business is managed by the Executive Team. The Group Chief Executive Officer heads the team and is accountable to the Board of Directors for all business operations. On average, the Executive Team meets twice a month. The members of the Executive Team for the year under review were:

Executive Team Member	Position
Mr Alistair Mangion	Chief Executive Officer
Mr Neil Bianco	Chief Commercial Officer
Mr Stephen Vella	Chief Operations Officer / Chief Technology Officer *(Systems Integration Division)*
Mr Vincent Vella	Chief Operations Officer / Chief Technology Officer *(Business Software Division and FinTech Division)*

Information on the rules governing the appointment and replacement of Directors is contained in Section B of the Statement by the Directors on compliance by the Company with the Code of principles for Good Corporate Governance.

Auditors

The auditors, Grant Thornton Malta, have indicated their willingness to continue in office, and a resolution for their re-appointment will be proposed at the Annual General Meeting.

Statement of directors' responsibilities for the financial statements

The directors are required by the Maltese Companies Act, (Cap. 386) to prepare financial statements which give a true and fair view of the state of affairs of the Group and the Company as at the end of each reporting period and of the profit or loss for that period.

In preparing the financial statements, the directors are responsible for:

- Ensuring that the financial statements have been drawn up in accordance with International Financial Reporting Standards as adopted by the EU;
- Selecting and applying appropriate accounting policies;
- Making accounting estimates that are reasonable in the circumstances; and
- Ensuring that the financial statements are prepared on the going-concern basis unless it is inappropriate to presume that the Group and the Company will continue in business as a going concern.

Statement of directors' responsibilities for the financial statements - continued

The directors are also responsible for designing, implementing and maintaining internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and that comply with the Maltese Companies Act, (Cap. 386). They are also responsible for safeguarding the assets of the Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Additional Information pursuant to Capital Markets Rule 5.64

Share capital

Details of the Company's share capital are disclosed in Note 13 to the financial statements. The Company's authorised share capital is €6,500,000, divided into 65,000,000 Ordinary Shares of €0.10c each. The Company's issued share capital is €6,212,900 divided into 62,129,000 Ordinary Shares of €0.10c each. All shares in the Company rank *pari passu* in all respects. The Company listed all the shares in the issued share capital on the Company on the Official List of the Malta Stock Exchange with effect from 6 January 2025.

The registered shareholders holding 5% or more of the share capital of the Company as at 31 December 2025 are as follows:

Shareholder	Percentage shareholding
Louis Bellizzi	21.23%
Andrew Borg	16.98%
Mario Mizzi	29.72%
John Wood	16.98%

Amendments to the Company's memorandum and articles of association

In terms of the Companies Act (Chapter 386 of the Laws of Malta) the Company may amend the Company's memorandum and articles of association by an extraordinary resolution at a general meeting.

Powers of directors

The business of the Company is managed by the directors who may exercise all such powers of the Company, except those that are by the Companies Act (Chapter 386 of the Laws of Mata) or by the memorandum or articles of the Company, required to be exercised by the Company in general meeting. The articles of association of the Company stipulate that the Company may and is authorised to, subject to such restrictions, limitations and conditions contained in the Companies Act (Chapter 386 of the Laws of Mata), acquire its own Equity Securities.

For the purpose of this section, "Equity Securities" means shares in the Company of whatever class, or rights to subscribe for, or to convert securities into shares of whatever class in the Company. In terms of article 3.4 of the Company's articles of association the board of directors is authorised to exercise the power of the Company to issue and allot Equity Securities up to the amount of the authorised but unissued share capital of the Company from time to time (in respect of each class). This authorisation is valid for a period of five years from the date of the adoption of the memorandum and articles of association of the Company and shall be renewable for further period of five (5) years each by the general meeting. In terms of the Company's articles of association, the board of directors is authorised to withdraw or restrict all pre-emption rights of the shareholders and will remain so authorised for as long as the board of directors remains so authorised to issue Equity Securities.

Statement of directors' responsibilities for the financial statements - continued

Employment contracts

The employment contracts of senior executives provide for compensation if they are made redundant or their contract is terminated without valid reason. Further information on such termination clauses is included in Section E of the Remuneration Report.

Statement of responsibility pursuant to the Capital Markets Rules issued by the MFSA

We confirm that to the best of our knowledge:

- In accordance with the Capital Markets Rules, the financial statements give a true and fair view of the financial position of the Group and the Company as at 31 December 2025 and of their financial performance and cash flows for the year then ended, and have been drawn up in accordance with International Financial Reporting Standards as adopted by the EU; and

- In accordance with the Capital Markets Rules, the Directors' Report offers a fair view of the financial performance and the financial position of the Group and the Company, including a fair description of the principal risks and uncertainties.

Signed on behalf of the Company's Board of Directors on 15 April 2026 by Mark Watkinson (Chairman) and Mario Mizzi (Director) as per the Directors Declaration on ESEF Annual Financial Report submitted in conjunction with the Annual Report 2025.

Registered address:
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Dr. Malcolm Falzon
Company Secretary

15 April 2026

Corporate Governance - Statement of Compliance

A. Introduction

Pursuant to the Capital Markets Rules issued by the Malta Financial Services Authority (MFSA), Computime Holdings p.l.c. (the "**Company**") should endeavour to adopt the Code of Principles of Good Corporate Governance contained in Appendix 5.1 to Chapter 5 of the Capital Markets Rules (the "**Code**"). This statement is made in terms of Capital Markets Rules 5.94 and 5.97.

As at the date of this corporate governance statement (the "**Statement**"), the Board of Directors of the Company (the "**Board**" or the "**Directors**") considers the Company to be compliant with the Code save for those instances reported in this Statement. In those instances where the Company's organisation and practices deviate from the Code, the Board is of the view that there are cogent justifications for such divergences, taking into account the size, complexity and nature of operations of the Company, as explained in further detail in section C of this Corporate Governance Statement.

The Company acknowledges that the Code does not dictate or prescribe mandatory rules but recommends principles of good practice. However, the Directors strongly believe that such practices are generally in the best interests of the Company and its shareholders and that compliance with the Code is not only expected by stakeholders but also evidences the Directors' and the Company's commitment to a high standard of good governance.

B. Compliance with the code

Principle 1: The Board

The Board is primarily responsible for determining the Company's strategic direction and organisational requirements, whilst ensuring that the Company has the appropriate mix of financial, human and operational resources to meet its objectives and improve its performance.

The overall management and business strategy of the Company is vested in the Board consisting of six (6) Directors (one of whom chairs the Board). All the Directors, individually and collectively, are of the appropriate calibre and have the necessary skills and experience to contribute effectively to the decision-making process. All the Directors direct the business of the Company with honesty, competence and integrity. All the Directors are fully aware of, and conversant with, the statutory and regulatory requirements connected to the business of the company. Directors were provided with the information pertaining to the relevant board meeting in advance of said meeting in order to permit them to allocate sufficient time to the performance of their responsibilities.

The Board has delegated specific responsibilities to senior management and committees, notably the Remuneration and Nomination Committee (RemNom Committee) and the Audit Committee, which operate under their respective formal terms of reference approved by the Board. Further detail in relation to the Committees and the responsibilities of the Board is found in paragraph '*Principles 4 and 5*' of this Statement.

Principle 2: Chairman and Chief Executive Officer

The roles of the Chairman and the Chief Executive Officer are occupied by separate individuals. During the period under review, Anthony Mahoney occupied the post of Chairman until the 20th November 2025. On the 20th November 2025, Anthoney Mahoney stepped down from his position of non-executive director and chairman of the Company and was replaced by Mark Watkinson.

The Chairman (both past and present) meets the independence criteria set in the Capital Markets Rules. Alistair Mangion held the position of chief executive of the Company for the period under review.

The responsibilities and roles of the Chairman and the Chief Executive Officer are clearly established and agreed to by the Board of Directors. A summary of the key areas of responsibility of the Chairman of the Board and the Chief Executive Officer, and how these have been discharged during the year, are set out below:

Leading the Board and setting its agenda	Anthony Mahoney chaired five of the board meetings held during the period under review, as well as the annual general meeting of the Company held on the 12th June 2025. Mark Watkinson chaired one board meeting during the period under review. The Chairman of the Board sets the annual calendar of Board business and the agenda for each meeting is agreed in advance of each meeting by the Chairman of the Board, the Chief Executive Officer and the company secretary.
Ensuring that the Board receives accurate, timely and clear information in advance of meetings	The Chairman of the Board, in liaison with the company secretary and the CEO, agreed the information to be distributed to the Board in advance of each meeting.
Ensuring effective communication with shareholders	The Chairman, together with the Chief Executive Officer, makes himself available to shareholders and key stakeholders desirous of discussing with him.
Ensuring active engagement by all members of the Board for discussion of complex or contentious issues	The Chairman of the Board conducted meetings in an open and constructive manner, fostering contributions from all Directors. They also held regular meetings with NEDs without management present to ensure any concerns could be raised.

Under the delegated authority from the Board, the Chief Executive Officer is responsible for the day to day running of the Group and implementing the strategy of the Company. The Chief Executive Officer is responsible for ensuring the effective operation of the Group across strategic, operational, and administrative levels. He oversees all activities of the Group, providing leadership and guidance to implement the strategies set by the Board. He fosters expertise, develops individual capabilities within the team, identifies business and commercial opportunities, strengthens key areas of the business, and manages all commercial operations. Additionally, he engages with regulatory authorities when necessary.

Principle 3: Composition of the Board

The Board believes that it fully complies with the requirements of Principle 3 and the relative Code Provisions. The Company is managed by a Board of six (6) Directors who are responsible for the overall direction, management and strategy of the Company.

The Board comprises a mix of individuals with a diverse array of skills and experience which is appropriate for the requirements of the business. The Articles of Association regulate the appointment of directors.

Appointment of Chief Executive Officer as executive director

In terms of the Articles of Association of the Company, the non-executive directors of the Company are entitled to appoint the Chief Executive Officer of the Company to hold office on the board of directors as an executive director. However, the Chief Executive Officer need not be a director of the Company.

The appointment of the Chief Executive Officer is not subject to the approval of the Nomination Committee or the shareholders in general meeting. For the period under review, Alistair Mangion held the position of Chief Executive Officer of the Company, and the Board of Directors did not exercise its power to appoint him as an executive director of the Company.

Appointment of non-executive directors

Non-executive directors of the Company are appointed by the shareholders in the annual general meeting of the Company (or a general meeting if the circumstances require otherwise). Any member or members who in the aggregate hold/s not less than 10% of the total number of shares in the Company are entitled to nominate a fit and proper person for appointment as non-executive director of the Company. In addition to the nominations that may be made by members, the directors themselves or the Nominations Committee may make nominations and recommendations to the members for the appointment of non-executive directors at the annual general meeting. No individual is entitled to take office as a non-executive director unless approved by the Nominations Committee. The Nominations committee is empowered to reject any recommendation if in its considered opinion, such appointment could be detrimental to the Company's interests or if such person is not considered fit and proper to occupy that position. Candidates who are declared by the Nominations Committee as fit and proper to occupy the office of director and whose nomination is approved by the said Committee, are considered "*Approved Candidates*". If there are less Approved Candidates than there are vacancies on the board or if there are as many Approved Candidates as there are vacancies on the board, then each Approved Candidate shall be automatically appointed a director. If there are more Approved Candidates than there are vacancies on the board, an election shall take place in accordance with the provisions of the Articles of Association of the Company. All the board members will retire from office at the next annual general meeting but will be eligible for re-appointment thereat.

As at the date of this Statement, the Directors of the Company are:

Name	***Capacity***	***Date of appointment***
Mark Watkinson	Independent Non-Executive Director (Chairman)	20 November 2025
Noel Mizzi	Independent Non-Executive Director	3 June 2024
Louis Bellizzi	Non-Executive Director	1 March 2016
Andrew Borg	Executive Director	1 March 2016
Mario Mizzi	Non-Executive Director	1 March 2016
John Wood	Non-Executive Director	1 March 2016

To safeguard a smooth transition of the Chief Executive Officer's role from Andrew Borg to Alistair Mangion, Andrew Borg retained his position on the Board of Directors of the Company in an executive capacity from the 1st January until the 2025 AGM (held on the 12th June 2025), following which he held the position of director of the Company in a non-executive capacity.

Anthony Mahoney held the position of independent non-executive director and Chairman of the Company until 20th November 2025. He stepped down from those positions on the 20th November 2025 and was replaced in both capacities by Mark Watkinson.

Noel Mizzi and Mark Watkinson are the independent non-executive directors who are deemed to be independent in line with the requirements of Code Provision 3.2. Neither of the independent non-executive directors:

(a) are or have been employed in any capacity by the Company within the last three (3) years;
(b) have or had a significant business relationship with the Company;
(c) received or receives significant additional remuneration from the Company;
(d) have close family ties with any of the executive members of the Board or senior management of the Company;
(e) has served on the board for more than twelve (12) consecutive years; or
(f) is or has been within the last three (3) years an engagement partner or a member of the audit team of the present or former external auditor of the Company.

For the purposes of Code Provision 3.4 each non-executive director has declared in writing to the Board that he undertakes:

(a) to maintain in all circumstances his independence of analysis, decision and action;
(b) not to seek or accept any unreasonable advantages that could be considered as compromising his independence; and
(c) to clearly express his opposition in the event that he finds that a decision of the board may harm the company.

Principle 4: The Responsibilities of the Board

The Board is of the view that it fully complies with this Principle 4 of the Code and the relevant Code Provisions. The Board's primary role is to establish and maintain a framework for accountability, oversight, strategy development, and policy formulation for the Company. Board Members uphold high ethical standards and carefully consider the interests of all relevant stakeholders in their discussions and decisions.

The Board is also responsible for regularly reviewing and evaluating corporate strategy, key operational and financial plans, risk policies, and performance objectives. It ensures the effective implementation of these plans while overseeing corporate performance in alignment with applicable laws, regulations, and best business practices. Additionally, the Board manages the identification, assessment, and mitigation of business risks, supervises internal control systems and financial performance, and defines the Company's strategic direction and goals.

Principle 5 – Board meetings

The Board is of the view that it fully complies with Principle 5 and the relevant Code Provisions. Given the nature and operational demands of the Company, Board meetings are held regularly, ensuring that Directors have sufficient opportunities to discuss key matters and share their perspectives on the issues outlined in the agenda.

The Chairman is responsible for setting the Board agenda, maintaining a balance between long-term strategic objectives and short-term performance considerations, and overseeing the smooth conduct of meetings. The Company Secretary records the minutes of each meeting, which are then promptly circulated to the Board for review and subsequently approved at the next meeting.

During 2025, the Board met six times. The Board follows a structured meeting schedule, with additional meetings convened as necessary. An annual agenda calendar ensures that all key matters are addressed at the appropriate stages of the regulatory and financial cycle. The table below details each Director's attendance at Board and Committee meetings in accordance with their membership.

Name	**Capacity**	**Meetings attended while in office**
Andrew Borg	Executive (until 12 June 2025) Non-Executive (from 12 June 2025)	6/6
Louis Bellizzi	Non-Executive	6/6
Mario Mizzi	Non-Executive	6/6
Noel Mizzi	Independent Non-Executive	6/6
John Wood	Non-Executive	6/6
Anthony Mahoney	Independent Non-Executive and Chairman (until 20 November 2025)	5/5
Mark Watkinson	Independent Non-Executive and Chairman (from 20 November 2025)	1/1

Directors are expected to participate in all Board and relevant Committee meetings, dedicating sufficient time to the Group's affairs to fulfil their responsibilities effectively. If a Director is unable to attend, they are encouraged to submit their comments on the meeting materials in advance to the Chairman, ensuring their perspectives are recorded and considered during discussions.

Principle 6: Information and Professional Development

The Chairman of the Board ensures that all directors receive a tailored induction on joining the Board. Induction programmes are facilitated and monitored by the Company Secretary. The Company Secretary informs the incoming members of their statutory director duties and obligations, the requirements and implications of relevant legislation, as well as their rights, duties, and obligations under the Company's Articles of Association and internal policies and procedures. Directors are also provided with a presentation on the activities of the Company and subsidiaries.

On a regular basis, the Directors also receive periodic information on the Group's financial performance and position. The company secretary ensures effective information flows within the Board, committees and between senior management and Directors, as well as facilitating professional development. The company secretary advises the Board on governance matters. Directors may, in the course of their duties, seek independent professional advice on any matter at the Company's expense. In addition, the Board and its committees are given adequate and suitable resources to duly discharge their functions in a proper and effective manner.

The Chief Executive Officer is responsible for ensuring that management and employees have access to development and training opportunities to retain and enhance the Group's competitive positioning, to safeguard and augment staff morale, and to ensure effective continuity and succession planning. The Company will provide for additional individual Directors' training on an as required basis.

Principle 8: Committees

At the 2025 AGM held on the 12th June 2025, the shareholders of the Company approved the Company's remuneration policy. The policy establishes the framework for determining the remuneration of all Board members, ensuring adherence to sound governance practices, regulatory requirements, and the long-term creation of shareholder value. The policy sets out the principles and guidelines for both fixed and variable remuneration, including bonuses and benefits. The policy aims to attract and retain qualified professionals with the necessary skills, technical expertise, and experience to support the Company's strategic direction.

To fulfil these responsibilities effectively, the Board has delegated certain functions to dedicated Committees, as detailed below.

<u>The RemNom Committee</u>

In view of its size, the Company has taken the view that whilst it considers the role and function of each of the remuneration and the nomination committee as important, it would be more efficient for these committees to be merged into one committee, called the "RemNom Committee". In its function as Remuneration Committee, the RemNom Committee is charged with the oversight of the remuneration policies implemented by the Company with respect to the Group's management and employees. Its objectives are those of determining a remuneration policy aimed to attract, retain and motivate directors, whether executive or non-executive, as well as senior management with the right qualities and skills for the benefit of the Company. It is responsible for making proposals to the Board on the individual remuneration packages of directors and senior management and is entrusted with monitoring the level and structure of remuneration of the non-executive directors. In addition, the RemNom Committee is responsible for reviewing the performance-based remuneration incentives that may be adopted by the Company from time to time, and is authorised to determine whether a performance-based bonus or other incentive should be paid out or otherwise.

In its function as Nomination Committee, the RemNom Committee's task is to propose to the Board of Directors candidates for the position of director, including persons considered to be independent in terms of the Capital Markets Rules, whilst also taking into account any nominations from shareholders. It is to periodically assess the structure, size, composition and performance of the Board of Directors and make recommendations to the Board of Directors regarding any changes, as well as consider issues related to succession planning. It is also entrusted with reviewing the Board of Directors' policy for selection and appointment of senior management. No member of the RemNom Committee may be present while his remuneration is being discussed at a meeting of such committee.

The RemNom Committee is composed of Mr Mark Watkinson (independent non-executive Director), Mr Louis Bellizzi (non-executive Director) and Mr John Wood (non-executive Director). Mr Mark Watkinson occupies the post of Chairman of the RemNom Committee.

The Company has systems in place to ensure reasonable notice of meetings of the Board and that the Directors receive discussion papers in advance of meetings so as to provide adequate time for Directors to adequately and suitably prepare themselves and enable them to make an informed decision during meetings of the Board.

For the period under review, the RemNom Committee did not hold any meetings. The RemNom Committee formally met for the first time in February 2026. The RemNom Committee, in its former capacity as Nomination Committee, had passed one resolution in the year 2025, resolving to approve the directors of the Company as "Approved Candidates" prior to the 2025 AGM.

Audit Committee

The Audit Committee's primary objective is to assist the Board of Directors in fulfilling its oversight responsibilities over the financial reporting processes, financial policies and internal control structure. The Audit Committee oversees the conduct of the internal and external audit and acts to facilitate communication between the Board of Directors, management and the external auditors. The external auditors are invited to attend Audit Committee meetings to discuss the audit strategy and review the findings of the audit. The Audit Committee reports directly to the Board of Directors. The responsibilities of the Audit Committee include:

(a) its monitoring responsibility over the financial reporting processes, financial policies and internal control structures;
(b) maintaining communications on such matters between the Board of Directors, management and the external auditors; and
(c) preserving the Company's assets by assessing the Company's risk environment and determining how to deal with those risks;
(d) evaluating any proposed transaction to be entered into between the Company and a related party to ensure that the execution of any such transaction is at arm's length, on a commercial basis and ultimately in the best interests of the Company.

The Audit Committee is made up entirely of non-executive Directors, the majority of whom are independent. Audit Committee members are appointed for a period of three years, unless terminated earlier by the Board. The Audit Committee is composed of Mr Mark Watkinson (independent non-executive Director), Mr Noel Mizzi (independent non-executive Director), and Mr Mario Mizzi (non-executive Director). Mr Noel Mizzi occupies the post of Chairman of the Audit Committee. In compliance with the Capital Markets Rules, Noel Mizzi is considered by the Board to be competent in accounting and/or auditing.

The Audit Committee was established by the Company in November 2024. The Audit Committee held four meetings during the period under review. The said meetings of the Audit Committee were attended by all its members during the period under review. The Audit Committee is scheduled to meet at least four times in 2026.

Principles 9 and 10: Relations with Shareholders and with the Market, and Institutional Shareholders

The Board is committed to maintaining effective engagement and active dialogue with its stakeholders and ensuring that stakeholder views and interests are a key consideration in the Board's decision-making.

The Company communicates with its shareholders principally through the Company's Annual General Meeting (the **"AGM"**). The Chairman of the Board ensures that all Directors attend the AGM and that both the Chairman of the Board and the Chairperson of the Audit Committee and the RemNom Committee, are available to answer questions.

Individual shareholders can raise matters relating to their shareholdings and the business of the Group at any time throughout the year by sending an email to the Company's investor relations team at the following email address: investors@computime.com.mt (found on the Company's website on its '*Investor Relations*" webpage). Shareholders are further given the opportunity to ask questions at the AGM or to submit written questions in advance.

The Board ensures that all shareholders have equal access to information through company announcements, general meetings and publications on the Company's website (https://www.computime.com.mt). The Board's primary engagement with investors comes through the Chief Executive Officer. The Board also intends to hold meetings with major stockbrokers and financial intermediaries.

Principle 11: Conflicts of Interest

The Company's Articles of Association set out the policy for dealing with Directors' conflicts of interest and are in line with the Companies Act (Chapter 386 of the laws of Malta) and the Capital Markets Rules. In terms of the Articles of Association of the Company, a Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract or in any transaction or arrangement with the Company must declare the nature of his interest at a meeting of the Directors and may not vote on any contract or arrangement or any proposal in which he has a material interest.

Any conflict of interest is to be accurately recorded in the Board minutes. No Director has a material interest in any contract of significance in relation to the Group's business at any time during the year or as at the date of this Statement.

The Directors have each declared to the Company his or her interest in the share capital of the Company as at 31 December 2025 and are aware of their obligations to deal in shares of the Company only as allowed by law.

Principle 12: Corporate Social Responsibility

As part of the Company's commitment to corporate social responsibility (CSR), the Company strives to contribute positively to the communities in which it operates, ensures ethical business practices, and minimizes its environmental impact. The initiatives and strategies that the Company implemented for the period under review are set out in the 'Employees and social responsibility' section of the Directors' report.

C. Non-compliance with the Code

Code provision	***Explanation***
Principle 3: Composition of the Board	The code provision recommends that the Board should be composed of executive and non-executive directors, and that majority of the latter should be independent. The board is composed of six directors, all of whom occupy the position of non-executive director, two of whom are independent non-executive directors.

Code provision	***Explanation***
Principle 3: Composition of the Board (continued)	Executive management responsibility is vested in the Chief Executive Officer, to whom the Board has formally delegated authority for the operational leadership of the Company and the implementation of the strategy approved by the Board. The Chief Executive Officer, supported by the senior management team, is accountable to the Board for the performance of the business, the execution of agreed strategy, and the management of risk within the parameters established by the Board. This structure ensures a clear and transparent separation between the Board's oversight and governance function on the one hand, and executive management responsibility on the other. The Board exercises its oversight function through a structured programme of scheduled meetings, the receipt of regular financial, operational and strategic reporting from the CEO and senior management, and the work of its principal committees. The Board is satisfied that this governance structure – a wholly non-executive Board providing independent oversight, with day-to-day executive management delegated to the CEO – is appropriate for a company of the Company's size, and is consistent with the structures adopted by comparable listed companies. The Board keeps this structure under regular review to ensure it remains fit for purpose and aligned with evolving governance standards and stakeholder expectations.
Principle 7: Evaluation of the Board's performance	Under the present circumstances, the Board of Directors does not consider it necessary to appoint a committee to carry out a performance evaluation of its role, as the Board's performance is evaluated on an ongoing basis by, and is subject to the constant scrutiny of, the Board itself, the Company's shareholders, the market and the rules by which the Company is regulated as a listed company.
Principle 9: Conflicts between shareholders	Currently, there is no established mechanism disclosed in the Memorandum and Articles of Association to trigger arbitration in the case of conflict between the minority shareholders and the controlling shareholders. In any such cases should a conflict arise, the matter is dealt with in the Board meetings and through the open channel of communication between the Company and the minority shareholders via the office of the company secretary.

Remuneration Report

This remuneration statement and report ("**Remuneration Report**") of Computime Holdings plc (the "**Company**") provides an overview of the remuneration, including all benefits in whatever form, awarded or due during the financial year ended 31^{st} December 2025 (the "**period under review**") to the directors of the Company and the senior executives of the Company and its subsidiaries (the "**Group**").

This Remuneration Report is being prepared in satisfaction of the requirements of Code Provisions 8.A.3 and 8.A.4 of the Code of Principles of Good Corporate Governance (the " **Code** ") and the requirements of Chapter 12 of the Capital Markets Rules (the " **CMRs** ").

A. The Remuneration and Nomination Committee

The main function of the Remuneration and Nomination Committee (the "**RemNom Committee**") is to devise appropriate remuneration packages for the directors of the Company (the "**Board**") taking into consideration Board members' required competencies, skills, effort and the scope of the Board's role including the number of meetings and the preparation required by Directors to attend and actively contribute during meetings. In establishing said packages consideration is also given to market demands, the size of the Company and the complexity of its business as well as to the directors' responsibilities.

The RemNom Committee's terms of reference establish the composition, role and function of the RemNom Committee, the parameters of its remit as well as the basis for the processes that it is required to comply with. The RemNom Committee is a sub-committee of the Board and directly responsible and accountable to the Board. The Board reserves the right to change the terms of reference at any time subject to the requirements of Maltese law.

B. RemNom Membership and Meetings

The members of the RemNom Committee are appointed by the Board and comprise of three non-executive directors with no personal financial interest (other than as shareholders in the Company, where applicable). One of these members is an independent director who chairs the Committee. The Committee may request an other officer of the Company to attend its meetings to assist it with its discussions and considerations on any particular matter and also has the power to engage independent counsel and other professional advisers and to invite them to attend meetings.

For the period under review, the RemNom Committee was composed of Mr Anthony Mahoney (independent non-executive Director), Mr Louis Bellizzi (non-executive Director) and Mr John Wood (non-executive Director). Mr Anthony Mahoney stepped down on 20 November 2025 and was replaced on the same day by Mr Mark Watkinson (independent non-executive director). The RemNom Committee did not meet during the period under review.

C. Remuneration Policy

The Company's remuneration of its Board of Directors, the CEO and senior executives is based on the remuneration policy adopted and approved by shareholders (the "**Remuneration Policy**") at the annual general meeting of 12th June 2025. This policy may be viewed on the Company's website.

The Remuneration Policy outlines the principles which shall form the basis of the remuneration of directors and senior executives of the Company (including the CEO). It delineates the various components comprising fixed and variable elements, encompassing bonuses and other benefits in whatever form, which can be awarded to directors and senior executives. In terms of the Remuneration Policy, Directors should receive a fixed annual remuneration fee whereas senior executives of the Company should receive remuneration based on two components: a fixed annual remuneration fee and variable remuneration linked to the performance of the Company in the relevant year.

The Remuneration Policy has been designed and is implemented through a structured decision-making process overseen by the RemNom Committee. In order to manage potential conflicts of interest, no member of the RemNom Committee shall participate in any deliberation or decision relating to his or her own remuneration. The Board of Directors considers that any residual risk of a conflict of interest arising in connection with the formulation of the Remuneration Policy is substantially mitigated by the requirement that the Remuneration Policy be presented to the AGM for the consideration and approval of the shareholders. This risk is further mitigated by the fact that shareholders are also required, at the AGM, to approve the maximum annual aggregate emoluments payable to the Directors, together with any proposed increase thereto.

No changes to the Remuneration Policy are being proposed for the approval of the shareholders at the Company's next Annual General Meeting. The Company has complied with the procedure for the implementation of the Remuneration Policy as set out in Chapter 12 of the Capital Markets Rules issued by the Malta Financial Services Authority.

D. Remuneration of directors

Directors' remuneration - general

During the period under review, the Board of the Company consisted of six (6) individuals. The members of the Board for the period under review were:

- **Anthony Mahoney** - Chairman and Independent Non-Executive Director (stepped down on 20th November 2025)
- **Mark Watkinson** - Chairman and Independent Non-Executive Director (appointed on 20th November 2025)
- **Andrew Borg** - Non-Executive Director (held the position of Executive Director until the 12th June 2025)
- **Louis Bellizzi** - Non-Executive Director
- **Mario Mizzi** - Non-Executive Director
- **Noel Mizzi** - Independent Non-Executive Director
- **John Wood** - Non-Executive Director

The aggregate emoluments of all directors of the Company are from time to time determined by the Company in general meeting. Accordingly, it is the shareholders that determine the aggregate amount of remuneration that the board of directors may receive in any one financial year. The maximum aggregate annual directors' emoluments currently approved by the shareholders, including salaries due in respect of executive roles, amount to €350,000.

The service contract of each non-executive director provides that he shall hold office until such time as he resigns or he is removed from office by the shareholders of the Company in accordance with the relevant provisions of the Articles of Association of the Company or is otherwise required to vacate his office in terms of the relevant provisions of the Articles of Association of the Company. The service contracts of directors do not contain any notice periods in respect of the termination of office.

None of the directors are offered any share-based remuneration nor paid any benefits linked to the termination of their office and they do not benefit from any pension or early retirement schemes by virtue of their office. For the period under review, directors were awarded non-cash benefits including health insurance, group accident insurance and a mobility allowance.

Non-Executive directors of the Company receive a fixed annual remuneration fee and are not eligible for variable compensation. All non-executive directors are paid the same fixed amount for their roles, with the following exceptions: the Chairman of the Board receives a higher fixed fee reflecting the additional responsibilities of the position, and non-executive Directors serving on Board committees receive additional fixed compensation for their committee work. The Board determines these committee fees periodically, ensuring they remain within the total remuneration limit approved by shareholders at the general meeting.

The Company's policy is that Executive Directors are to receive a fixed annual remuneration fee. The Company's policy on the fixed remuneration payable to Executive Directors is that the fixed fee must appropriately reflect the scope and responsibilities of their executive roles and take account of individual performance and corporate performance. In this context, this fee should be based on the executive director's skills, experience and overall contribution to the business of the Company. Certain executive directors may receive a variable annual performance bonus based on a pre-defined percentage of the Company's net operating profit for the relevant financial year.

To safeguard a smooth transition of the CEO's role from Andrew Borg to Alistair Mangion, Andrew Borg retained his position on the Board of Directors of the Company in an executive capacity from the 1st January until the 2025 AGM (held on the 12th June 2025), following which he held the position of director of the Company in a non-executive capacity. In light of the transitional nature of Mr Borg's executive role during this period, the Board, acting on the recommendation of the RemNom Committee, determined that it was appropriate for Andrew Borg to be remunerated on terms consistent with those applicable to non-executive directors during his tenure as executive director, rather than on the full executive remuneration framework that would ordinarily apply to a director holding an executive mandate.

Total remuneration - Directors

The tables below illustrate the total remuneration received by each individual director for the period ended 31 December 2025 and the period ended 31 December 2024:

Fixed component - Directors

	Relating to the year ended 31 December 2025		**Relating to the year ended 31 December 2024**	
	Fixed annual remuneration fee €	Additional remuneration for sitting on subcommittees €	Fixed annual remuneration fee €	Additional remuneration for sitting on subcommittees €
Mark Watkinson (appointed 20 November 2025)	3,334	3,334	-	-
Anthony Mahoney	18,334	18,334	22,500	2,500
Andrew Borg	20,000	-	21,371	-
Louis Bellizzi	20,000	1,000	21,322	500
Mario Mizzi	20,000	3,000	21,322	1,500
Noel Mizzi	20,000	6,000	11,666	3,450
John Wood	20,000	1,000	21,371	500

Variable component - Directors

Directors (whether serving in an executive or non-executive capacity) of the Company were not entitled to a variable remuneration for the period under review.

E. Remuneration of senior executives

During the period under review, the senior executives of the Group for the period under review were:

- **Alistair Mangion** - Chief Executive Officer
- **Neil Bianco** - Chief Commercial Officer
- **Stephen Vella** - Chief Operations Officer / Chief Technology Officer of Systems Integration Division
- **Vince Vella** - Chief Operations Officer / Chief Technology Officer of Business Software Division and Fintech Division

In terms of the Remuneration Policy, the remuneration of senior executives is to consist of a combination of fixed and variable remuneration to attract and retain executives having the credentials, competence, skills, qualities and expertise to fulfil their duties.

Each of the senior executives have employment contracts entitling them to a fixed salary. All of the senior executives of the Company have been employed by the Group for an indefinite period. In the event of termination of a senior executive's employment (including by way of constructive dismissal or redundancy) other than for good and sufficient cause or termination for those causes specified in the relevant employment contract, the Group must pay the senior executive an amount equivalent to the sum of the Base salary (as defined below) and the Average Bonus (as defined below) by way of pre-liquidated damages. Termination of office is with three months' written notice.

For the purposes of this Remuneration Report:

"**Base Salary**" means full year salary due by the Company in which the CEO/senior executive's employment was terminated.

"**Average Bonus**" means the average bonus that was paid by the Company to the relevant senior executive in the two years immediately preceding the year in which the senior executive's employment was terminated.

The employment contracts of the Group's senior executives (including the CEO) stipulate a performance bonus scheme based on 3.3% of the Group's net operating profit for the relevant financial year. The performance bonus is payable in two tranches: 50% of the estimated total bonus is calculated on the basis of the final management accounts for the relevant year and is payable by the end of February of the following year after the finalisation of the said management accounts (tranche 1), and the final balance, calculated on the basis of the audited accounts of the relevant financial year, is payable by the end of April of the following year.

The Board considers that the annual performance bonus scheme serves to align the interests of the senior executives with the long-term performance and sustainable growth of the Company, thereby incentivising them to drive operational efficiency and value creation. The Board is further of the view that the absence of a cap on the performance bonus is appropriate in the circumstances, as it reinforces the alignment of executive remuneration with the overall performance of the Group.

For the period under review, senior executives were also awarded non-cash benefits including health insurance, group accident insurance and a mobility allowance.

Total remuneration - CEO

The tables below illustrate the total remuneration received by the CEO for the year ended 31 December 2025 and the year ended 31 December 2024:

Fixed component - CEO

	Relating to the year ended 31 December 2025 €	**Relating to the year ended 31 December 2024 €**
Alistair Mangion	134,000	-
Andrew Borg	-	121,227

Variable component - CEO

	Relating to the year ended 31 December 2025 €	**Relating to the year ended 31 December 2024 €**
Alistair Mangion	119,752	-
Andrew Borg	-	103,401

Total remuneration - Senior executives (other than the CEO)

The total emoluments received by senior executives (other than the CEO) during the year under review were €322,200 (2024: €389,600) as fixed remuneration and €359,256 (2024: €413,604) as variable remuneration. No further remuneration and/or benefits were received from the Group.

F. Other information on remuneration required by Appendix 12.1 of the CMRs

The below table presents the annual change of remuneration, of the performance of the company, and of the average remuneration on a full-time equivalent basis of employees of the company other than directors over the last five financial years.

	2025	**2024**	**2023**	**2022**	**2021**
Directors Emoluments	21%	24%	22%	0%	0%
Average Employee Remuneration (other than directors)	5%	3%	5%	9%	7%
Performance of the Company – Profit before tax	22%	13%	0%	22%	49%

The Company does not have any employees. All employees are employed and remunerated by the main operating subsidiaries, including the senior executives of the Company.

G. Contents of the Remuneration Report

There were no deviations from the Remuneration Policy or from the procedure for its implementation during the financial year ended 31 December 2025.

The foregoing Remuneration Report is being submitted for discussion in the Annual General Meeting in accordance with rule 12.26L of the Capital Markets Rules issued by the Malta Financial Services Authority.

This remuneration report has been prepared by the directors and is signed by the Chairman of the RemCom, as authorised by the board.

As required by the CMRs the contents of the Report have been duly checked by the Company's external auditors to ensure compliance with the requirements of Appendix 12.1 of Chapter 12 of the CMRs.

Approved by the Board of Directors on 15 April 2026.

Statements of financial position

		Group		Company	
		As at 31 December		As at 31 December	
	Notes	2025 €	2024 €	2025 €	2024 €
ASSETS					
Non-current assets					
Intangible assets	6	6,152,791	6,052,075	-	-
Property, plant and equipment	5	122,817	60,796	-	-
Right-of-use assets	7	917,713	615,276	-	-
Investment in subsidiaries	8	-	-	6,165,335	6,069,715
Amounts due from related parties	11	272,610	363,480	-	-
Deferred tax assets	9	1,119,238	789,555	-	-
Total non-current assets		**8,585,169**	**7,881,182**	**6,165,335**	**6,069,715**
Current assets					
Inventories	10	240,435	431,175	-	-
Trade and other receivables	11	4,522,347	4,058,872	1,055,000	130,000
Contract assets	17	1,013,766	821,867	-	-
Current tax assets		-	81,182	-	-
Cash and cash equivalents	12	6,815,316	4,855,512	749,212	946,840
Total current assets		**12,591,864**	**10,248,608**	**1,804,212**	**1,076,840**
Total assets		**21,177,033**	**18,129,790**	**7,969,547**	**7,146,555**

	Notes	Group As at 31 December 2025 €	Group As at 31 December 2024 €	Company As at 31 December 2025 €	Company As at 31 December 2024 €
EQUITY AND LIABILITIES					
EQUITY					
Share capital	13	6,212,900	6,212,900	6,212,900	6,212,900
Share premium		358,820	358,820	358,820	358,820
Other reserves	14	197,372	101,752	127,491	31,871
Retained earnings		4,139,060	2,708,931	1,208,048	505,308
Total equity		**10,908,152**	**9,382,403**	**7,907,259**	**7,108,899**
LIABILITIES					
Non-current liabilities					
Lease liabilities	7	897,950	594,989	-	-
Total non-current liabilities		897,950	594,989	-	-
Current liabilities					
Lease liabilities	7	129,429	112,523	-	-
Trade and other payables	15	3,943,014	3,638,711	62,288	37,656
Contract liabilities	17	5,284,203	4,401,164	-	-
Current tax liabilities		14,285	-	-	-
Total current liabilities		9,370,931	8,152,398	62,288	37,656
Total liabilities		**10,268,881**	**8,747,387**	**62,288**	**37,656**
Total equity and liabilities		**21,177,033**	**18,129,790**	**7,969,547**	**7,146,555**

The notes on pages 43 to 80 are an integral part of these consolidated financial statements.

The financial statements on pages 37 to 80 were approved and authorised for issue by the Board of Directors on 15 April 2026. The financial statements were signed on behalf of the Company's Board of Directors by Mark Watkinson (Chairman) and Mario Mizzi (Director) as per the Directors' Declaration on ESEF Annual Financial Report submitted in conjunction with the Annual Financial Report 2025.

Statements of comprehensive income

		Group Year ended 31 December		Company Year ended 31 December	
	Notes	2025 €	2024 €	2025 €	2024 €
Revenue	17	21,256,492	18,857,108	-	-
Direct costs	18	(10,537,701)	(9,284,594)	-	-
Gross profit		**10,718,791**	**9,572,514**	**-**	**-**
Operational and administrative expenses	18	(7,557,658)	(6,908,725)	(41,890)	(29,736)
Impairment of receivables and bad debts		(32,507)	(83,685)	-	-
Operating profit/(loss)		**3,128,626**	**2,580,104**	**(41,890)**	**(29,736)**
Investment income	20	-	-	2,542,308	2,619,231
Other income	21	15,972	-	-	-
Net finance costs	22	(62,991)	(45,787)	(370)	(30)
Profit before tax		**3,081,607**	**2,534,317**	**2,500,048**	**2,589,465**
Tax expense	23	(446,478)	(344,212)	(592,308)	(444,231)
Profit for the year – total comprehensive income		**2,635,129**	**2,190,105**	**1,907,740**	**2,145,234**
Earnings per share	25	**0.042**	**0.036**	-	-
EBITDA	29	**3,383,034**	**2,777,719**	-	-

The notes on pages 43 to 80 are an integral part of these consolidated financial statements.

Statements of changes in equity

Group

	Notes	Share capital €	Share premium €	Other reserves €	Retained earnings €	Total €
Balance at 1 January 2024		**6,026,500**	**-**	**69,881**	**2,518,826**	**8,615,207**
Comprehensive income						
Profit for the year		-	-	-	2,190,105	2,190,105
Total comprehensive income		-	-	-	2,190,105	2,190,105
Equity transactions						
Issue of new shares	13	186,400	358,820	-	-	545,220
Equity-settled share-based payments	26	-	-	31,871	-	31,871
Total equity transactions		186,400	358,820	31,871	-	577,091
Transactions with owners						
Dividends paid	24	-	-	-	(2,000,000)	(2,000,000)
Total transactions with owners		-	-	-	(2,000,000)	(2,000,000)
Balance at 31 December 2024		**6,212,900**	**358,820**	**101,752**	**2,708,931**	**9,382,403**
Comprehensive income						
Profit for the year		-	-	-	2,635,129	2,635,129
Total comprehensive income		-	-	-	2,635,129	2,635,129
Equity-settled share-based payments	26	-	-	95,620	-	95,620
Total equity transactions		-	-	95,620	-	95,620
Transaction with owners						
Dividends paid	24	-	-	-	(1,205,000)	(1,205,000)
Total transactions with owners		-	-	-	(1,205,000)	(1,205,000)
Balance at 31 December 2025		**6,212,900**	**358,820**	**197,372**	**4,139,060**	**10,908,152**

Company

	Notes	Share capital €	Share premium €	Other reserves €	Retained earnings €	Total €
Balance at 1 January 2024		**6,026,500**	**-**	**-**	**360,074**	**6,386,574**
Comprehensive income						
Profit for the year		-	-	-	2,145,234	2,145,234
Total comprehensive income		-	-	-	2,145,234	2,145,234
Equity transactions						
Issue of new shares	13	186,400	358,820	-	-	545,220
Equity-settled share-based payments	26	-	-	31,871	-	31,871
Total equity transactions		186,400	358,820	31,871	-	577,091
Transactions with owners						
Dividends paid	24	-	-	-	(2,000,000)	(2,000,000)
Total transactions with owners		-	-	-	(2,000,000)	(2,000,000)
Balance at 31 December 2024		**6,212,900**	**358,820**	**31,871**	**505,308**	**7,108,899**
Comprehensive income						
Profit for the year		-	-	-	1,907,740	1,907,740
Total comprehensive income		-	-	-	1,907,740	1,907,740
Equity-settled share-based payments	26	-	-	95,620	-	95,620
Total equity transactions		-	-	95,620	-	95,620
Transactions with owners						
Dividends paid	24	-	-	-	(1,205,000)	(1,205,000)
Total transactions with owners		-	-	-	(1,205,000)	(1,205,000)
Balance at 31 December 2025		**6,212,900**	**358,820**	**127,491**	**1,208,048**	**7,907,259**

The notes on pages 43 to 80 are an integral part of these consolidated financial statements.

Statements of cash flows

	Notes	Group Year ended 31 December 2025 €	Group 2024 €	Company Year ended 31 December 2025 €	Company 2024 €
Cash flows from operating activities					
Cash generated from/(used in) operations	28	4,207,274	4,141,065	(942,258)	(140,973)
Other income received		15,972	-	2,542,308	2,619,231
Net finance cost		(62,991)	(45,787)	(370)	(30)
Income tax paid		(680,695)	(603,526)	(592,308)	(444,231)
Net cash generated from operating activities		**3,479,560**	**3,491,752**	**1,007,372**	**2,033,997**
Cash flows from investing activities					
Purchases of property, plant and equipment	5	(126,392)	(40,544)	-	-
Purchases of intangible assets	6	(170,563)	(70,978)	-	-
Proceeds from sale of investments		-	4,368	-	-
Loans to related parties	11	-	(454,350)	-	-
Net cash used in investing activities		**(296,955)**	**(561,504)**	**-**	**-**
Cash flows from financing activities					
Issue of new shares	13	-	90,870	-	545,220
Repayment of share-based payment loans	26	90,871	-		
Repayment of lease liabilities		(108,672)	(103,726)	-	-
Dividends paid	24	(1,205,000)	(2,000,000)	(1,205,000)	(2,000,000)
Net cash used in financing activities		**(1,222,801)**	**(2,012,856)**	**(1,205,000)**	**(1,454,780)**
Net movement in cash and cash equivalents		1,959,804	917,392	(197,628)	579,217
Cash and cash equivalents at beginning of year		4,855,512	3,938,120	946,840	367,623
Cash and cash equivalents at end of year	12	**6,815,316**	**4,855,512**	**749,212**	**946,840**

The notes on pages 43 to 80 are an integral part of these consolidated financial statements.

Notes to the financial statements

1. Reporting entity

Computime Holdings p.l.c. (the “Company”) is a public limited liability company domiciled and incorporated in Malta and is the parent company of Computime Group which includes the Company and the subsidiaries as disclosed in Note 8, collectively the “Group”. On 6 January 2025, the Company’s shares were admitted to the Official List of the Malta Stock Exchange.

2. Summary of material accounting policies

The material accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU and the requirements of the Maltese Companies Act (Cap. 386).

These financial statements have been prepared under the historical cost convention, except for any financial assets classified as financial assets at fair value through other comprehensive income, when applicable.

The preparation of financial statements in conformity with IFRSs as adopted by the EU requires the use of certain accounting estimates. It also requires directors to exercise their judgement in the process of applying the Group’s accounting policies (see Note 3 – Critical accounting estimates and judgements).

New or revised standards or interpretations

New standards adopted as at 1 January 2025

Some accounting pronouncements which have become effective from 1 January 2025 and have therefore been adopted do not have a significant impact on the Group and the Company’s financial results or position.

Amendments that are effective for the first time in 2025 and could be applicable to the Group and the Company are:

- Lack of Exchangeability (Amendments to IAS 21).

These amendments do not have a significant impact on these financial statements and therefore the disclosures have not been made.

Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Group and the Company

At the date of authorisation of these financial statements, several new, but not yet effective, Standards and amendments to existing Standards, and Interpretations have been published by the IASB or IFRIC. None of these Standards or amendments to existing Standards have been adopted early by the Group and the Company and no Interpretations have been issued that are applicable and need to be taken into consideration by the Company at either reporting date.

2. Summary of material accounting policies - continued

2.1 Basis of preparation - continued

Standards and amendments that are not yet effective and have not been adopted early by the Group and the Company include:

- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and 7)
- Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7)
- Annual Improvements to IFRS Accounting Standards—Volume 11
- IFRS 19 ‘Subsidiaries without Public Accountability: Disclosures’
- Amendments to IFRS 19 ‘Subsidiaries without Public Accountability: Disclosures’

These Standards and amendments are not expected to have a significant impact on the financial statements in the period of initial application and therefore no disclosures have been made.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement.

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 ‘Presentation of Financial Statements’. The adoption of IFRS 18 ‘Presentation and Disclosure in financial statements’, effective for periods commencing on or after 1 January 2027, is expected to have a material impact on the presentation of the financial Statements, and therefore relevant disclosures are included below.

Although IFRS 18 includes many of the requirements of IAS 1, it introduces new requirements to better structure financial statements and to provide more detailed and useful information to investors, including:

- two new subtotals defined in the statement of profit or loss, namely (1) operating profit and (2) profit or loss before financing and income taxes
- the classification of all income and expenses within the statement of profit or loss in one of five categories
- a new requirement to disclose performance measures defined by management, and
- an improvement in the principles related to the aggregation and disaggregation of information in the financial statements and accompanying notes.

IFRS 18 will be applied retrospectively with specific transitional provisions. The Company is currently working to identify all of the impacts that IFRS 18 will have on the primary financial statements and notes to the financial statements.

Other new standards, amendments and Interpretations not adopted in the current year have not been disclosed as they are not expected to have a material impact on the consolidated and Company’s financial statements.

2.2 Consolidation

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

2. Summary of material accounting policies – continued

2.2 Consolidation - continued

The Group applies the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree, and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed (identifiable net assets) in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of the acquiree's identifiable net assets.

Goodwill is initially measured as the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired. If this is less than the fair value of the identifiable net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's separate financial statements, investments in subsidiaries are accounted for by the cost method of accounting, i.e., at cost less impairment. Cost includes directly attributable costs of the investment. Provisions are recorded where, in the opinion of the directors, there is an impairment in value. Where there has been an impairment in the value of an investment, it is recognised as an expense in the period in which the diminution is identified. The results of subsidiaries are reflected in the Company's separate financial statements only to the extent of dividends receivable. On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to profit or loss.

2.3 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of the Group and the Company are measured using the currency of the primary economic environment in which the Group and the Company operate ("the functional currency"). The financial statements are presented in euro ("€"), which is both the functional and presentation currency of the entities of the Group and the Company.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Foreign exchange gains and losses are presented in the statement of comprehensive income on a net basis. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are not re-translated at the end of the reporting period. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of comprehensive income within 'net finance income or cost'. All other foreign exchange gains and losses are presented in the statement of comprehensive income within 'operational and administrative expenses'.

2. **Summary of material accounting policies** – continued

2.4 Property, plant and equipment

All property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate the cost of the assets to their residual values over their estimated useful lives, as follows:

Computer and networking equipment	33.33%
Website equipment	33.33%
Furniture, fixtures and fittings	12.5%
Other equipment	10 - 12.5%
Electrical installations and improvements	10%
Motor vehicles	20%
Tools and testing equipment	20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.6). Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other gains / (losses) - net' in the statement of comprehensive income.

2.5 Intangible assets

(a) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in 'intangible assets'. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose identified according to operating segment.

2. **Summary of material accounting policies** – continued

2.5 Intangible assets - continued

(b) Others

All other intangible assets are stated at historical cost less accumulated amortisation. Historical cost includes expenditure that is directly attributable to the acquisition or development of the assets. Amortisation is calculated using the straight-line method to allocate the cost of the assets to their residual values over their estimated useful lives, as follows:

Website development	16.67%
Computer software (3rd parties)	16.67%
Software development (own IP)	25.00%

The Group recognises an intangible asset for the development of own IP software. Only development costs in the form of employee benefits are capitalised. Expenditure on research is charged to the income statement during the period in which it is incurred. An asset for software development is recognised only when: (a) there is the technical feasibility of completing the software for sale; (b) the Group is able to and intends to sell the developed software; (c) the Group can demonstrate the existence of a market for the software; (d) the Group has the available technical, financial and other resources required to complete the development and sell the asset; and (e) the expenditure directly attributable to the software during its development can be reliable measured.

2.6 Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.7 Leases

The Group is a lessee under a number of arrangements, primarily relating to immovable property. At inception of a contract, the Group assesses whether the contract is, or contains, a lease. 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. Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

2. Summary of material accounting policies – continued

2.7 Leases - continued

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the respective Group entity’s incremental borrowing rate is used, being the rate that the entity would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received; and
- any initial direct costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset’s useful life.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

2.8 Financial assets

(a) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income (OCI) or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will be recorded in either profit or loss or OCI. The Group’s financial assets in equity instruments are classified as financial assets at fair value through other comprehensive income.

2. Summary of material accounting policies - continued

2.8 Financial assets - continued

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt Instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its financial assets measured at amortised cost, i.e. assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other income. Impairment losses are presented under 'operational and administrative expenses' in the statement of comprehensive income.

Equity instruments

The Group subsequently measures all equity investments at fair value. Where management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss when the Group's right to receive payments is established.

Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, or application of an earnings multiple to the estimated earnings of investment companies unless there are indications that another valuation technique should be applied.

2. Summary of material accounting policies - continued

2.8 Financial assets - continued

Derivative financial instruments

Derivative instruments are initially recognised at fair value on the date a derivative contract is entered into, and they are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument and, if so, the nature of the item being hedged.

The Group's derivatives instruments may include forward currency contracts. For such contracts, the Group does not apply hedge accounting, and the derivatives are subsequently measured at fair value through profit or loss.

The Group did not have any derivative financial instruments measured at fair value during the year.

(d) Impairment of financial assets

The Group and the Company recognise the expected credit losses ("ECLs") associated with debt instruments carried at amortised cost on a forward-looking basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk. They measure loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

The Group and the Company consider a debt security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'. The Group and the Company consider this to be Baa3 or higher per Moody's or BBB- or higher per Standard & Poor's or Fitch. The Group and the Company did not have any debt securities at the end of the reporting period.

For trade receivables, the Group and the Company apply the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables (see Note 4.1).

Measurement of ECL

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group and the Company expect to receive). ECLs are discounted at the effective interest rate of the financial asset.

Write-off

Financial assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group or the Company, or a market expectation/announcement that a counterparty will default on its payment obligations.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

2. Summary of material accounting policies - continued

2.9 Trade and other receivables

Trade receivables are amount due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are presented as current assets unless collection is expected after more than one year. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less provision for impairment (Note 2.8). The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in profit or loss. When a receivable is uncollectible, it is written off against the allowance account for trade and other receivables. Subsequent recoveries of amounts previously written off are credited against profit or loss.

2.10 Inventories

Inventories are valued at the lower of cost, determined on the first-in-first-out basis, and net realisable value. Cost consists of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and cost necessary to make the sale.

2.11 Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at face value. In the statement of cash flows, cash and cash equivalents includes cash in hand and deposits held at call with banks.

2.12 Financial liabilities

The Group and the Company recognise a financial liability in its statement of financial position when it becomes a party to the contractual provisions of the instrument.

The Group's and the Company's financial liabilities are recognised initially at fair value, being the fair value of consideration received, net of transaction costs that are directly attributable to the acquisition or the issue of the financial liability. These liabilities are subsequently measured at amortised cost. The Group and the Company derecognise a financial liability from its statement of financial position when the obligation specified in the contract or arrangement is discharged, is cancelled or expires.

2.13 Trade and other payables

Trade payables comprise obligations to pay for services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2. **Summary of material accounting policies** - continued

2.14 Offsetting financial instruments

Financial assets and financial liabilities are offset, and the net amount reported in the statement of financial position when there is a current legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.15 Equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from the proceeds.

Retained earnings include all current and prior period retained profits less dividend distribution.

Other reserves currently include balances in (a) General reserve, and (b) Share-based payment reserve. The share-based payment reserve is an increase in equity derived from the share options issued to the executives of the Group in the year ended 31 December 2025 (Note 26).

2.16 Current and deferred tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the countries where the Group and the Company operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised, or the deferred tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2. **Summary of material accounting policies** - continued

2.17 Employee benefits

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented under trade and other payables in the statement of financial position.

2.18 Revenue recognition

Revenue includes all revenues from the Group's ordinary business activities, with the major sources being renewable software subscriptions, maintenance of software and hardware, and implementation of ICT infrastructural and systems integration solutions.

The Group assesses at contract inception the goods or services promised in a contract with a customer and each promise to transfer to the customer the good or service is identified as a performance obligation. Promises in a contract can be explicit or implicit if the promises create a valid expectation to provide a good or service based on the customary business practices, published policies, or specific statements.

A contract asset is recognised if the Group recorded revenue for fulfilment of a contractual performance obligation before the customer paid consideration or is billed. A contract liability is recognised when the customer paid consideration, or a receivable from the customer is due, before the Group fulfils a contractual performance obligation and hence before the Group has recognised revenue. The Group's revenue recognition policies for specific performance obligations are set out below.

(a) Renewable software subscriptions

Renewable software subscriptions are for a fixed fee and remain valid only for the contracted period of time. Such subscriptions include licences to use the Group's Intellectual Property ("IP") as well as third-party IP for which the Group acts as a reseller. They may also include an obligation to provide software updates and/or helpdesk support. The Group identifies three separate performance obligations ("POs") that may happen under such contracts, which are recognised separately, as follows:

- delivery of licence – recognised at a point in time,
- upgrades or updates on a when-and-if basis – recognised over time, and
- helpdesk support – recognised over time

Based on an assessment of the above performance obligations, revenue recognition of renewable software subscriptions or equivalent is made as follows:

Business division	Relevant performance obligations	Revenue recognition
Business Software and FinTech Divisions (3 separate POs are identified for every contract)	- Delivery of license to use software - Upgrades or updates - Helpdesk support	- At a point in time - Over time - Over time
Systems Integration Division (1 PO is identified for every contract)	- Delivery of license to use software	- At a point in time

2. Summary of material accounting policies – continued

2.18 Revenue recognition – continued

(b) Maintenance agreements

Maintenance agreements are offered by the Group as fixed term (usually for one calendar year) support agreements with the sale of 3rd party software licenses when these are sold on a perpetual basis, and with the sale of hardware / infrastructural solutions. The Group identifies one performance obligation under such agreements, which is the provision of helpdesk support throughout the term of the agreement. Revenue and related costs are recognised over time.

(c) Professional services

Revenue from providing services is recognised in the accounting period in which the services are rendered.

The services offered by the Group comprise services negotiated on (i) a fixed fee arrangement which includes the design, implementation, software development/configuration and the commissioning of hardware, and (ii) services generally negotiated on a time and materials ("T&M") arrangement which include support services.

For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided, because the customer receives and uses the benefits simultaneously. This is determined based on the actual labour hours spent relative to the total expected labour hours. For such contracts, the customer pays the fixed amount based on a payment schedule. If the services rendered by the Company exceed the payment, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised.

Under the Group's support and other services arrangements on a T&M basis, each man hour of service provided to a customer gives it a contractual right to bill for those hours. The Group recognises revenue in the income statement in accordance with the pattern with which its contractual right to bill its customers arises.

(d) Software (perpetual licenses)

For such revenues, customers purchase 3rd party software licenses from the Group. The promise generally includes both the supply and the delivery of such software licenses. Revenue is recognised at a point in time when the transfer of control over the software is passed on to the customer upon its delivery.

(e) Hardware and physical equipment

For such revenues, customers purchase hardware from the Group. The promise generally includes both the supply and the delivery of such hardware. Revenue is recognised at a point in time when the transfer of control over the hardware is passed on to the customer upon its delivery.

(f) Others

Others include provision of training and related services for which revenue is recognised at a point in time when such services are rendered to the customers.

2. **Summary of material accounting policies** – continued

2.19 Operating segments

The Group applies IFRS 8 – Operating Segments, which requires segmental reporting based on the internal management accounts issued to and reviewed by the Chief Operating Decision Maker (CODM) to assess business performance. The operating segments are identified based on the Group's main business activities that generate revenue and incur expenses, and reflect how the internal management structure is applied when financial information is reported to the CODM. The identified operating segments are three: (a) the Business Software division, (b) the Systems Integration division, and (c) the FinTech division. These three segments reflect the internal business division segregation of the Group.

The segment performance is evaluated based on revenue and operating profit which are presented in a manner consistent with the internal management reporting framework. Segment profit is calculated after deducting central administrative, financial and establishment costs that are apportioned across segments based on cost drivers like employee headcount or revenue. Certain expenses are not allocated to operating segments and shown as 'Unallocated' in Note 16. Inter-segment transactions are conducted on an arm's length basis and eliminated at the Group level.

The Group also provides additional disclosures for revenue by geographical region. Furthermore, if revenue from a single external customer exceeds 10% of total Group revenue, this is disclosed separately.

2.20 Direct costs

Direct costs are costs related directly in fulfilling a contract that the Group can specifically identify, and which generate or enhance resources of the Group that will be used in satisfying performance obligations in the future.

2.21 Operational and administrative expenses

Operational and administrative expenses are recognised in profit or loss upon utilisation of the service or as incurred.

2.22 Dividend distribution

Dividend distributions to the Company's shareholders are recognised in the Company's financial statements as a liability in the period in which the dividends are approved by the Company's shareholders; and, in the period when they are declared and paid on an interim basis.

2.23 Share-based payments

The Company has approved an equity-settled share-based payment compensation agreement. In accordance with the agreement, the Company grants options over equity instruments to employees of its subsidiaries. The fair value of options granted are recognised by the Group and the respective subsidiaries as an employee benefits expense. The expense is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g. the entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or hold shares for a specific period of time).

2. Summary of material accounting policies – continued

2.23 Share-based payments – continued

The Company recognises the fair value of employee services received in exchange for share-based payments, measured based on the grant date fair value of the equity instruments. This fair value is recognised over the vesting period as a capital contribution to the subsidiary, resulting in a corresponding increase in the Company's investment in the subsidiary and a credit to other reserves.

No agreement exists between the Company and the subsidiary for reimbursement or compensation related to the fair value of shares granted . Therefore, no receivable is recognised from the subsidiary in connection with these share-based payments.

Upon exercise of the share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal value of the shares issued, with any excess being recorded as share premium.

3. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances.

In the opinion of the directors, except for the recognition of deferred tax income as set out below, the accounting estimates and judgements made in the course of preparing these financial statements are not difficult, subjective or complex to a degree, which would warrant their description as critical in terms of the requirements of IAS 1.

Deferred Tax

The deferred taxes calculation disclosed in Note 9, includes deferred tax on temporary differences arising from the elimination of intangible assets, representing intellectual property held by a subsidiary, upon consolidation. The subsidiary recognised deferred tax assets in respect of unused tax losses carried forward. The subsidiary has incurred losses in the current and preceding periods, primarily as a result of its early stage of operations and the accounting amortisation of its intangible assets. In assessing the recoverability of these deferred tax assets, management considered projections of future taxable profits arising from the continued utilisation of the subsidiary’s software platforms by the Group, and from which it generates service and licensing income. Based on these factors, management considers it probable that sufficient taxable profits will be available in future periods to utilise the recognised tax losses. The amount has been capped to reflect the probable profits that will be earned by the subsidiary of the Group and against which the tax losses can be utilised.

4. Financial risk management

4.1 Financial risk factors

The Group’s activities potentially expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including foreign exchange risk and cash flow and fair value interest rate risk). The management of the Group’s and the Company’s financial risk is based on a financial policy approved by the directors and exposes the Group and the Company to a low level of risk. The Group’s overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group’s and the Company’s financial performance.

4. Financial risk management – continued

4.1 Financial risk factors – continued

(a) Credit risk

Credit risk is the risk of a financial loss to the Group and the Company if a counterparty to a financial instrument fails to meet its contractual obligations. It mainly arises on trade and other receivables and on cash and cash equivalents.

The Group's and the Company's exposure to credit risk at the end of the reporting period is analysed as follows:

	Group		Company	
	2025	**2024**	**2025**	**2024**
	€	**€**	**€**	**€**
Cash at bank and in hand (Note 12)	6,815,316	4,855,512	749,212	946,840
Trade receivables (Note 11)	3,728,673	3,257,640	-	-
Amounts due from related parties (Note 11)	368,478	459,350	1,055,000	130,000
Contract assets* (Note 17)	1,013,766	821,867	-	-
Other receivables (Note 11)	5,889	188,091	-	-
Maximum exposure to credit risk	**11,932,122**	**9,582,460**	**1,804,212**	**1,076,840**

**While a contract asset is not considered as a financial asset under IFRS 9, the impairment rules in IFRS 9 also apply to the Company's contract assets. The impairment of contract assets is measured, presented and disclosed on the same basis as financial assets that are within the scope of IFRS 9.*

Expected credit loss model

The Group and the Company have three types of assets that are subject to the expected credit loss model:

- trade receivables with respect to normal operating activities,
- contract assets relating to services for fixed fee arrangements, and
- amounts due from related parties.

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the directors believe that expected credit loss on bank balances would be negligible since bank balances are placed with reputable banks.

(1) Trade receivables and contract assets

The Group applies the simplified approach set out in IFRS 9 to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets. To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due.

4. **Financial risk management** – continued

4.1 Financial risk factors – continued

(a) Credit risk - continued

(1) Trade receivables and contract assets - continued

The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximate of the loss rates for the contract assets.

The expected loss rates are based on the payment profiles of sales over a period of 24 months before 31 December 2025 or 1 January 2025 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

On that basis, the loss allowances as at 31 December 2025 and 31 December 2024 was determined as follows for both trade receivables and contract assets:

		Past due					
	Current	**Not more than 30 days**	**More than 30 days**	**More than 90 days**	**High-risk territories**	**Probable Losses**	**Total**
31 December 2025							
Expected loss rate	0.4%	2%	3% - 4%	6%	6%	100%	
Gross carrying amount – trade receivables	2,474,148	501,102	84,402	75,368	-	16,197	3,151,217
Gross carrying amount – contract assets	1,017,893	-	-	-	-	-	1,017,893
Reconciling entries							620,958
Loss allowances	**14,022**	**10,022**	**2,866**	**4,522**	**-**	**16,197**	**47,629**
31 December 2024							
Expected loss rate	0.4%	1% - 2%	3% - 4%	6%	6%	100%	
Gross carrying amount – trade receivables	2,338,545	267,741	514,956	131,546	38,400	49,172	3,340,360
Gross carrying amount – contract assets	825,168	-	-	-	-	-	825,168
Reconciling entries							8,794
Loss allowances	**12,654**	**5,355**	**17,436**	**7,894**	**2,304**	**49,172**	**94,815**

Trade receivables and contract assets are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in repayment plan with the Group, and a failure to make contractual payments for a period of greater than 90 days past due.

4. **Financial risk management** – continued

4.1 Financial risk factors – continued

(a) Credit risk - continued

(2) Receivables from related entities and other receivables

For the purpose of the ECL model, the expected credit losses on amounts due from related parties and amounts due from the loans to executives (Note 11) are considered to be insignificant.

(b) Liquidity risk

Liquidity risk is the risk that the Group and the Company will not be able to meet its financial obligations as they fall due. The Group and the Company are exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities, which comprise trade and other payables. Liquidity risk is monitored to meet the Group's and the Company's obligations.

The approach to managing liquidity is to ensure, as far as possible, that the Group and the Company will always have sufficient liquidity to meet liabilities when due, under normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's and the Company's reputation. This risk management process includes regular forecasting of cash flows by management.

The main financial liabilities of the Group and the Company represent trade payables and amounts owed to other related parties as disclosed in Note 15 to the financial statements.

(c) Market risk

(i) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities, which are denominated in a currency that is not the Group's and the Company's functional currency. Fluctuations in foreign exchange rates can have a moderate impact on the Company's and the Group's performance.

The risk is mitigated through the following measures:

- Natural hedging through aligning balances of receivables in a foreign currency with corresponding balances of payables in the same currency;
- Applying cautious exchange rates when costing projects, by allowing for a margin of fluctuation in advance; and
- Entering into forward contracts in special situations where management believes that a specific project risk is high enough to merit such a hedging measure.

(ii) Cash flow and fair value interest rate risk

Interest rate risk arises from the effects of fluctuations in the prevailing levels of markets interest rates on fair values of financial assets and liabilities and future cash flows. The directors do not consider the Group's and the Company's exposure to risk associated with the effects of fluctuations in the prevailing levels of the market interest rates on its financing position and cash flows to be substantial in view of the nature of the assets and liabilities.

The Group and the Company are neither exposed to any major interest-related risks, which could have an impact on the value to be attributed to financial assets and liabilities, nor to any interest related cash-flow risks.

4.2 Capital risk management

The Group's and the Company's objectives when managing capital are to safeguard the Group's and the Company's ability to continue as a going concern whilst maximising the return to shareholders through the optimisation of debt and equity balances. Strategies are expected to remain unchanged in the foreseeable future. The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

In order to maintain or adjust the capital structure, the Group and the Company may adjust the amount of dividends paid to shareholders, issue new shares or sell assets.

The Group's and the Company's equity, as disclosed in the statement of financial position, constitutes its capital. The Group and the Company maintain the level of capital by reference to its financial obligations and commitments arising from operational requirements. In view of the nature of the Group's and the Company's activities, the capital level as at the end of the reporting period is deemed adequate by the directors.

4.3 Fair values

At 31 December 2025 and 2024 the carrying amounts of cash at bank, receivables, payables and accrued expenses reflected in the financial statements are reasonable estimates of fair value in view of the nature of these instruments or the relatively short period of time between the origination of the instruments and their expected realisation.

5. Property, plant and equipment

Group

	Computer and networking equipment €	Website equipment €	Furniture, fixtures and fittings €	Other equipment €	Electrical installations and improvements €	Motor vehicles €	Tools and testing equipment €	Total €
At 1 January 2024								
Cost	1,002,877	6,404	436,300	403,932	118,553	34,146	65,071	2,067,283
Accumulated depreciation	(963,651)	(6,404)	(422,142)	(383,000)	(116,391)	(34,146)	(62,073)	(1,987,807)
Net book amount	**39,226**	**-**	**14,158**	**20,932**	**2,162**	**-**	**2,998**	**79,476**
Year ended 31 December 2024								
Opening net book amount	39,226	-	14,158	20,932	2,162	-	2,998	79,476
Additions	35,762	-	1,683	1,556	1,543	-	-	40,544
Depreciation charge	(41,866)	-	(3,730)	(12,380)	(518)	-	(730)	(59,224)
Closing net book amount	33,122	-	12,111	10,108	3,187	-	2,268	60,796
At 31 December 2024								
Cost	1,038,639	6,404	437,983	405,488	120,096	34,146	65,071	2,107,827
Accumulated depreciation	(1,005,517)	(6,404)	(425,872)	(395,380)	(116,909)	(34,146)	(62,803)	(2,047,031)
Net book amount	**33,122**	**-**	**12,111**	**10,108**	**3,187**	**-**	**2,268**	**60,796**

5. **Property, plant and equipment** – continued

Group

	Computer and networking equipment	Website equipment	Furniture, fixtures and fittings	Other equipment	Electrical installations and improvements	Motor vehicles	Tools and testing equipment	Total
	€	€	€	€	€	€	€	€
Year ended 31 December 2025								
Opening net book amount	33,122	-	12,111	10,108	3,187	-	2,268	60,796
Additions	122,024	-	-	1,148	3,220	-	-	126,392
Depreciation charge	(57,516)	-	(3,393)	(3,134)	(328)	-	-	(64,371)
Closing net book amount	97,630	-	8,718	8,122	6,079	-	2,268	122,817
At 31 December 2025								
Cost	1,160,663	6,404	437,983	406,636	123,316	34,146	65,071	2,234,219
Accumulated depreciation	(1,063,033)	(6,404)	(429,265)	(398,514)	(117,237)	(34,146)	(62,803)	(2,111,402)
Net book amount	**97,630**	**-**	**8,718**	**8,122**	**6,079**	**-**	**2,268**	**122,817**

6. Intangible assets

Group

	Goodwill €	Website development €	Computer software 3rd party €	Software development Own IP €	Total €
At 1 January 2024					
Cost	5,969,095	12,000	47,282	59,375	6,087,752
Accumulated amortisation	-	(12,000)	(47,223)	(14,844)	(74,067)
Net book amount	**5,969,095**	**-**	**59**	**44,531**	**6,013,685**
Year ended 31 December 2024					
Opening net book amount	5,969,095	-	59	44,531	6,013,685
Additions	-	-	-	70,978	70,978
Amortisation	-	-	-	(32,588)	(32,588)
Closing net book amount	5,969,095	-	59	82,921	6,052,075
At 31 December 2024					
Cost	5,969,095	12,000	47,282	130,353	6,158,730
Accumulated amortisation	-	(12,000)	(47,223)	(47,432)	(106,655)
Net book amount	**5,969,095**	**-**	**59**	**82,921**	**6,052,075**
Year ended 31 December 2025					
Opening net book amount	5,969,095	-	59	82,921	6,052,075
Additions	-	-	-	170,563	170,563
Amortisation	-	-	(59)	(69,788)	(69,847)
Closing net book amount	5,969,095	-	-	183,696	6,152,791
At 31 December 2025					
Cost	5,969,095	12,000	47,282	300,916	6,329,293
Accumulated amortisation	-	(12,000)	(47,282)	(117,220)	(176,502)
Net book amount	**5,969,095**	**-**	**-**	**183,696**	**6,152,791**

7. Leases

(a) Amounts recognised in the balance sheet

The balance sheet shows the following amounts relating to leases:

	Group	
	2025 €	2024 €
Right-of-use assets as at 31 December		
Immovable properties	917,713	615,276
	917,713	**615,276**
Lease liabilities as at 31 December		
Current	129,429	112,523
Non-current	897,950	594,989
	1,027,379	**707,512**

During the year ended 31 December 2025, the Group recognised additions to right-of-use assets mainly arising from a modification of one of its lease agreements on immovable property. At the effective date of the modification, 1 July 2025, the right-of-use asset increased by €426,711 with a corresponding increase in lease liabilities of €423,627.

(b) Amounts recognised in the statement of comprehensive income

The statement of comprehensive income shows the following amounts relating to leases:

	Group	
	2025 €	2024 €
Depreciation charge of right-of-use assets		
Immovable properties	126,102	115,570
Interest expense (included in finance cost)	41,107	36,020

The depreciation charge is presented within ‘Operational and administrative expenses’ in the statement of comprehensive income.

The total cash outflow for leases in 2025 was €149,779 (2024: €139,748).

(c) The Group’s leasing activities

The Group leases immovable properties. Lease terms are negotiated on an individual basis. The Group’s lease arrangements are typically made for periods of 5 years *di fermo*, with remaining periods of 5-15 years *di rispetto*.

7. Leases – continued

Future lease payments at 31 December were as follows:

	Not later than one year €	Later than one year but not later than five years €	Later than five years €	Total €
31 December 2025				
Lease payments	174,850	647,350	402,252	1,224,452
Finance charges	(45,421)	(114,346)	(37,306)	(197,073)
Net present values	**129,429**	**533,004**	**364,946**	**1,027,379**
31 December 2024				
Lease payments	143,125	603,349	52,291	798,765
Finance charges	(30,602)	(60,219)	(432)	(91,253)
Net present values	**112,523**	**543,130**	**51,859**	**707,512**

The Group's accounting policies for leases are disclosed in Note 2.7 to these financial statements.

8. Investment in subsidiaries

	Company	
	2025 €	2024 €
Opening net book amount	6,069,715	6,037,844
Movement in investment in subsidiaries (Note 26)	95,620	31,871
Closing net book amount	**6,165,335**	**6,069,715**

The subsidiaries at 31 December are shown below:

Subsidiary	Country of incorporation	Class of shares held	Percentage of shares held by the Group	
			2025 %	2024 %
Computime Limited	Malta	Ordinary shares	**100**	100
Computime Software Limited	Malta	Ordinary shares	**100**	100
Computime Labs Ltd.	Malta	Ordinary shares	**100**	100

The percentage of shares held by the Group is held directly by Computime Holdings p.l.c.

9. Deferred tax

Deferred tax is calculated on all temporary differences under the liability method using the tax rate that is expected to apply to the period when the assets/liabilities are settled, based on the tax rates expected in the tax jurisdictions concerned. The principal tax rate used is 35% (2024: 35%), which is the effective tax rate for the Company's profits earned in Malta. The movement in deferred tax balances is analysed as follows:

	Group	
	2025	**2024**
	€	**€**
At beginning of year	**789,555**	**530,761**
Recognised directly in profit or loss:		
Deferred income taxes on temporary differences arising on depreciation of property, plant and equipment	(2,981)	(293)
Deferred income taxes on temporary differences arising on provisions	(16,515)	21,761
Deferred income taxes on temporary differences arising on unrealised differences on exchange	29,106	(11,549)
Deferred income taxes on temporary differences arising on right of use assets	(105,853)	40,449
Deferred income taxes on temporary differences arising on lease liabilities	111,954	(36,303)
Deferred income taxes on unabsorbed tax losses	2,022	1,662
Deferred tax on temporary differences arising from tax losses of the subsidiary	278,483	231,888
Deferred income taxes on temporary differences arising on share-based payment schemes (Note 26)	33,467	11,155
Unrecognised deferred tax in prior years	-	24
At end of year	**1,119,238**	**789,555**

10. Inventories

	Group	
	2025	**2024**
	€	**€**
Spares held for maintenance contracts	39,806	37,007
Finished goods and goods for resale	200,629	394,168
	240,435	**431,175**

11. Trade and other receivables

	Group		Company	
	2025 €	2024 €	2025 €	2024 €
Trade receivables	3,728,673	3,257,640	-	-
Amounts due from other related parties	368,478	459,350	1,055,000	130,000
Other receivables	5,889	188,091	-	-
Total financial assets	**4,103,040**	**3,905,081**	**1,055,000**	**130,000**
Other assets	448,394	345,863	-	-
Prepayments	243,523	171,408	-	-
	4,794,957	**4,422,352**	**1,055,000**	**130,000**
Current	4,522,347	4,058,872	1,055,000	130,000
Non-current	272,610	363,480	-	-
	4,794,957	**4,422,352**	**1,055,000**	**130,000**

Included in the ‘amounts due from other related parties’ are loans to key executives related to share options amounting to €363,478. The loan is interest-free and payable in equal instalments over five years. The remaining balance under ‘amounts due from other related parties’ is interest-free and repayable on demand. Details on the Company’s exposure to credit risk with respect to its trade and other receivables are disclosed in Note 4.1.

12. Cash and cash equivalents

For the purposes of the statements of financial position and cash flows, cash and cash equivalents comprise the following:

	Group		Company	
	2025 €	2024 €	2025 €	2024 €
Cash at bank and other intermediaries	6,815,316	4,855,512	749,212	946,840

13. Share capital

At 31 December 2025, the authorised share capital of the Company comprised 65,000,000 ordinary shares of a nominal value of €0.10c each.

	2025 €	2024 €
Issued and fully paid		
62,129,000 Ordinary shares of €0.10c each	6,212,900	6,212,900
	6,212,900	**6,212,900**

13. Share capital – continued

In terms of the Company's Memorandum and Articles of Association, all ordinary shares in the Company shall rank equally in all respects. Ordinary shareholders have one vote per share and are entitled to receive dividends as declared. A reconciliation of the number of shares at the beginning and end of the period is being presented:

	Ordinary Shares no.
Balance at 1 January 2024	**6,026,500**
Re-denomination from €1.00 to €0.10c per ordinary share	60,265,000
Issue of new shares in relation to ESIP	1,864,000
Balance at 31 December 2024	62,129,000
Balance at 31 December 2025	**62,129,000**

14. Other reserves

Group	General reserve €	Share-based payment reserve €	Total reserves €
At 1 January 2024	69,881	-	69,881
Equity-settled share-based payments	-	31,871	31,871
At 31 December 2024	**69,881**	**31,871**	**101,752**
At 1 January 2025	69,881	31,871	101,752
Equity-settled share-based payments	-	95,620	95,620
At 31 December 2025	**69,881**	**127,491**	**197,372**

15. Trade and other payables

	Group		Company	
	2025 €	2024 €	2025 €	2024 €
Current				
Trade payables	1,507,271	1,616,577	4,814	-
Amounts owed to other related parties	-	-	21,791	21,791
Other payables	23,768	21,845	-	-
Accruals	1,352,204	1,275,828	31,182	15,865
Total financial liabilities	**2,883,243**	**2,914,250**	**57,787**	**37,656**
Dividends payable	4,501	-	4,501	-
Indirect taxes and social security	1,055,270	724,461	-	-
	3,943,014	**3,638,711**	**62,288**	**37,656**

Amounts due to related parties are unsecured and interest free and repayable on demand.

16. Operating segments

(a) Operating segments

The Group is structured into three reportable segments, reflecting its core business activities as follows:

- *Business Software Division*

  The Business Software Division provides value-added reselling of global brands in the ERP (Enterprise Resource Planning), EAM (Enterprise Asset Management), and accounting software markets, as well as development of Artificial Intelligence ("AI") powered business applications.

- *Fintech Division*

  The Fintech Division provides Regulatory Technology (Reg Tech) which refers to the management of regulatory monitoring, reporting and compliance through technology, within highly regulated industries especially banking, finance and iGaming.

- *Systems Integration Division*

  The Systems Integration Division provides enterprise-level systems integration and ICT infrastructure projects including cyber-security solutions, and the design and implementation of IP networks and various server technologies.

Further details about these three business divisions can be found in the Directors' Report.

These segments are managed independently, as they offer distinct services and require specific operating and marketing strategies. The Group's Executive Team, acting as the Chief Operating Decision Maker ("CODM"), regularly reviews internal management reports based on these three segments to assess performance and allocate resources efficiently.

Segment performance is evaluated on the basis of revenue and profitability after allowing for segment-direct expenses and the allocation of corporate expenses across segments. The Group does not generate inter-segment revenue, and all revenue disclosed is derived from external customers.

The CODM does not assess segment assets or liabilities for performance evaluation or resource allocation. This is because the Group's capital structure, financing arrangements, and major asset investments are managed centrally at the corporate level rather than at the segment level. As a result, information on segments assets and liabilities is not used in internal management reporting for decision-making purposes. Accordingly, in line with IFRS 8.23, the Group is not presenting segment assets and liabilities in this disclosure note.

16. Operating segments – continued

(b) Segment information

Information about reportable segments:

	Systems Integration Division		Fintech Division		Business Software Division		Unallocated		Total	
	2025 €	2024 €	2025 €	2024 €	2025 €	2024 €	2025 €	2024 €	2025 €	2024 €
Revenue by service type:										
Software subscriptions and maintenance agreements	10,618,772	9,224,982	2,982,927	2,510,149	2,087,848	1,924,097	-	-	15,689,547	13,659,228
Sale of hardware and software (perpetual)	2,855,647	2,274,527	-	-	84,226	30,097	-	-	2,939,873	2,304,624
Professional Services	679,818	1,033,097	639,567	704,504	1,307,687	1,155,655	-	-	2,627,072	2,893,256
Total Revenue	**14,154,237**	**12,532,606**	**3,622,494**	**3,214,653**	**3,479,761**	**3,109,849**	**-**	**-**	**21,256,492**	**18,857,108**
Yearly growth (%)	12.9%	(4.8%)	12.7%	14.9%	11.9%	11.1%	-	-	12.7%	0.5%
Other Income	-	-	-	-	-	-	15,972	-	15,972	-
Information about profit or loss:										
Direct Costs	(9,013,826)	(8,040,264)	(536,524)	(291,647)	(987,351)	(952,683)	-	-	(10,537,701)	(9,284,594)
Professional fees	(93,310)	(107,023)	(51,725)	(51,157)	(213,855)	(135,637)	-	-	(358,890)	(293,817)
Employee benefit expenses / director emoluments	(3,024,330)	(2,631,431)	(1,139,612)	(1,174,321)	(1,519,152)	(1,336,047)	(479,008)	(517,005)	(6,162,102)	(5,658,804)
Depreciation	(37,726)	(29,940)	(13,117)	(14,485)	(13,529)	(14,799)	-	-	(64,372)	(59,224)
Amortisation of intangible assets	-	-	-	-	-	-	(69,788)	(32,588)	(69,788)	(32,588)
Share-based payments	-	-	-	-	-	-	(95,620)	(31,871)	(95,620)	(31,871)
Amortisation of right-of-use assets	-	-	-	-	-	-	(126,102)	(115,570)	(126,102)	(115,570)
Establishment costs	(132,598)	(126,194)	(42,228)	(46,249)	(49,624)	(54,008)	133,807	139,747	(90,643)	(86,704)
Marketing and business development	(59,697)	(69,656)	(106,592)	(130,250)	(28,344)	(16,114)	-	-	(194,633)	(216,020)
Insurance costs	(51,412)	(38,073)	(17,692)	(20,811)	(17,670)	(25,355)	-	-	(86,774)	(84,239)
Other administrative expenses	(208,381)	(193,883)	(43,554)	(34,584)	(54,038)	(45,391)	(2,761)	(56,030)	(308,734)	(329,888)
Impairment of receivables and bad debts	(18,213)	(65,485)	(7,774)	(7,821)	(6,520)	(10,379)	-	-	(32,507)	(83,685)
Finance costs	(667)	41,011	(284)	4,898	(238)	6,500	(61,802)	(98,196)	(62,991)	(45,787)
Profit before tax	**1,514,077**	**1,271,668**	**1,663,392**	**1,448,226**	**589,440**	**525,936**	**(685,302)**	**(711,513)**	**3,081,607**	**2,534,317**
Yearly growth (%)	19.1%	20.1%	14.9%	11.8%	12.1%	11.7%		-	21.6%	13.0%

16. **Operating segments** – continued

(c) Reconciliation of segment results and unallocated costs

In accordance with IFRS 8.28, the Group is required to reconcile the total profit or loss of its reportable segments to the consolidated profit before tax figure. For the years ended 31 December 2025 and 31 December 2024, the total segment profit before tax as presented in the operating segments note, fully reconciles with the consolidated profit before tax reported in the statement of comprehensive income. No adjustments or reclassifications were necessary, as segment results align directly with the Group's overall financial performance. Accordingly, a separate reconciliation table is not required.

Unallocated operating income and expenses mainly consist of certain employee benefit expenses, amortisation of right-of-use assets and intangible assets, finance costs related to leases, and other corporate administrative expenses that are not normally allocated across segments in internal reporting to the CODM. These unallocated costs have been presented in a separate column in the above segment information table. Consistency is applied over the years in terms of which categories remain unallocated.

(d) Geographical information

Group revenue is categorised by geographical segment, based on the location of the Group's customers. This provides insight into the regional distribution of revenue streams. Information about geographical segments:

	Systems Integration Division		FinTech Division		Business Software Division		Total	
	2025 €	2024 €	2025 €	2024 €	2025 €	2024 €	2025 €	2024 €
Revenue by geographical segment:								
Malta	13,347,188	12,112,343	2,570,715	2,349,583	2,941,547	2,721,627	18,859,450	17,183,553
Europe	571,457	153,372	399,285	436,235	3,382	21,261	974,124	610,868
Other	235,592	266,891	652,494	428,835	534,832	366,961	1,422,918	1,062,687
Total revenue	**14,154,237**	**12,532,606**	**3,622,494**	**3,214,653**	**3,479,761**	**3,109,849**	**21,256,492**	**18,857,108**
In % terms:								
Malta	94%	97%	71%	73%	85%	88%	88%	91%
Europe	4%	1%	11%	14%	0%	1%	5%	3%
Other	2%	2%	18%	13%	15%	11%	7%	6%

(e) Major customer disclosure

In accordance with IFRS 8.34, the Group is required to disclose information about major customers that account for 10% or more of the total revenue. The Group provides goods and services to various customers, including government entities. For the year ended 31 December 2025, although no single government entity contributed 10% or more of the Group's total revenue, the aggregate revenue from all government entities amounted to €3.8 million, representing 18% of total revenue. These revenues are primarily generated from the Systems Integration division. Apart from government-related revenues, no other single customer accounted for 10% or more of total revenue during the reporting period.

17. Revenue

The Group's revenue is analysed as follows:

	Group	
	2025 €	2024 €
Software subscriptions and maintenance agreements	15,689,547	13,659,228
Professional services	2,627,072	2,893,256
Sale of hardware and software (perpetual)	2,939,873	2,304,624
	21,256,492	**18,857,108**

The Group's revenue is further analysed as follows:

	Group	
	2025 €	2024 €
By timing of transfer of goods or services		
Over time	6,295,348	6,225,085
At a point in time	14,961,144	12,632,023
	21,256,492	**18,857,108**

The Group's policies with respect to revenue recognition including the timing of recognising performance obligations are disclosed in Note 2.18 to these consolidated financial statements. Contract assets and contract liabilities related to contracts with customers arise from the timing of recognition of these performance obligations. These are separately disclosed on the statement of financial position. The following are the amounts recognised as contract assets and liabilities at the end of the reporting periods presented:

	Group	
	2025 €	2024 €
Contract assets		
Contract assets relating to rendering of services	294,963	307,882
Contract assets relating to maintenance and support agreements	30,511	-
Contract assets relating to the sale of software and hardware	689,116	509,408
Provision for impairment of contract assets	(824)	4,577
	1,013,766	**821,867**
Contract liabilities		
Deferred revenue on rendering of services	164,617	145,047
Deferred revenue on maintenance and support agreements	1,505,186	1,388,989
Deferred revenue on sale of software and hardware	3,614,400	2,867,128
	5,284,203	**4,401,164**

The Group recognised an asset in relation to costs to fulfil long-term contract. This is presented under other assets within trade and other receivables (Note 11). The asset is amortised on a straight-line basis over the term of the specific contract it relates to, consistent with the pattern of recognition of the associated revenue.

18. Expenses by nature

	Group		Company	
	2025 €	2024 €	2025 €	2024 €
Purchases and other direct costs	10,537,701	9,284,594	-	-
Professional fees	358,890	293,817	35,949	14,871
Employee benefit expenses (Note 19)	6,002,669	5,315,442	-	-
Directors' emoluments (Note 19)	159,433	343,362	-	-
Depreciation of property, plant and equipment (Note 5)	64,372	59,224	-	-
Amortisation of intangible assets (Note 6)	69,788	32,588	-	-
Share-based payments (Notes 19 and 26)	95,620	31,871	-	-
Amortisation of right-of-use assets (Note 7)	126,102	115,570	-	-
Establishment costs	90,643	86,704	-	-
Marketing and business development	194,633	216,020	-	-
Insurance costs	86,774	84,239	-	-
Other administrative expenses	308,734	329,888	5,941	14,865
	18,095,359	**16,193,319**	**41,890**	**29,736**

Auditors' fees

Fees charged by the auditor for services rendered during the financial years ended 31 December 2025 and 2024 relate to the following:

	Group		Company	
	2025 €	2024 €	2025 €	2024 €
Annual statutory audit	40,000	35,000	10,200	9,000
	40,000	**35,000**	**10,200**	**9,000**

There were no non-audit services provided by the auditors during the reporting period.

19. Employee benefit expense

	Group	
	2025 €	2024 €
Wages and salaries	5,862,119	5,485,337
Employee training, recruitment and welfare expenses	299,983	173,467
Share-based payments (Note 26)	95,620	31,871
	6,257,722	**5,690,675**

19. **Employee benefit expense** – continued

The average number of persons employed during the year:

	Group	
	2025 **No.**	**2024** **No.**
Management, administrative and operating	**101**	99

20. Investment income

	Group		Company	
	2025 **€**	**2024** **€**	**2025** **€**	**2024** **€**
Dividends from subsidiaries	-	-	2,542,308	2,619,231
	-	**-**	**2,542,308**	**2,619,231**

21. Other income

	Group		Company	
	2025 **€**	**2024** **€**	**2025** **€**	**2024** **€**
Rental income	15,972	-	-	-
	15,972	**-**	**-**	**-**

22. Net finance cost

	Group		Company	
	2025 **€**	**2024** **€**	**2025** **€**	**2024** **€**
Bank charges	13,748	16,285	370	30
Differences on exchange	8,150	(6,578)	-	-
Lease interest expense (Note 7)	41,107	36,020	-	-
Bank interest expense	-	115	-	-
Interest receivable	(14)	(55)	-	-
	62,991	**45,787**	**370**	**30**

23. Tax expense

The tax expense for the year comprises the following:

	Group		Company	
	2025 €	2024 €	2025 €	2024 €
Current tax expense	776,161	603,006	592,308	444,231
Deferred tax income	(329,683)	(258,794)	-	-
	446,478	**344,212**	**592,308**	**444,231**

The tax on the Group's and the Company's results before tax differs from the theoretical amount that would arise using the basic tax rate as follows:

	Group		Company	
	2025 €	2024 €	2025 €	2024 €
Profit before tax	**3,081,607**	**2,534,317**	**2,500,048**	**2,589,465**
Tax on profit at 35%	1,078,562	887,011	875,017	906,313
Tax effect of:				
Expenses not deductible for tax purposes	30,262	23,196	14,791	10,418
Deductions on lease payments	(52,423)	(48,913)	-	-
Permanent differences on depreciation / amortisation of non-qualifying assets	44,136	40,449	-	-
Dividends taxed at source with a final tax	(3,198)	(8)	(297,500)	(472,500)
Deferred tax related to assets and liabilities arising from a single transaction	(6,100)	(4,145)	-	-
Unrecognised deferred tax in prior year	-	(22,949)	-	-
Income subject to tax credits	-	(33,222)	-	-
Difference in tax base of intangible asset	(640,036)	(497,204)	-	-
Non-taxable government grants	(9,777)	-	-	-
Under provision of tax in prior year	5,052	-	-	-
Other differences	-	(3)	-	-
Tax expense	**446,478**	**344,212**	**592,308**	**444,231**

The amount of €640,036 in the above reconciliation (2024: €497,204), explained as a 'difference in tax base of intangible asset' pertains to the tax impact of the deferred tax asset recognised at a Group level following an intra-group transfer of intellectual property rights in 2023 (Note 3).

24. Dividends

	Group		Company	
	2025 €	2024 €	2025 €	2024 €
Special one-off net dividend	-	800,000	-	800,000
Final net dividend for previous year	480,000	-	480,000	-
Interim net dividend for current year	725,000	1,200,000	725,000	1,200,000
Total net dividend	**1,205,000**	**2,000,000**	**1,205,000**	**2,000,000**
Net dividend per share	**0.019**	**0.032**	**0.019**	**0.032**

The directors propose that a final net dividend of €0.0294 per ordinary share be paid to ordinary shareholders in respect of the year ended 31 December 2025, consisting of:

- An interim net dividend of €725,000 (€0.0117 per share), representing a gross distribution of €900,000 already paid to shareholders on 31 October 2025; and

- A net dividend of €1,100,000 (€0.0177 per share), representing a gross distribution of €1,503,846 to all shareholders included in the register of the Company as at 10 June 2026, due for payment on or around 19 June 2026. This second payment was not included as a liability in the financial statements and, subject to the approval by the shareholders at the forthcoming Annual General Meeting, will be accounted for in the year ending 31 December 2026.

25. Earnings per share

Earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year. Furthermore, there are no instruments which could give rise to potential ordinary shares and have a dilutive effect, and therefore, only the basic earnings per share has been presented.

	Group	
	2025	2024
Profit attributable to equity holders of the Company (€)	2,635,129	2,190,105
Weighted average number of ordinary shares in issue (no.) (Note 13)	62,129,000	60,811,433
Earnings per share (€)	**0.042**	**0.036**

26. Share options

(a) Employee option plan

During the year ended 31 December 2024, in terms of an agreement dated 2 July 2024 between the Company and its subsidiaries, Computime Limited and Computime Software Limited, the Company granted options for employee shares to three executives of Computime Limited and one executive of Computime Software Limited (collectively referred to as "the subsidiaries"). This agreement, referred to as the Employee Share Incentive Plan ("ESIP"), aims to offer long-term incentives to these executives while fostering long-term benefits for the Group's shareholders.

The ESIP allocated 1,864,000 share options to be evenly distributed among the four executives of the Group, with an average exercise price of € 0.2925 per share, under the ESIP. In accordance with the ESIP, all four executives of the Group were granted the right to exercise their options and convert them into shares, however such shares cannot be sold on the open market for four years from the exercise date, and the participants are required to remain in employment with the Group for a minimum of four years from that date. Should the participants leave the Group before the four-year vesting period, they shall be obliged to pay an amount in cash to the Group equivalent to the difference between the IPO offer price and the option price.

The arrangement is such that the subsidiaries receive services in exchange for shares in the Company, and the Company has the obligation to deliver shares to the ESIP participants. Upon exercise, the Company has no legal or constructive obligation to repurchase or settle the options in cash. As a result, the share options are classified as equity-settled share-based payments and have been measured at the grant date fair value in accordance with *IFRS 2 Share-based payments* requirements. Due to the above-mentioned condition requiring the employees to remain in employment with the Group for four years subsequent to exercising the options, the expense is not recognised immediately but over a four-year period commencing from the grant date.

All the ESIP participants exercised their right to subscribe to the shares within the current financial year, becoming a shareholder of 466,000 shares each.

(b) Expenses arising from share-based payment transactions

Total expenses arising from the share-based payment transactions recognised by the Group during the period are:

	2025 €	2024 €
Share-based payments, equity-settled by parent company	95,620	31,871

The expense in the subsidiaries is recognised as an expense (Note 18) and since the subsidiaries have no obligation to compensate the parent for granting shares, the corresponding entry is credited to Other reserves as a capital contribution. On the other hand, the Company in its standalone financial statements records an investment in subsidiaries (Note 8) for an equivalent amount, with the corresponding entry being a credit to the share-based payment reserve (Note 14).

26. Share options – continued

(c) Fair value of options granted

The assessed fair value at the grant date of options granted during the year ended 31 December 2024 is €0.21 per option. The fair value at grant date is independently determined using an adjusted form of the Black-Scholes model that takes into account the exercise price, the term of the option, the impact of dilution (where material), the share price at grant date and expected price volatility of the underlying share, the risk-free interest rate for the term of the option and the correlations and volatilities of peer companies. The model inputs for options granted during the year ended 31 December 2024 included:

- Options vest over a 4-year period
- Exercise price (total for four employees): 1,864,000 share options at €0.2925 per share option
- Grant date: 13 August 2024
- Share price at grant date: €0.45
- Expected price volatility of the Group's shares: 22% (by relative standard deviation)
- Risk-free interest rate: 3.6% (yield on Malta Government stock as at grant date)

27. Related party transactions

Computime Holdings p.l.c. forms part of the Computime Group, which comprises Computime Holdings p.l.c. and its subsidiaries. All companies forming part of the Computime Group are related parties. Transactions between these companies would typically include management fees and other such items which are normally encountered in a group context. The following significant operating transactions, which were carried out principally with related parties forming part of the Computime Group, have a material effect on the operating results and financial position of the Company or the subsidiaries:

	2025 €	2024 €
Dividend income from subsidiaries:		
Net dividend paid by Computime Software Limited to Company.	1,950,000	2,175,000
Recharge of costs between subsidiaries, including management fees:		
Management fee charged by Computime Limited to Computime Software Limited.	632,000	710,000
Project costs and marketing costs recharged by Computime Limited to Computime Software Limited.	182,640	143,499
Invoicing of software and services, at arm's length, between subsidiaries:		
IP royalties charged by Computime Labs Ltd. to Computime Software Limited.	1,054,774	823,549
Transactions with key personnel:		
Loans provided by Computime Limited to executives in relation to share options program (Note 26).	-	340,763
Loan provided by Computime Software Limited to an executive in relation to share options program (Note 26).	-	113,588

Year-end balances with related parties, arising principally from the transactions referred to previously, are disclosed in Notes 11 and 15 to these financial statements. Key management personnel compensation, consisting of directors' remuneration, has been disclosed in Note 19.

28. Cash generated from/(used in) operations

Reconciliation of profit for the year to cash generated from/(used in) operations:

	Group		Company	
	2025	2024	2025	2024
	€	€	€	€
Operating profit/(loss) for the year	**3,128,626**	**2,580,104**	**(41,890)**	**(29,736)**
Adjustments for:				
Amortisation of intangible assets (Note 6)	69,847	32,588	-	-
Share-based payments (Note 26)	95,620	31,871	-	-
Depreciation of property, plant and equipment (Note 5)	64,371	59,224	-	-
Amortisation of right-of-use assets (Note 7)	126,102	115,570	-	-
Movement in provisions for impairment of receivables	(47,186)	62,176	-	-
Changes in working capital:				
Trade and other receivables	(416,291)	(283,760)	(925,000)	(125,000)
Contract assets	(191,899)	908,963	-	-
Trade and other payables	304,305	216,391	24,632	13,763
Contract liabilities	883,039	630,742	-	-
Inventories	190,740	(212,804)	-	-
Cash generated from / (used in) operations	**4,207,274**	**4,141,065**	**(942,258)**	**(140,973)**

29. EBITDA

Reconciliation of profit for the year to EBITDA (Earnings before Interest, Tax, Depreciation & Amortisation):

	Group	
	2025	2024
	€	€
Profit before tax for the year	**3,081,607**	**2,534,317**
Adjustments for:		
Depreciation of property, plant and equipment (Note 5)	64,371	59,224
Amortisation of intangible assets (Note 6)	69,847	32,588
Amortisation and interest expense of leases (Notes 7 and 23)	167,209	151,590
EBITDA for the year	**3,383,034**	**2,777,719**

30. Contingent liabilities

At the end of the reporting year, the Company has a contingent liability as a guarantor equivalent to €1,000,000 (2024: €1,000,000).

31. Events after the reporting period

There have been no events after the reporting date that require adjustment to or disclosure in these financial statements.

The directors have also considered recent geopolitical developments, including the ongoing conflict in the Middle East. Based on the information available at the date of approval of these financial statements, management has assessed that these developments have not had, and are not expected to have, a material impact on the Group's operations, financial position or performance. The directors and executive team will continue to monitor this situation.

32. Statutory information

Computime Holdings p.l.c. is a public limited liability company incorporated in Malta with its ordinary shares listed on the Malta Stock Exchange. Its registered address is at 170, Pater House, Psaila Street, Birkirkara BKR 9077, Malta. The Company is the parent company of the Computime group.

Independent auditor's report

To the shareholders of Computime Holdings p.l.c.

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Computime Holdings p.l.c. (the "Company") and of the Group of which it is the parent, which comprise the statements of financial position as at 31 December 2025, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and notes to the financial statements, including the material accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company and the Group as at 31 December 2025, and of their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU), and have been properly prepared in accordance with the requirements of the Companies Act, Cap. 386 (the "Act").

Our opinion is consistent with our additional report to the audit committee.

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 and the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements of the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act, Cap. 281 that are relevant to our audit of the financial statements in Malta. 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.

In conducting our audit, we have remained independent of the Company and the Group and have not provided any of the non-audit services prohibited by article 18A of the Accountancy Profession Act, Cap. 281.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment testing of goodwill in the consolidated financial statements

Key audit matter

Management is required by International Accounting Standard (IAS) 36, Impairment of Assets, to carry out an annual assessment to establish whether the Group's goodwill is carried at no more than its recoverable amount.

On the basis of its assessment for the current year, management concluded that the carrying amount of the Group's goodwill amounting to € 5.97 million was not impaired.

We focussed on this area because of the significance of the amount and because impairment testing involves complex and subjective judgements by the Directors about the future results of the relevant parts of the business. In addition, management's assessment process is based on significant assumptions, specifically the determination of the discount rate and cash flows projections used in determining the value-in-use of the cash-generating units over which the goodwill was allocated. The assumptions used by management are generally affected by expected future market and economic conditions.

How the key audit matter was addressed in our audit

We evaluated the suitability and appropriateness of the impairment methodology applied by management and engaged our internal valuation specialist resources to assess the reliability of the directors' forecasts and to challenge the methodology used and the underlying assumptions. We concluded that the parameters utilised were reasonable.

We communicated with management and those charged with governance and noted that they were able to provide satisfactory responses to our questions. We conclude that management's assessment on the carrying amount of goodwill as at 31 December 2025 to be recoverable and that there is no impairment in the value of the goodwill is correct.

Revenue recognition in the consolidated financial statements

Key audit matter

The Group's ordinary business activities, with the major sources being renewable software subscriptions, maintenance of software and hardware, and implementation of ICT infrastructural and systems integration solutions. The Group's disclosures on its revenue recognition policy is presented in note 2.18 to the consolidated financial statements.

We considered revenue recognition as key audit matter since it involves a significant volume of transactions, requires proper recognition principle and directly impacts the Group's profitability.

How the key audit matter was addressed in our audit

Our audit procedures to address the risk of material misstatement relating to revenue recognition included, among others, performing substantive analytical review procedures over revenues, contract testing and recalculation of contract assets and liabilities.

Impairment testing of investment in subsidiaries recognised in the financial statements of the Company

Key audit matter

The management is also required by IAS 36, Impairment of Assets, to carry out a review for any indication that the carrying amount of the investment in subsidiaries is not impaired.

On the basis of its review for the current year, management concluded that the carrying amount of the investment in subsidiaries amounting to € 6.17 million, was not impaired.

We considered impairment test of investment in subsidiaries as key audit matter because the amount is material to the Company's financial statements.

How the key audit matter was addressed in our audit

We evaluated the suitability and appropriateness of the impairment methodology applied by management and engaged our internal valuation specialist resources to assess the reliability of the directors' forecasts and to challenge the methodology used and the underlying assumptions. We concluded that the parameters utilised were reasonable.

We communicated with management and those charged with governance and noted that they were able to provide satisfactory responses to our questions. We also assessed the adequacy of the disclosures made in note 8 of the financial statements relating to investments including those regarding the key assumptions used in assessing its carrying amount. Those disclosures specifically explain that the directors have assessed the carrying amount of investments as at 31 December 2025 to be recoverable and that there is no impairment in the value of the investments.

Other information

The directors are responsible for the other information. The other information comprises (i) the Chairman's message (ii) the CEO's review, (iii) the Directors' report, (iv) the Corporate governance statement of compliance and (v) the Renumeration report which we obtained prior to the date of this auditor's report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information, including the Directors' report.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above 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 Article 177 of the Act.

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

- Non-financial statement in the Directors' report:
    - The Directors' report includes non-financial information in line with the requirements of paragraphs 8 and 11 of the Sixth Schedule to the Act. The proviso to sub-article 179(3) of the Act requires us to check whether such information is provided, but not to express any comment thereon.
- Information in the Directors' report other than the non-financial statement:
    - 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 Act.

In addition, and in light of the knowledge and understanding of the Company and the Group and their 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 that we obtained prior to the date of this auditor's report. We have nothing to report in this regard.

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

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS as adopted by the EU and are properly prepared in accordance with the provisions of the Act, 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 and the Group's ability to continue as a going concern, disclosing, as applicable, matters relating 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 have no realistic alternative but to do so. The directors are responsible for overseeing the Company's and the Group's financial reporting process.

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.

In terms of article 179A(4) of the Act, the scope of our audit does not include assurance on the future viability if the audited entity or on the efficiency or effectiveness with which the directors have conducted or will conduct the affairs of the entity.

As part of an audit in accordance with the 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 and Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and Group'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 or the Group 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.
- Obtain sufficient appropriate evidence regarding the financial information of the entities or business activities within the Group to express and opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with the relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefit of such communication.

Report on other legal and regulatory requirements

Report on compliance with the requirements of the European Single Electronic Format Regulatory Technical Standard (the "ESEF RTS"), by reference to Capital Markets Rule 5.55.6.

We have undertaken a reasonable assurance engagement in accordance with the requirements of Directive 6 issued by the Accountancy Board in terms of the Accountancy Profession Act (Cap. 281) - the Accountancy Profession (European Single Electronic Format) Assurance Directive (the "ESEF Directive 6") on the Report and Consolidated Financial Statements of Computime Holdings p.l.c. for the year ended 31 December 2025, entirely prepared in a single electronic reporting format.

Responsibilities of the directors

The directors are responsible for the preparation of the Report and Consolidated Financial Statements and the relevant mark-up requirements therein, by reference to Capital Markets Rule 5.56A, in accordance with the requirements of the ESEF RTS.

Our responsibilities

Our responsibility is to obtain reasonable assurance about whether the Report and Consolidated Financial Statements and the relevant electronic tagging therein, complies in all material respects with the ESEF RTS based on the evidence we have obtained. We conducted our reasonable assurance engagement in accordance with the requirements of ESEF Directive 6.

Our procedures included:

- Obtaining an understanding of the entity's financial reporting process, including the preparation of the Report and Consolidated Financial Statements, in accordance with the requirements of the ESEF RTS.
- Obtaining the Report and Consolidated Financial Statements and performing validations to determine whether the Report and Consolidated Financial Statements have been prepared in accordance with the requirements of the technical specifications of the ESEF RTS.
- Examining the information in the Report and Consolidated Financial Statements to determine whether all the required taggings therein have been applied and whether, in all material respects, they are in accordance with the requirements of the ESEF RTS.
- We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Report and Consolidated Financial Statements for the year ended 31 December 2025 has been prepared, in all material respects, in accordance with the requirements of the ESEF RTS.

Report on Corporate governance statement

The Capital Markets Rules issued by the Malta Financial Services Authority (MFSA) require the directors to prepare and include in their Annual Report a Corporate governance statement providing an explanation of the extent to which they have adopted the Code of Principles of Good Corporate Governance and the effective measures that they have taken to ensure compliance throughout the accounting period with those Principles.

The Capital Markets Rules also require us, as the auditor of the Company, to include a report on the Statement of Compliance prepared by the directors.

We read the Corporate governance statement and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements included in the Annual Report. Our responsibilities do not extend to considering whether this statement is consistent with any other information included in the Annual Report.

We are not required to, and we do not, consider whether the Board's statements on internal control included in the Corporate governance statement cover all risks and controls, or form an opinion on the effectiveness of the Company's corporate governance procedures or its risk and control procedures.

In our opinion, the Corporate governance statement has been properly prepared in accordance with the requirements of the Capital Markets Rules.

Other matters on which we are required to report by exception

We also have responsibilities

- under the 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 explanations we require for our audit
  - certain disclosures of directors' remuneration specified by law are not made in the financial statements, giving the required particulars in our report.

- in terms of Capital Markets Rules to review the statement made by the Directors that the business is a going concern together with supporting assumptions or qualifications as necessary.

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

Auditor tenure

We were first appointed as auditors of the Company and the Group on 3 February 2021 and therefore represents an engagement appointment of six years.

The Principal on the audit resulting in this independent auditor's report is Sharon Causon.

GRANT THORNTON

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Malta

15 April 2026