WRDNB Ltd

Pillar III Disclosures

For the Year Ended 31 December 2025

This document has been prepared, for information purposes only, by "WRDNB Ltd" (authorized and regulated by the Cyprus Securities and Exchange Commission under license number CIF 424/23 dated 20 February 2023). The information herein is provided at the date of this document according to Part Six of Regulation (EU) 2019/2033 of the European Parliament and of the Council of 27 November 2019 on the prudential requirements of investment firms and amending Regulations (EU) No 1093/2010, (EU) No 575/2013, (EU) No 600/2014 and (EU) No 806/2014.

The information contained in this document has been prepared on behalf of "WRDNB Ltd" by FINCAP Advisers, based solely on information received by the previous associates and outsourced service providers of "WRDNB Ltd".

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Abbreviation	Full description
BoD	Board of Directors
CAR	Capital Adequacy Ratio
CCR	Counterparty Credit Risk
CET1	Common Equity Tier 1
CIF	Cyprus Investment Firm
CIU	Collective Investment Undertaking
CRD IV	Capital Requirements Directive
CRR	Capital Requirements Regulation
EBA	European Banking Authority
ECB	European Central Bank
EMIR	European Market Infrastructure Regulation
ESMA	European Securities and Markets Authority
ESRB	European Systemic Risk Board
FATF	Financial Action Task Force
FOH	Fixed Overheads
GDPR	General Data Protection Regulation
IAS	International Accounting Standards
ICAAP	Internal Capital Adequacy Assessment Process
ICARA	Internal Capital Adequacy and Risk Assessment Process
ICF	Investors Compensation Fund
IFD	Investment firm Directive
IFR	Investment Firm Regulation
IFRS	International Financial Reporting Standards
IOM	Internal Operations Manual
MIFID II	Markets in Financial Instruments Directive 2014

OECD	Organisation for Economic Co-Operation and Development
OTC	Over the Counter
PRIIP	Packaged Retail and Insurance-based Investment Products
PSP	Payment Service Provider
RAG	Red-Amper-Green
RAS	Risk Appetite Statement
RBS-F	Risk Based Supervision Framework
RMF	Risk Management Framework
RWA	Risk Weighted Assets
SME	Small and Medium-sized Enterprise
CySEC	Cyprus Securities and Exchange Commission
ICT	Information Communication Technology

1. Introduction, Scope, and Purpose of the document

"WRDNB Ltd" (the "Company") was incorporated in Cyprus on 23 January 2021, as a private limited liability Company under the provisions of the Cyprus Companies Law, Cap. 113 with registration number HE 417464.

The Company is authorized and regulated by the Cyprus Securities and Exchange Commission ("CySEC" or the "Commission") under license number 424/23 for the conduct of designated investment business in the Republic of Cyprus. The Company is a Class 2 Cyprus Investment Firm ("CIF") and is required to hold €150,000 of initial capital set in accordance with Article 14 of Regulation (EU) 2019/2033 (the "Investment Firm Regulation" or "IFR") and Article 9 of EU Directive 2019/2034 ("the Investment Firm Directive" or "IFD"), as the latter has been harmonized with local legislation through the issuance of the Cyprus Law 165(I)/2021 for the Prudential Supervision of Investment Firms.

COMPANY'S INFORMATION	
CIF AUTHORIZATION DATE	20/02/2023
CIF LICENSE NUMBER	424/23
COMPANY REGISTRATION DATE	23/01/2021
COMPANY REGISTRATION NUMBER	HE 417464

Table 1: Company Information Summary

The Company's operating license from CySEC permits it to undertake regulated investment and ancillary services, as these are indicated in the table that follows and analyzed further below.

Investment Services

Explanations:	**1**	**2**	**3**	**4**	**5**	**6**	**7**	**8**	**9**	**10**	**11**
Reception and transmission of orders in relation to one or more financial instruments:	1,2,9										
Execution of orders on behalf of clients:	1,2,9										

Ancillary Services

	Explanations: 1 2 3 4 5 6 7 8 9 10 11
Safekeeping and administration of financial instruments, including custodianship and related services:	1,2,9
Granting credits or loans to one or more financial instruments, where the firm granting the credit or loan is involved in the transaction:	1,2,9
Foreign exchange services where these are connected to the provision of investment services:	
Investment research and financial analysis or other forms:	1,2,9

Table 2: License Information under CySEC Authorisation

Explanations:

Investment and Ancillary Service Code	Description
1	Transferable Securities
2	Money Market Instruments
3	Units in Collective Investment Undertakings
4	Options, Futures, Swaps, Forward Rate Agreements, and any other derivative contracts relating to securities, currencies, interest rates or yields, emission allowances or other derivatives instruments, financial indices or financial measures which may be settled physically or in cash
5	Options, futures, swaps, forwards and any other derivative contracts relating to commodities that must be settled in cash at the option of one of the parties other than by reason of default or other termination event
6	Options, futures, swaps, forwards and any other derivative contracts relating to commodities that can be physically settled provided they are traded on a regulated market, a MTF, or an OTF, except for wholesale energy products traded on an OTF that must be physically settled
7	Options, futures, swaps, forwards and any other derivative contracts relating to commodities that can be physically settled not otherwise mentioned in point 6 of this part and not being for commercial purposes, which have the characteristics of other derivative financial instruments
8	Derivative Instruments for transfer of credit risk
9	Financial Contracts for Differences
10	Options, Futures, Swaps, Forward Rate Agreements and any other derivative contracts related to climatic variables, freight rates or inflation rates or other official economic statistics that must or maybe settled in cash at the option of one of the

	parties, other than by reason of default or other termination event, as well as any other derivative contracts relating to assets, rights, obligations, indices and measures not otherwise mentioned in this part, which have the characteristics of other derivative financial instruments, having regard to whether, inter-alia they are traded on a regulated market, an OTF, or a MTF
11	Emission allowances consisting of any units recognized for compliance with the requirements of Directive 2003/87/EC

Table 3: Explanations of Investment and Ancillary Services Codes

1.1. Classification and Prudential Requirements

The Investment Firms Directive (EU) 2019/2034 ("IFD") and the Investment Firm Regulation, Regulation (EU) 2019/2033 ("IFR") entered into force on 26 July 2021 classifies investment firms, based on their activities, systemic importance, size and interconnectedness. Investment firms are classified as Class 1, 2 or 3 Investment Firms.

Class 1 Investment Firms are the largest and most interconnected investment firms, with risk profiles similar to those of significant credit institutions, have equal treatment with credit institutions in the sense of a level playing field accordingly and they will fall entirely under the Regulation EU) No 575/2013 ("CRR").

Investment Firms categorized as Class 2 and Class 3 have the most impact from the new prudential framework as, the capital requirements, reporting requirements and internal governance policies are subject to the provisions of IFR/IFD.

Cyprus Investment Firms ("CIFs" that meet all the below criteria are categorized as Class 3 Investment Firms, otherwise meeting the definition for "Small and non-interconnected investment firms", while when they exceed any of the following specific size thresholds, they are categorized as Class 2 Investment Firms.

No.	Metric	Thresholds
1.	Assets Under Management	<€1.2 billion
2.	Client orders handled – cash trades	< €100 million per day
3.	Client orders handled – derivative trades	<€1 billion per day
4.	Assets safeguarded and administered	zero
5.	Client money held	zero
6.	Daily Trading Flow	zero
7.	Net Position risk	zero
8.	On- and off-balance sheet total	< €100 million
9.	Total annual gross revenue from investment services and activities	< €30 million

Table 4: Threshold Criteria

Further to the above, the Company is categorized as a Class 2 Investment Firm since it does not meet all of the above criteria, and as such it should maintain own funds of at least the higher between the:

Permanent minimum capital requirement - The permanent minimum capital requirement of the Company is €150,000.

Fixed overhead requirements - The Fixed Overheads Requirement is calculated as one quarter (¼) of the previous year fixed expenses (based on audited figures).

K-Factors requirement - The new K-Factors are quantitative indicators that reflect the risk that the new prudential regime intends to address. Specifically, capital requirements from applying the K-factors formula (pursuant to Article 15 of the IFR) is the sum of Risk to Client (RtC), Risk to Market (RtM) and Risk to Firm (RtF) proxies.

1.2. Regulatory Framework

Since the implementation of the IFR/IFD26th on June 2021, the Company must abide by the prudential rules set by the IFR & IFD framework, which consists of EU Regulation 2019/2033 on the prudential requirements of investment firms ("Investment Firm Regulation" or "IFR") and EU Directive 2019/2034 on the prudential supervision of investment firms ("Investment Firm Directive" or "IFD"), as the latter has been harmonized into local legislation through the issuance of the Cyprus Law for the Prudential Supervision of Investment Firms (165(I)/2021). This framework addresses the prudential requirements for investment firms only, in order to avoid disproportionate administrative burden on this category. Also, the IFR permits a transitional period of five years from initial implementation, to help investment firms adjust gradually to the new risk quantification methodologies, where this is deemed necessary.

Based on the relevant provisions of the IFR & IFD framework, the Company qualifies as a Class 2 CIF and is required to hold €150,000 of initial capital, as per Article 14 of the IFR and Article 9 of the IFD.

1.2.1. The Three Pillars

The IFR & IFD framework consists of three Pillars which are used to regulate, supervise and improve the risk management of firms in the financial services industry. The three Pillars and their applicability to the Company are summarised below:

Pillar I – Minimum Capital Requirements – ensures that the Company always maintains a sufficient amount of capital above the minimum requirement in relation to certain key risks, as calculated using prescribed methods.

Pillar II – Internal Capital Adequacy and Risk Assessment ("ICARA") Process and Supervisory Review and Evaluation Process ("SREP") – ensures that the Company and its supervisor, CySEC, actively assess, control and mitigate the various risks that the Company faces.

Pillar III – Market Discipline – ensures the promotion of market discipline through the disclosure of the Company's regulatory requirements, risk management and risk governance policies and procedures, allowing market participants to view and compare meaningful information relating to the Company and its peers.

1.3. Pillar III Disclosures Policy

In accordance with Part Six of the IFR, which was introduced in June 2021, the Company is required to disclose information relating to its risk exposure and management, capital structure, capital adequacy as well as the most important characteristics of the Company's corporate governance including its

remuneration system. The aim of this report is to promote market discipline and to improve transparency of market participants.

The Company is making the disclosures on a solo basis as it does not fall under the scope of prudential consolidation based on the provisions of Article 7 of the IFR. The Company also prepares its Financial Statements on an individual (solo) basis, in accordance with the International Financial Reporting Standards ("IFRS").

This document is updated and published annually; it will, however, be published more frequently if there are significant changes to the business (such as changes to the scale of operations, range of activities, etc.). The date of this document is 30 of April 2026 as per audited Accounts. Where "reference date" is mentioned, this refers to 31 December 2025. Unless stated otherwise, all amounts are in thousands of Euros ("€" or "EUR").

The Company's Pillar III disclosures are published on the Company's website. The link will be available upon commencing operations following approval by CySEC.

1.4. Geopolitical Developments

On 1 January 2026, Bulgaria joined the euro area, by adopting the Euro as its national currency. According to an official European Economic Forecast report "The EU economy continues to generate modest growth amidst a rapidly shifting geopolitical and geoeconomic environment, which is further complicated by emerging domestic challenges. The global trade landscape has continued to evolve, significantly influenced by changes in US trade policy and response measures from other countries. Meanwhile, geopolitical tensions remain high, as evidenced by Russia's protracted war in Ukraine and threats to other countries, while the October Gaza peace plan offers a glimmer of hope for regional stability in the Middle East. Fiscal policy trajectories in the EU reflect rising defence spending needs, but they are surrounded by domestic political uncertainties in some Member States. Additionally, the approaching conclusion of the Recovery and Resilience Facility in August 2026 presents challenges for Member States in accelerating the effective implementation of their RRPs and increasing the use of cohesion funds in 2027, particularly in Member States where investment relies heavily on EU support".

The World Bank reports that "After exceeding expectations last year, global growth is forecast to edge down in 2026, with the slowdown partly reflecting the rise in trade barriers and elevated policy uncertainty. Oil prices are projected to soften alongside decelerating demand and increasing oil supply from the Organization of the Petroleum Exporting Countries and other affiliated oil producers (OPEC+). The drag on global growth from trade tensions is being partly offset by easier global financial conditions due to strong risk appetite. As a result, global growth this year is expected to be stronger relative to previous projections. Following the pandemic, an uneven and incomplete global economic recovery has left per capita incomes in many vulnerable EMDEs, particularly low-income countries and economies facing fragile and conflict situations, below pre-pandemic levels. In all, global growth is estimated to have averaged 2.7 percent in 2025, 0.4 percentage point above June projections, in part as a result of stronger than-expected growth in major economies. As supportive factors fade, growth is forecast to edge down to

2.6 percent in 2026, driven by a notable slowdown in demand for traded goods and softening domestic demand in many major economies.''.

Based on the review performed, the CIF is not significantly exposed to macroeconomic risk during the reporting period, given its inactive status and the absence of business activities. An impact on business operations from a new deterioration of economic environment in the medium and longer term cannot be ruled out, however, this scenario is still distant. The CIF will continue close monitoring of its macro risk as this could increase substantially. The organization capability development challenge is likely to be exacerbated in coming years by continued geopolitical volatility, social issues, global economy changes after the pandemic, overall market instability, and demographic shifts.

The most significant risks in 2025 continue to be driven by a series of interconnected dynamics that are amplifying volatility in global markets. Key factors include the ongoing war in Gaza, Russia's prolonged invasion of Ukraine, and intensified U.S.-China competition. Additionally, the rise of technological and economic decoupling between major global powers, evolving energy crises, and the global impact of climate-related disasters are further contributing to geopolitical instability. These events are accelerating structural changes in the global geopolitical landscape. The CIF has taken all necessary measures to remain compliant with the applicable sanctions.

The CIF has taken all necessary measures to comply with the applicable sanctions and adapt to the evolving geopolitical landscape. The CIF recognizes that certain external global trends could have a significant impact on its operating and strategic environment. These global trends encompass significant political, economic, social, environmental and technological changes which could evolve rapidly, changing the context in which CIF operates.

Another global trend that emerged is one of the more intriguing financial trends that gained steam last year, and this was the de-dollarization movement. This is an effort by a growing number of countries to reduce the role of the U.S. dollar in international trade. Countries like India, China, Brazil, Malaysia and Bolivia, among others, are seeking to set up trade channels using currencies other than the dollar. With so much of the world economy reshaping itself in the post-pandemic landscape and the geopolitical conflicts that erupted lately, the reserve status of the U.S. dollar is called into question, even though it is still the dominant currency and is not expected to lose this status in the very near future.

The management is continuously monitoring the developments and is ready to proceed with remedial actions where necessary. The company is currently unaffected by the developments, nevertheless, as these global trends have an effect on all companies and industries worldwide, the company will remain alert to be proactive. As at the date of this report, the Company has not experienced any disruption in their operations and has evaluated contingency plans to avoid any disruptions in the foreseeable future. However, there is currently a wide range of uncertainty associated with the crisis' possible outcomes and the economic impact depends on variables that are difficult to predict.

2. Governance and Risk Management

Implementing a high-performance and efficient risk management structure is a critical undertaking for the Company, in all businesses, markets and regions in which it operates, as are maintaining a strong risk culture and promoting good corporate governance. The Company's risk management supervised at the highest level is compliant with the regulations enforced by CySEC and the European regulatory framework.

The risk management and internal control systems are embedded in the operations of the Company and can respond quickly to evolving business risks, whether they arise from factors within the Company or from changes in the business environment.

Taking into consideration that, based on its assessment and in accordance with the provisions of CySEC Circular C487, the Company was not considered a "Significant CIF" for the year ended 31 December 2025, the establishment of a Nomination or a Remuneration Committee was not deemed necessary at the present stage. The Company nevertheless maintains a Risk Management Committee, as indicated in the organizational structure provided below.

2.1. Organizational Structure

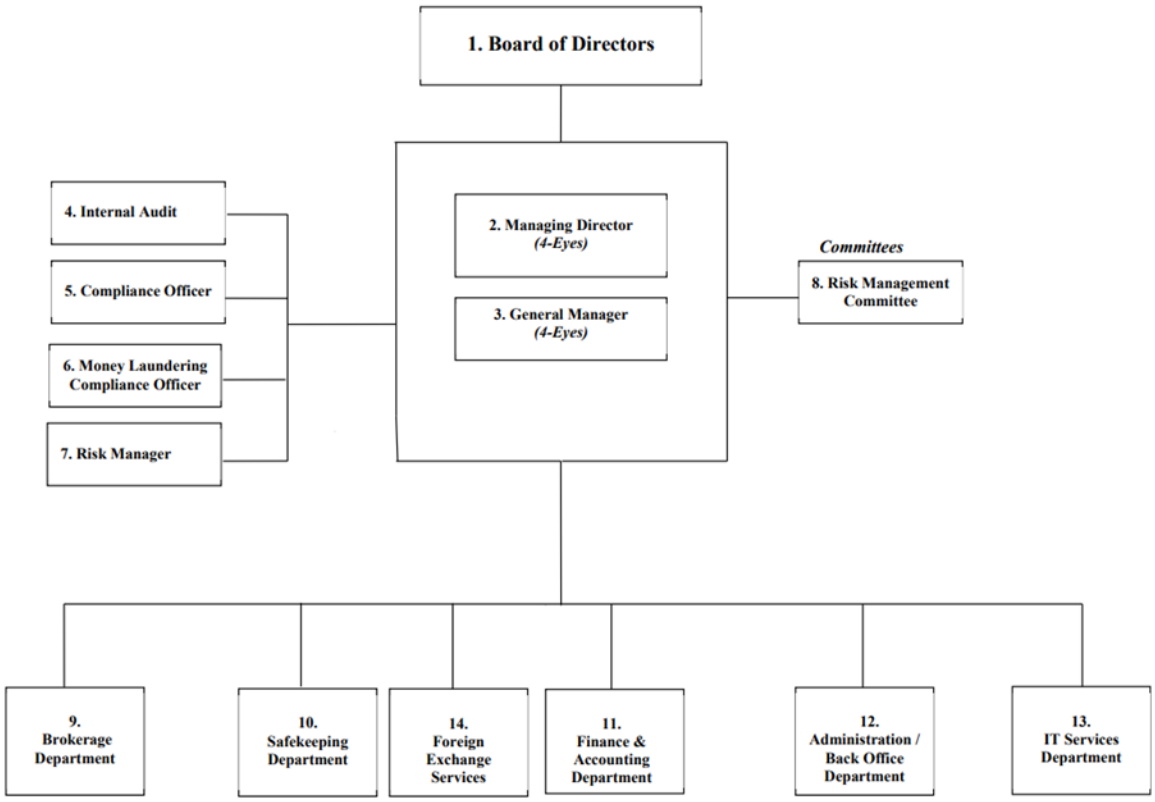

Figure 1: Organizational Structure

2.2. The Board of Directors

The Company's Board of Directors (the "Board") has the overall responsibility for the establishment and oversight of the Company's Risk Management Framework. The Board satisfies itself that financial controls and risk management systems are robust. As a note, the company is focused on a restructuring process

and in December 2025 an application for a change of Directors has been filed and the proposed changes are expected to be approved by CySEC in early 2026.

The Company has in place the Internal Operations Manual ("IOM") which lays down the activities, processes, duties and responsibilities of its Board, Committees, Senior Management and staff.

The Company implements and maintains adequate risk management policies and procedures which identify the risks relating to its activities, processes and systems, and where appropriate, set the level of risk tolerated by the Company. The Company adopts effective arrangements, processes and systems, in light of that level of risk tolerance, where applicable.

The Board is required to assess and review the effectiveness of the policies, arrangements and procedures put in place for the Company to comply with its obligations under the Law, as subsequently amended or replaced, as well as the relevant CySEC Laws, Directives and IFR, and to take appropriate measures to address any deficiencies. In particular, when managing and/or assessing risks, the responsibilities of the Board of Directors and Senior Management can be summarized as follows:

- Ensure that the Company always complies with its obligations under primary and secondary legislation.
- The Board ensures that the Management Body defines, oversees and is accountable for the implementation of the governance arrangements that ensure effective and prudent management of the Company, including the segregation of duties in the Company and the prevention of conflicts of interest, in a manner that safeguards the integrity of the market and interest of Clients.
- Have the overall responsibility for the Company and approve and oversee the implementation of the Company's strategic objectives, risk strategy and internal governance.
- Ensure that it receives on a frequent basis, and at least annually, written reports regarding Internal Audit, Compliance, Money Laundering & Terrorist Financing, Risk Management and ICARA issues, indicating whether the appropriate remedial measures and/or recovery actions are taken in the event of any deficiencies.
- Review the process of disclosure and announcements and are responsible for providing effective supervision over the Senior Management.
- Monitoring the internal control mechanisms of the Company to enable prevention of activities outside the scope and strategy of the Company and of any unlawful transactions and ensuring the identification of risks and the timely and adequate flow of information.

On 31 December 2025, the Board of Directors of the Company comprised of one Non-Executive Director (UBO), as there was a cease of operations and resignations of all other board members:

Name	Position
Mr. Csaba Turcsányi	Non-Executive Director

Table 5: Board of Directors 2025

As mentioned above, the company is appointing a new board of Directors, keeping Mr. Csaba Turcsányi as a Non-Executive director. Two more executives and 2 more Independent Non-Executives will be added to form a proper board of directors.

2.3. Diversity Policy for the Selection of Members of the Management Body

The Company recognizes the value of a diverse and skilled workforce and management body, which includes and makes use of differences in age, skills, experience, background, race and gender between them. A balance of these differences will be considered when determining the optimum composition and achieving a variety of views and experiences and facilitating independent opinions and sound decision making within the Board. The Company is committed to encouraging equality and diversity among its workforce and eliminating unlawful discrimination.

The Company, in providing its services, is also committed against unlawful discrimination against customers or the public.

Diversity is increasingly seen as an asset to organizations and linked to better economic performance. It is an integral part of how the Company does business and imperative to commercial success.

The Company is committed to creating and maintaining an inclusive and collaborative workplace culture that will provide sustainability for the organization in the future. This is also documented as best practices in the Corporate Governance Code of many EU countries.

Even though there is no written diversity policy, the diversity code and ethics is fully supported by Senior Management.

2.4. Directorships held by Members of the Management Body

All members of the Board should dedicate sufficient time to perform their duties on behalf of the company. The number of directorships which may be held by a member of the Board at the same time shall consider individual circumstances and the nature, scale and complexity of the Company's activities. In accordance with Section 9(4) of the Law, unless representing the Republic, members of the Board of a CIF that is significant in terms of its size, internal organization and the nature, the scope and the complexity of its activities shall not hold more than one of the following combinations of directorships at the same time:

- one executive directorship with two non-executive directorships
- four non-executive directorships.

As previously mentioned, based on its internal assessment in relation to the conditions triggering "significance" under the Law as per CySEC Circular C487, the Company did not consider itself to be a Significant CIF for the year ended 31st of December 2025.

The table below provides the number of directorships each member of the management body of the Company holds at the same time in other entities (including the directorship in the company and its related entities that belong to the same group) as at the time of preparation of this Report. Directorships in organizations which do not pursue predominantly commercial objectives, such as non-profit-making or charitable organizations, are not considered for the purposes of the below. Executive or non-executive directorships held within the same group, are considered as a single directorship.

No.	Name	Position in the Company	Executive Directorships	Non-Executive Directorships
1.	Mr. Csaba Turcsányi	Non-Executive Director	-	1

*Table 6: Number of directorships held by Members of the Management Body**

The information in this table is based only on representations made by the Company's directors at the time of preparation of the report.

2.5. Committees

The Board has a Risk Management Committee to oversee on behalf of the Board all matters relating to risk management and regulatory compliance. The Risk Management Committee's arrangements put in place are proportionate to the size, complexity and the risk profile of the Company. The Committee acts independently from the management of the Company.

The Committee, inter alia, scrutinizes and decides on various risks inherent in the operation of the Company, with the view to formulating internal policies and measure the performance of the said policies in dealing with the risks associated with the operation of the Company. Moreover, the Committee reviews the risk management procedures in place (monitors and controls the Risk Manager in the performance of his/her duties and the effectiveness of the Risk Management Department).

The Risk Management function operates independently and monitors the adequacy and effectiveness of policies and procedures, and the level of compliance with those policies and procedures, in order to identify deficiencies and rectify. The Risk Management Committee is responsible for monitoring and controlling the Risk Manager in the performance of his/her duties.

All members of the Committee must have appropriate knowledge, skills and expertise to fully understand and monitor the risk strategy, risk appetite, risk management policies and risk management practices of the Company. The Committee meets at least quarterly, unless the circumstances require extraordinary meetings. Extraordinary meetings can be called by any member of the Committee, as well as by the Risk Manager. During 2025 the Risk Management Committee convened four times.

The main responsibilities of the Risk Management Committee are as follows:

- To ensure that all material risks are identified, measured and properly reported.
- To scrutinize and decide on various risks associated with the operation of the Company with the view to increase the awareness of, formulate internal policies and measure the performance of the said policies in dealing with the risks associated with the operation of the Company.
- To review the risk management procedures in place.
- To review, discuss, elaborate and amend, if necessary, the ICARA of the Company, at least on a yearly basis, prior to the approval of the Board.
- To monitor and control the Risk Manager in the performance of his/her duties and the effectiveness of the Risk Management Department.
- To ensure that the Company has a clear policy in respect of the assumption, follow-up, and management of risks, duly notified to all interested parties or organizational units of the Company.
- To consider, to the extent possible, risk factors affecting costs, the price at which competitors offer the same services, and the cost-benefit ratio for each service, and verify that such information is

utilized by the Risk Management Department in the carrying out of their duties, specifically with respect to Liquidity risk and Market risk, and review the policies of the Risk Management Department.

- To ensure that the Board of Directors' instructions on the Company's overall current and future risk appetite and strategy are followed, and to assist the Board of Directors in overseeing the implementation of that strategy by senior management.
- To review the Company's Product Governance Policy.

2.6. Risk Management

The Company's operations are regulated by CySEC with supervision focused on licensing, capital adequacy, risk concentration, conduct of business as well as organizational and reporting requirements. For the proper development of the risk function, the Company implemented and upgrades on a frequent basis a strong governance policy in order to ensure that all risk decisions taken are appropriate and efficient and that they are effectively controlled within the established risk appetite framework. In order to ensure adequate oversight, the Company utilises the generally accepted industry standard "Three lines model" approach to its risk management framework and processes. This approach creates clarity with regards to roles and responsibility related to risk ownership, oversight, and the management of Company's risk exposures.

- **First line – Managing Risk:** It includes any business and supporting functions of an entity that generate exposure to a risk through the provision of Products/Services to clients. It actively deals and manages risks as part of the daily business operations and putting the necessary controls in place so that these remain within the approved appetite risk. Risk owners are fully responsible and accountable for the ongoing management of such risks that arise.
- **Second line – Risk Function & Compliance:** Introduces best practises and ensures compliance as part of the second line, while the risk function is responsible to ensure that all risks are under control, independent expert opinions on the risks that the Company is exposed and on the way that they are mitigated, monitoring and challenge the risk management activities performed in the "first line". In general, these functions are responsible for ensuring that all the risks are managed in accordance with the risk appetite defined by the Senior Management and approved by the BoD. They must also provide guidance, advice, and independent opinion in all key risk-related matters.
- **Third line – Internal Audit:** It regularly assesses policies, methods and procedures and provide independent assurances to the BoD that the overall internal control environment is effective and that all policies, methods and procedures are consistently applied throughout the Company.

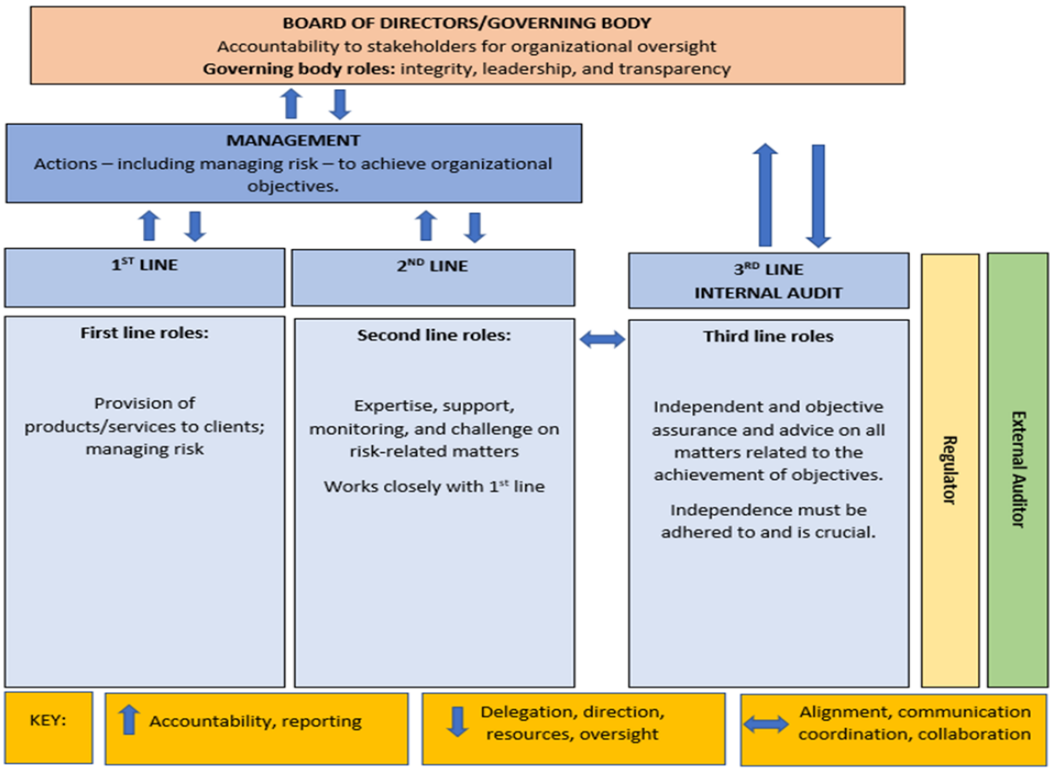

Figure 2: Three Lines Model

2.6.1. Risk Management Framework and Policy

Managing risk effectively in a rapidly changing risk environment requires a strong risk management culture. As a result, the Company has established an effective risk oversight structure and the necessary internal organizational controls to ensure that it:

- Undertakes adequate risk identification and management
- Establishes the necessary policies and procedures
- Sets and monitors relevant limits, and
- Complies with applicable legislation.

The Board meets on a regular basis and receives updates on risk and regulatory capital matters from management. The Board reviews regularly (at least annually) written reports concerning compliance, risk management and internal audit policies, procedures and work, as well as the Company's risk management policies and procedures as implemented by Management.

As part of its business activities, the Company faces a variety of risks, the most significant of which are described further below. The Company holds regulatory capital against three all- encompassing main types of risk: Risk to Client, Risk to Market and Risk to Firm.

The Risk Management Manual forms part of the Company's internal control and corporate governance arrangements. It explains the Company's underlying procedures with respect to risk management and

documents the roles and responsibilities of the Risk Management Committee, the Risk Manager and other key parties. It also outlines key aspects of the risk management process and identifies the main reporting procedures. In addition, it describes the process followed by the Risk Management Committee, in order to evaluate the effectiveness of the Company's internal control procedures.

Processes and mechanisms are in place to manage the risks, with special consideration to risks arising from the operations of the brokerage departments in the process of the Reception and Transmission of Client orders, the Execution of Clients' orders and Trading on the Company's behalf.

2.6.2. Risk Appetite Statement

The Company defines Risk Appetite as the level of risk, by type and by business that the Company is prepared to incur given its strategic targets. Risk Appetite is defined using both quantitative and qualitative criteria and covers all risks, both on-Balance Sheet and off-Balance Sheet.

An effective risk appetite statement is empowering in that it enables the decisive accumulation of risk in line with the strategic objectives of the Company, while giving the Board and management confidence to avoid risks that are not in line with the strategic objectives.

The Company has established a robust Risk Appetite Framework, approved and overseen by the Board of Directors, in accordance with the governance and risk management requirements set out under the Investment Firms Directive (IFD). The Framework articulates the level and types of risk that the Company is willing to accept in the pursuit of its strategic objectives, considering its business model, organizational structure and regulatory obligations under the Investment Firms Regulation (IFR).

As a Class 2 investment firm, the Company's Risk Appetite Framework is designed to support compliance with the IFR prudential regime, including the determination of own funds requirements through the application of the K-FACTOR methodology, which captures the Firm's risk to clients (RtC), risk to market (RtM) and risk to the Firm itself (RtF).

The Board expresses the Company's risk appetite through a number of key qualitative and quantitative measures, structured across the following principal risk categories:

Risk Area	Risk Types
Financial	Credit Risk Market Risk Liquidity Risk
Reputational	Conduct Risk Customer Risk Regulatory Risk External reputational Risk
Operational and Personnel	The risk associated with the failure of key processes or systems and the risks of not having the right quality and quantity of people to operate those processes

Table 7: Risk Appetite Areas

The Risk Appetite Framework considers earnings sensitivities to business cycles and credit, market and operational events. The Risk Appetite is one of the strategic oversight tools available to the Management

bodies. It underpins the budgeting process and draws on the ICARA, which is also used to ensure capital adequacy under stressed economic scenarios.

Furthermore, the positioning of the business in terms of risk/return ratio as well as the Company's risk profile by type of risk will be analysed and approved by the BoD. The Company's risk appetite strategy will be implemented by the Senior Management in collaboration with the BoD and applied by all divisions through an appropriate operational steering system for risks, covering:

- Governance (decision-making, management, and supervisory bodies)
- Management (identification of risk areas, authorisation and risk-taking processes, risk management policies using limits and guidelines, resource management)
- Supervision (budgetary monitoring, reporting, leading risk indicators, permanent controls, and internal audits)

Essential indicators for determining the Risk Appetite and their adaptations will be regularly supervised over the year to detect any events that may result in unfavourable developments on the Company's risk profile. Such events may give rise to remedial action, up to the deployment of the recovery plan in the most severe cases.

Indicator	Normal 1	Early Warning 2	Trigger 3
Minimum Own Fund Requirement	≥€180k	<€180k	€150k
Common Equity Tier 1 (CET1) Ratio	>100%	<75%	56%
AT1 Capital Ratio (CET1+AT1)	>120%	<100%	75%
Total Capital Ratio (CET1+AT1+T2)	>120%	<120%	100%
Liquid Assets	>€12k	<€12k	€10k

Table 8: Risk Appetite Thresholds

Notes

- The level of the indicator is within the acceptable limits as per the Company's risk appetite.
- The Company should take proactive actions to ensure that the level of the indicator will remain above the acceptable limits.
- The level of the indicator falls below the acceptable limits and as such the Company should proceed with the required actions to restore the level of the said indicator to the normal predefined levels.
- Additional own funds requirement and 1.50% as per the paragraph 18 of the Law 20(I)/2016 have been taken into consideration for Normal and Warning thresholds.

The Risk Appetite framework has been designed to create links to the Company's strategic long-term plan, capital planning and risk management framework. The Board approves the Company's corporate strategy, business plans, budget, long term plan and ICARA. The Company employs mitigation techniques defined within the Company's policies, to ensure risks are managed within Risk Appetite.

The Company's Management believes that it is taking all the necessary measures to maintain the viability of the Company and the smooth conduct of its operations in the current business and economic environment. Management has considered the unique circumstances and the risk exposures of the Company and has concluded that there is no significant impact on the Company's profitability position.

2.6.3. Risk Culture

Risk culture is a critical element in the Company's risk management framework and procedures. Management considers risk awareness and risk culture within the Company as an important part of the effective risk management process. Ethical behavior is a key component of a strong risk culture, and its importance is also continuously emphasized by the management.

The Company is committed to embedding a strong risk culture throughout the business, where everyone understands the risks, they personally manage and are empowered and qualified to take accountability for them.

The Company embraces a culture where each of the business areas is encouraged to take risk-based decisions, while knowing when to escalate or seeking advice.

2.7. Risk Management Function

The Company operates a dedicated Risk Management function/department under which the Risk Manager is responsible for implementing the Risk Management Policy, as this is set by the Board of Directors and the Risk Management Committee, ensuring that this is properly followed under the supervision and control of the said Committee.

The major objectives of the Risk Manager are the following:

- Reviewing the risk management policies and procedures implemented and maintained by the Company which identify the risks relating to the Company's activities, processes and systems and where appropriate, set the level of risk tolerated by the Company.
- Reviewing the arrangements, processes and mechanisms adopted by the Company to manage the risks relating to the Company's activities, processes and systems, in light of that level of risk tolerance.
- Monitoring the adequacy and effectiveness of the Company's risk management policies and procedures.
- Monitoring the level of compliance by the Company and its relevant persons with the arrangements, processes and mechanisms adopted.
- Monitoring the adequacy and effectiveness of measures taken to address any deficiencies in those policies, procedures, arrangements, processes and mechanisms, including failures by the relevant persons of the Company to comply with such arrangements processes and mechanisms or follow such policies and procedures.
- Ensuring that the risk management function operates independently, in accordance to the nature, scale and complexity of the Company's business.
- Preparing and submitting an annual report to the BoD and the governing body, which would give an opinion on the adequacy and effectiveness of the measures and procedures designed by the Company in order to detect any risk of failure complying with its obligations.
- Preparing an annual risk management plan which will set up the objectives and work programme to be performed throughout the year that will determine the focus of the monitoring and will include a risk assessment of the Company.
- Maintaining risk register, identification and reporting to the BoD and Senior Management.
- Preparing the Pillar III Disclosures.
- Reviewing and updating the Internal Capital Adequacy and Risk Assessment (ICARA) report.
- Educating and training the Company's personnel of risk-related issues.

The Risk Management function/department is tasked with the following duties and responsibilities:

- Implementing policies on risk management and internal control.
- Identifying and evaluating the fundamental risks faced by the Company for consideration by the Risk Management Committee.
- Providing adequate information on a timely manner to the Risk Management Committee on the status of risks and controls.
- Providing reports to the Risk Management Committee and the Managing Director/General Manager, with details of the Company's total exposure across all instruments. These reports include information about clients' positions and the positions opened by the Company as part of its hedging activity.
- Undertaking reviews on the effectiveness of the system of internal control and providing a report to the Risk Management Committee.
- Providing training for relevant employees.

2.8. Compliance Function

The Board ensures regulatory compliance through a comprehensive and proactive compliance strategy. To this end, the Board appoints a Compliance Officer to establish, implement and maintain adequate and effective policies and procedures, as well as appropriate systems and controls designed to detect any risk of failure by the Company to comply with its obligations. Further to this, the Compliance Officer is responsible for putting in place adequate measures and procedures designed to minimize such risk and enable the competent authorities to exercise their powers effectively. The Compliance Officer reports to the Board of the Company.

The Compliance Officer is independent and has the necessary authority, resources, expertise and access to all relevant information.

The major objectives of the Compliance officer are:

- Liaising with all relevant business and support areas within the Company.
- Monitoring and assessing the level of Compliance risk that the Company faces, taking into account the investment and ancillary services provided, as well as the scope of financial instruments traded and distributed.
- Monitoring the adequacy and effectiveness of the measures and procedures of the Company.
- Advising and assisting the relevant persons responsible for carrying out the investment services to be in compliance with the applicable laws.
- Keeping records for all its activities performed.
- Advising on the implementation of the procedures and measures described in the Company's Manual.
- Following up on compliance audits/checks, coordinating implementation of agreed corrective measures.
- Controlling the calendar of regulatory filings and submissions, ensuring all deadlines are met.
- Ensuring that employees of the Company attend training sessions on compliance with applicable laws, rules and regulations.
- Maintaining and updating internal policies and procedures of the firm that deal with compliance matters.

2.9. Anti-Money Laundering Compliance Function

The Board retains a person to the position of the Company's Anti-Money Laundering Compliance Officer (hereinafter the "AMLCO") to whom the Company's employees report their knowledge or suspicion of transactions involving money laundering and terrorist financing ("TF"). The AMLCO belongs to the higher hierarchical levels of the Company so as to command the necessary authority.

The AMLCO leads the Company's anti-money laundering compliance procedures and processes and reports to the Senior Management and the Board of the Company.

The main responsibilities of the AMLCO include:

- Improving the mechanisms used by the Company for counteraction of legalization (laundering) of criminally earned income.
- Decreasing the probability of appearance among the Customers of the Company of any persons/organizations engaged in illegal activity and/or related with such persons/organizations.
- Preparing/updating the risk management and procedures manual to deal, inter alia, with cases which could be related to money laundering and terrorist financing (hereinafter, the "AML Manual").
- Receiving information from the Company's employees which are considered to have knowledge or suspicion of money laundering or terrorist financing activities.
- Providing advice and guidance to the employees of the Company on subjects related to money laundering and terrorist financing.
- Minimizing the risk of involvement of the Company in any unintended holding and realization of operations with any funds received from any illegal activity or used for its financing.
- Ensuring compliance with anti-money laundering laws and directives issued by CySEC as well as identifying and properly reporting any money laundering activity to the relevant authorities.
- Recommending to the Board of Directors any amendments necessary to the AML Policy.
- Preparing the Annual AML Report and submitting it to the Board of the Directors.
- Providing necessary materials and trainings on AML and TF to the employees of the Company.

2.10. Internal Audit Function

The role of the Internal Audit function is the ongoing review and evaluation of the operations and activities of the Company in all respects, as well as the provision of recommendations and advice to ensure that the Company operates at the highest standards and in accordance with best practices, while remaining in line with the applicable legal and regulatory framework. The Internal Auditor is an independent and autonomous function with direct reporting line to the Board of Directors.

The Internal Auditor is responsible for applying the Internal Control System (hereinafter, the "ICS"), which confirms the accuracy of the reported data and information. Furthermore, the role of the Internal Auditor is the programming, on at least annual basis (as applicable), of checks on the degree of application of the required ICS.

The Internal Auditor has clear access to the Company's personnel and books. Likewise, the Company's employees have access to the Internal Auditor for the reporting of any significant deviations from the guidelines provided. The Board ensures that internal audit issues are considered when presented to it by

the Internal Auditor and appropriate actions are taken. The Board ensures that all issues are dealt with and prioritized according to the Board's assessment.

The key responsibilities of the Internal Audit function include:

- Providing objective and independent appraisal of all Company activities (financial, operational and others).
- Giving assurance to the Board on all control arrangements, including management and corporate governance.
- Assisting the Board by evaluating and reporting the effectiveness of the controls for which the Board is responsible and issuing recommendations and suggestions.
- Keeping records and books with regard to the internal audit work performed.
- Establishing, implementing and maintaining an audit plan to examine and evaluate the adequacy and effectiveness of the Company's systems, internal control mechanisms and arrangements.
- Submitting the Internal Auditor's annual report to the Board of Directors for review and approval.

2.11. Risk Management Strategy and Capital Structure

The risk strategy of the Company is the responsibility of the Board, which formulates it and is responsible for monitoring its implementation. This is achieved through the development of risk management processes and procedures as well as through an assessment of the risks undertaken and the effectiveness of the risk management framework, given the Company's business model. One important characteristic of the Company's risk strategy is the alignment with the strategic and operational targets that are set by the Board.

The Company deploys several risk management strategies in order to control its risks, which include maximum overall exposure levels and value at risk indicators.

The risks that arise from the implementation of the Company's strategic and business plans are regularly analyzed to ensure the adequacy of the relevant policies, procedures and systems. The risk strategy of the Company aims to provide both Senior Management and employees a general risk framework for the management of the different types of risk in line with the overall risk management and risk-bearing capacity of the Company. The Company recognizes the importance of risk management to its business' success and therefore the overall objective is to establish effective risk management policies that are able to mitigate the Company's exposure to the various risks.

The Company manages its capital structure and makes adjustments, considering any changes in economic conditions and the regulatory environment. The Capital Management framework of "WRDNB Ltd" is designed to manage its capital needs on a permanent basis. The Company has in place internal guidance to ensure that the capital adequacy ratio remains well above the regulatory minimum thresholds. This is achieved through the monthly preparation of accounts to monitor the financial and capital position of the Company. In addition, the Company ensures that it maintains its liquid resources at sufficient levels that exceed the minimum liquidity requirement.

The primary objective of the Company's capital management is to ensure that it maintains a strong credit standing and healthy capital ratios to support its business and maximize shareholder value.

2.12. Internal Capital Adequacy and Risk Assessment (ICARA) Report

The ICARA process falls under the scope of Pillar II and it is a requirement for investment firms as per article 24 of IFD, with the objective to enhance the link between a CIF's risk profile, its risk management and risk mitigation systems, and its capital and liquidity.

Pillar II establishes a process of prudential interaction that complements and strengthens Pillar I, by promoting an active dialogue between the CySEC and the investment firm such that, any inadequacies or weaknesses of the internal control framework and also other important risks, the fulfilment of which may entail threats for the Company, are identified and managed effectively with the enforcement of additional controls and mitigating measures. The ICARA is an important part of the process through which the Company's management is informed of the ongoing assessment of the Company's risks, sets mitigation measures and controls for those risks and identifies and measures current and future capital and liquidity needs, having considered the above.

ICARA includes a Liquidity Adequacy Assessment and Contingent Funding Plan. Internal Liquidity Adequacy Assessment Process (ILAAP) and all its components, including risk elaboration on liquidity risks that are applicable to the firm, and a Liquidity stress testing will be incorporated within ICARA.

In light of the above, the ICARA report will present the main business background aspects and developments of the Company, a summary of the Company's business economic environment, the Company's financial summary for the previous and upcoming years, the business and strategic goals, organizational structure and the risk management framework, the overall assessment of the material risks as well as a forward-looking capital and liquidity planning.

The Company currently is not in compliance with the ICARA requirements, based on the IFR/IFD framework, through risk management and governance framework, methodologies, processes and infrastructure. The company is undergoing a process of change in control and as at 31/12/2025 the company was in recovery mode. The recovery action taken is to try and sell the company and the new owner to fund the company to restore compliance of the Own Funds and Liquidity Requirements.

The risk manager has informed the Board of Directors, that the ICARA report preparation has been already initiated at its early stages, and the capital planning is designed. It shall be noted that the Company is in the process of preparing the ICARA Report for the year 2025 while expecting the Audited FS to proceed, with all the findings and the stress situation analyzed in that report.

2.12.1. Stress Tests

Stress testing is a key risk management tool incorporated in the ICARA process, that is used by the Company to rehearse the Company's response to a range of adverse scenarios, based on variations of market, economic and other operating environment conditions. Stress tests are performed for both internal and regulatory purposes and serve an important role in:

- Understanding the risk profile of the Company.
- The evaluation of the Company's capital adequacy in absorbing potential losses under stressed conditions: This takes place in the context of the Company's ICARA on an annual basis.
- The evaluation of the Company's strategy: Senior management considers the stress test results against the approved business plans and determines whether any corrective actions need to be taken. Overall,

stress testing allows senior management to determine whether the Company's exposures correspond to its risk appetite.

- The establishment or revision of limits: Stress test results, where applicable, are part of the risk management processes for the establishment or revision of limits across products, different market risk variables and portfolios.

The ultimate responsibility and ownership of the Company's stress testing policy rests with the Board of Directors. If the stress testing scenarios reveal vulnerability to a given set of risks, the management should make recommendations to the Board of Directors for mitigation measures or actions. These may vary depending on the circumstances and include one or more of the following:

- Review the overall business strategy, risk appetite, capital and liquidity planning
- Review limits
- Reduce underlying risk positions through risk mitigation strategies
- Consider an increase in capital
- Enhance contingency planning

The Company performs financial modelling and stress analysis on a yearly basis as part of its ICARA, especially when year-end financial results are available or when it revises its business plan based on any significant change in the business operations.

The Company has decided that, for Pillar II capital planning over the three-year projection period, it will retain the same assumptions used in the first-year Risk Register for risk occurrence probabilities and the probability/impact matrix, updating only the financial impact of each risk. This approach reflects the Company's recent restructuring, with expected sales and growth parameters remaining unchanged, as if operations were commencing from inception, and it will be based on the business plan submitted during application.

2.13. Information Flow on Risk Management to the Board of Directors

Risk information flows up to the Board directly from the business departments and control functions. The Board ensures that it receives on a frequent basis, at least annually written reports regarding Internal Audit, Compliance, Money Laundering and Terrorist Financing and Risk Management issues and approves the Company's ICARA report as shown below:

- Through the Annual Report of the Risk Manager or other reports and/or communication of risks to the Management and the Board by the Risk Manager in case of emergency and/or once a material risk emerges.
- Through the ICARA Report.
- Through decisions of the Risk Committee which are communicated to the Board.
- Through presentation of the Annual Financial Statements by the external auditors and the CFO.
- Through the Annual Compliance, Anti Money Laundering and Internal Audit reports and other reports and/or communication performed throughout the year once risks and/or deficiencies are identified.
- Through updates to the Management and the Board by the Heads of the Departments.
- Through the Suitability Report by the external auditors.

2.14. Board Risk Statement

The risk strategy of the Company is to ensure substantial growth in combination with a moderate risk profile through the establishment of an effective risk management framework. The Board assesses the risk that the Company is willing to take through several key measures which define the level of acceptable risk across three main categories, taking into consideration the Company's size, services offered and complexity of operations:

1. Financial: Credit, Market, Interest Rate risk and Funding Liquidity risks.
2. Reputational: Money Laundering and Terrorist Financing risk, Compliance risk, Regulatory risk and Reputational risk.
3. Operational: The risk associated with the failure of key processes or systems and the risk of not having the right quality and quantity of people to operate those processes and systems including Information, Communication and Technology risk.

3. Capital Management and Adequacy

Own Funds (also referred to as capital resources) is the type and level of regulatory capital that must be held to enable the Company to absorb losses. The Company is required to hold Own Funds in sufficient quantity and quality in accordance with the IFR & IFD prudential framework, which sets out the characteristics and conditions for Own Funds.

The Company throughout the year under review managed its capital structure in light of the changes in the economic and business conditions and the risk characteristics of its activities. Due to the inactive status of the Company during the 12-month accounting period to 31 December 2025, the Company did not fully comply with all capital and liquidity requirements and operated well within the regulatory requirements. The Liquidity Coverage Ratio stood at 33.33% as calculated in section 6 below.

3.1. Regulatory Capital

According to IFR/IFD, regulatory capital consists of Common Equity Tier 1 and Tier 2 Capital.

Common Equity Tier1 Capital

According to IFD/IFR, Common Equity Tier 1 capital is made up primarily of the following:

- Ordinary shares (net of repurchased shares and treasury shares) and related share premium accounts
- Retained earnings
- Other reserves
- Funds for general banking risk

Deductions from Common Equity Tier 1 capital essentially involve the following:

- Losses for the current financial year
- Goodwill and intangible assets
- Deferred tax assets that rely on future profitability
- All investments in own CET1 instruments, whether held directly or indirectly
- Non-significant & significant holdings of CET1 capital of financial sector entities – FSEs
- Investors' Compensation Fund ('ICF') & the additional cash buffer of ICF

Tier 2 Capital

Tier 2 capital includes:

- Capital Instruments including subordinated loans as that qualify as Tier 2 instruments
- Share premium resulting from the issue of instruments included in the Tier 2 capital
- General Credit risk adjustments of up to a maximum of 1.25% of credit risk RWAs calculated under the standardized approach

Deductions of Tier 2 capital essentially apply to the following:

- All investments in own T2 instruments, whether held directly or indirectly
- Non-significant holdings of T2 capital of FSEs (only BB holdings)
- Significant holdings of T2 capital of FSEs

4. Own Funds

Own Funds (also referred to as capital resources) is the type and level of regulatory capital that must be held to enable the Company to absorb losses. The Company is required to hold Own Funds in sufficient quantity and quality in accordance with the IFR & IFD prudential framework, which sets out the characteristics and conditions for Own Funds.

As per the rules set by the IFR, investment firms are required to maintain Own Funds consisting of the sum of their Common Equity Tier 1 capital, Additional Tier 1 capital and Tier 2 capital, and shall always meet all the following conditions:

- Common Equity Tier 1 Capital of at least 56% of Own Funds Requirements.
- Common Equity Tier 1 Capital and Additional Tier 1 Capital of at least 75% of Own Funds Requirements.
- Common Equity Tier 1 Capital, Additional Tier 1 Capital and Tier 2 Capital of at least 100% of Own Funds Requirements.

Tables 8 and 9 have been prepared using the format set out in Commission Implementing Regulation (EU) 2021/2284 laying down implementing technical standards for the application of Regulation (EU) 2019/2033 with regard to supervisory reporting and disclosures of investment firms.

Table 8 presents the composition of the Company's Own Funds as of 31 December 2025, while Table 9 indicates how these Own Funds reconcile with the Company's audited Balance Sheet as of this date. As shown below, the Company's Own Funds as of 31 December 2025 consisted solely of CET1 capital resources and amounted to € -3,831.

Template EU IF CC1.01		(a)	(b)
31st December 2025		Amounts (€'000)	Source based on reference numbers/letters of the balance sheet in the audited financial statements (Cross Reference to EU IF CC2)
1	OWN FUNDS	(3.83)	N/A
2	TIER 1 CAPITAL	(3.83)	N/A
3	COMMON EQUITY TIER 1 CAPITAL	(3.83)	N/A
4	Fully paid-up capital instruments	2	Share Capital
5	Share premium	199	Share Premium
6	Retained earnings/losses	(362.96)	Accumulated Losses
8	Other reserves	280.06	Capital Reserves
10	Adjustments to CET1 due to prudential filters	-	
12	(-)TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	(121.93)	Profit/(loss) for the period
17	(-) Losses for the current financial year	(121.93)	Total comprehensive loss for the year
27	CET1: Other capital elements, deductions, and adjustments	0	Investors' compensation fund

Table 9: EU IF CC1- Composition of regulatory own funds (Investment firms other than small and non-interconnected)

31st December 2025		Balance sheet as in published/audited financial statements ((€'000)	Cross reference to EU IF CC1
Ref.	**Assets**		
1	Property, plant and equipment	€ 4.443	B/S
2	Right of use assets	€ 42.003	B/S
2	Other Receivables	€ 63.608	B/S
3	Cash and cash equivalents	€ 44.255	B/S
	Total Assets	**€ 154.309**	
Ref.	**Liabilities**		
1	Lease Liabilities (NCL)	€ 19.593	B/S
2	Other payables	€ 115.982	B/S
3	Lease Liabilities (CL)	€ 22.565	B/S
	Total Liabilities	**€ 158.140**	
Ref.	**Shareholders' Equity**		
1	Share capital	€ 2.00	Ref. 4
2	Share Premium	€ 199	Ref. 5
3	Accumulated losses	€ (484.891)	Ref. 6
4	Advances from shareholders	€ 280.060	Ref. 8
	Total Shareholders' equity	€ -3.831	

Table 10: EU IFCC2 - Own funds: reconciliation of regulatory own funds to balance sheet in the audited financial statements

5. Capital Requirements – Principal Risks

In accordance with the Investment firm regulation, the Capital Requirement for the company is equal to the highest of the following:

- Fixed Overheads Requirement ("FOR")
- Permanent Minimum Capital Requirement ("PMCR")
- K-Factor Requirement

As of 31st December 2025, the Company's Capital Requirement was equal to the Permanent Minimum Capital Requirement, amounting to EUR 150K.

EUR	Dec 31, 2025 (Audited)
CAR Ratio	-2.55%
CAR Ratio surplus	-102.55%
CAR Ratio (including transitional requirements)	-2.55%
CAR Ratio surplus (including transitional requirements)	-102.55%
Capital Adequacy (CET1) ratio	-2.55%
CET1 Capital	(3,831)
Tier 1 Capital	(3,831)
Tier 2 Capital	-
Total Own Funds	(3,831)
Total Own Funds surplus / deficit	(153,831)
Permanent minimum capital requirement	150,000
K-Factor Requirement	88
Fixed Overhead Requirement	29,708
Capital requirement	150,000
Capital requirement (including transitional requirements)	150,000

Table 11: Capital Requirements and Own Funds Ratio

The above table shows that the company is in breach of the Own Funds Requirement and the Board is taking corrective measures to rectify the situation. The route selected is the sale of the company and the

subsequent funding by the new proposed owner. If the Change in Control is not for any reason approved by the regulator, or it fails to go through, the company will initiate the Wind-Down plan and the UBOs will have to fund the winding down accordingly. However, the proposed UBO is planning to fund the company upon the bank account opening for the company with enough funds over and above the current requirement. This will be done with non-refundable contributions to the company that will be treated as capital reserves, and he will have no claim over those funds as they will be used by the company at its own discretion.

5.1. Fixed Overheads Requirement ("FOR")

The Company's policy is to monitor the FOR at least on an annual basis, based on Audited FS. The Company calculates FOR by taking the one quarter of the audited fixed overhead expenses of the preceding year in accordance with the provisions of Article 13 of the IFR. The Fixed Overheads Requirement as of 31st December 2025 amounted to € 29,708.

5.2. Permanent Minimum Capital Requirement ("PMCR")

The Company's policy is to monitor on a continuous basis its Own Funds and ensure that they remain at least above the Permanent Minimum Capital Requirement of € 150,000, which corresponds to the initial capital that applies to the Company, in accordance with Article 9 of the IFD.

5.3. K-Factor Requirement

The Company calculates its overall "K-factor" capital requirement on a continuous basis which is the sum of "K-factor requirements" grouped in three categories: Risk-to-Client (RtC), Risk-to-Market (RtM), Risk-to-Firm (RtF), in accordance with Articles 16 through to 33 of the IFR (and as described in further detail in Section 3). As per the license held and the investment services that it is authorised to provide, the company is only subject to RtC, and RtM and RtF are not applicable. The total K-Factors as of 31st December 2025 amounted to € 88.

	Factor amount	K-factor requirement
TOTAL K-FACTOR REQUIREMENT	-	88
Risk to client	-	88
Assets under management	-	-
Client money held - Segregated	11	0
Client money held - Non - segregated	-	-
Assets safeguarded and administered	16,301	7
Client orders handled - Cash trades	27,169	27
Client orders handled - Derivatives Trades	543,375	54
Risk to market	-	-
K-Net positions risk requirement	-	-
Clearing margin given	-	-
Risk to firm	-	-
Trading counterparty default	-	-
Daily trading flow - Cash trades	-	-
Daily trading flow - Derivative trades	-	-
K-Concentration risk requirement	-	-

Table 12:K-Factor Requirement

The below is a list of Principal risks related to K-Factors applicable to the Firm.

Risk-To-Client ('RtC')

Risk to Client ("RtC") is the risk that an investment firm poses to its clients in the event where it fails to properly carry out the services being offered to them. It reflects the risk covering the business areas of investment firms from which harm to clients can conceivably be generated in case of problems.

There are four K-factors through which some of the core aspects of RtC are being captured and measured, and which act as proxies that cover the specific business areas that are referred to above. These K-factors consist of the following:

K-AUM (Assets Under Management) – K-AUM captures the risk of harm to clients from an incorrect discretionary management of client portfolios or poor execution and provides reassurance and client benefits in terms of the continuity of service of ongoing portfolio management and investment advice. As the company provided portfolio management or investment advice services during the year ending 31st December 2025, it was not subject to the risks related to this K-factor.

K-CMH (Client Money Held) – K-CMH captures the risk of potential for harm where an investment firm holds the money of its clients, taking into account whether they are on its own balance sheet or in third-party accounts and arrangements under applicable national law provide that client money is safeguarded in the event of bankruptcy, insolvency, or entry into resolution or administration of the investment firm. As part of its business, the Company receives from its customers, cash deposits to enable them to perform transactions in financial instruments and to this end, it is subject to the risk captured by this K-factor. As of 31st December 2025, the Company was subject to the risk relating to this K-factor.

K-ASA (Assets Safeguarded and Administered) – K-ASA captures the risk of safeguarding and administering client assets and ensures that investment firms hold capital in proportion to such balances, regardless of whether they are on their own balance sheet or in third-party accounts. As of 31st December 2025, the Company was subject to the risk relating to this K-factor.

K-COH (Client Orders Handled) – Captures the potential risk to clients of an investment firm which executes orders in the name of the client. As of 31st December 2025, the Company was subject to the risk relating to this K-factor.

Failure to carry out its services or operations correctly will be a key risk that the Company would need to manage. The negative impact on clients of this failure could be substantial if not managed appropriately.

Mitigation measures

K-COH (Client Orders Handled)

Execution of orders on behalf of clients means acting to conclude agreements to buy or sell one or more financial instruments on behalf of the clients. Only the Company's employees who have the certificates of competency for execution of orders should perform these duties, otherwise, relevant certificate should be obtained within two examination sittings from the date of employment. Unless otherwise instructed by the client, the order shall follow the Company's execution policy. All accepted orders shall be executed on the basis of equal terms for the clients and of the client's interest priority over the Company's interests at the execution of transactions.

In the cases when the Company has discretion as to when and how to submit incoming clients' orders for execution, the Company shall not be permitted to carry out a client order in aggregation with another client's order unless it is unlikely that the aggregation of orders and transactions will work overall to the disadvantage of any client whose order is to be aggregated.

In the cases when the Company has discretion as to when and how to submit incoming clients orders for execution, the Company shall develop an order allocation policy which establishes precise terms for the fair allocation of aggregated orders and transactions, including how the volume and price of orders determines allocations and the treatment of partial executions where the Company aggregates an order with one or more other client orders and the aggregated order is partially executed, it allocates the related trades in accordance with its order allocation policy.

Risk-to-Market ('RtM)

Risk to Market ("RtM") is the risk that an investment firm poses to the financial markets that it operates in and the counterparties that it trades with.

There are two K-factors that capture the principal risks under RtM:

K-NPR (Net Position Risk) – This k-factor is based on the rules for Market Risk for positions in equities, interest rate financial instruments, foreign exchange and commodities in accordance with Regulation (EU) No. 575/2013 ("CRR"). Therefore, K-NPR captures the Market Risk, which is defined as the risk that changes in market prices will affect the Company's income or the value of its holding of financial instruments. The Company's exposure to market risk at any point in time depends primarily on short-term market conditions and client activities during the trading day. The Company is not subject to Market Risk as a result of its trading activities where it acts as an agent to its clients' trades and real equity transactions. The Company is therefore not exposed to losses in the case where adverse market movement cause the value of its open positions to decline. This K-factor is not applicable to the Company.

K-CMG (Clearing Margin Given) – This is an alternative to K-NPR to provide for market risk for trades that are subject to clearing as set out in Article 23 of IFR. CMG means the amount of total margin required by a clearing member or qualifying central counterparty, where the execution and settlement of transactions of an investment firm dealing on own account take place under the responsibility of a clearing member or qualifying central counterparty. Bearing in mind the Company's size of relevant operations during 2025, this K-factor is not applicable to the Company.

Risk-to-Firm ('RtF')

Risk to Firm ("RtF") captures an investment firm's exposure to the Risk of Default of its Trading Counterparties (K-TCD), the Concentration Risk arising from its exposures to counterparties and their connected persons (K-CON) and Operational Risks from its Daily Trading Flow of transactions (K-DTF).

There are three K-factors that capture the key aspects of RtF, namely:

K-TCD (Trading Counterparty Default) – K-TCD captures the Counterparty Credit Risk arising from an investment firm's exposure to the default of its trading counterparties. In particular, it looks at the risk of losses arising from the default of a counterparty with which a company maintains open Trading Book positions in derivatives and other specified transactions, and includes positions with both clients and liquidity providers, this K-factor is not applicable to the Company.

K-DTF (Daily Trading Flow) – K-DTF captures the Operational Risk related to the value of trading activity that an investment firm conducts. It reflects the risk of transactions that an investment firm enters through dealing on own account or executing orders on behalf of clients in its own name (and not on behalf of the client as an agent). The Company was not subject to this K-factor.

K-CON (Concentration Risk) – K-CON seeks to apply additional own funds to manage concentration to a single counterparty / issuer of financial instruments or a group of connected counterparties / issuers to which a company incurs Trading Book exposures. This K-factor is not applicable to the Company.

6. Liquidity Requirement

As a Class 2 investment firm, the Company is required to hold an amount of liquid assets equivalent to at least one third of the fixed overheads requirement. The purpose is to ensure that the investment firms have an adequate stock of unencumbered high-quality liquid assets that can be converted easily and immediately in private markets in cash to meet their liquidity needs for a 30-calendar day liquidity stress scenario. The IFR specifies the instruments that are eligible to be qualified as liquid assets to be included in the calculation of the said ratio:

- Coins and banknotes
- Claims on ECB or other Central Banks
- High Quality Covered Bonds
- Shares or units in CIUs

In this respect and as per the Company's latest audited financial statements, the Company has the following liquid assets, which are well above one third (1/3) of the total fixed overheads requirement.

31st December 2025	**EUR ('000)**
Liquid Assets	3.301
Total	**3.301**
Requirement (1/3 of Fixed Overheads Requirement)	9.903
Deficit	**-6.602**
LCR (Liquidity Coverage Ratio) =Total Liquid Assets/Liquidity Requirement	**33.33%**

Table 13: Liquidity Requirements

As of 31st December 2025, the LCR stood at 33.33%. The figure shows that the company is below the requirement and it should take corrective measures to increase liquidity, so that it can still withstand any unexpected stress scenario that requires liquidity to be available and mitigate it effectively. In case of a Wind-Down ,the UBOs will fund the winding down accordingly . However, the proposed UBO is planning to fund the company upon the bank account opening for the company with enough funds over and above the current requirement. This will be done with non-refundable contributions to the company that will be treated as capital reserves and he will have no claim over those funds as they will be used by the company at its own discretion. This will cover the Liquidity requirement as well.

7. Other Risks

7.1. Fixed Overheads Risk

Fixed Overheads Risk is the risk that the company holds sufficient eligible capital to accommodate fluctuations in a firm's levels of business. The requirement is to hold eligible capital of at least one-quarter of the fixed overheads of the previous year. For the operational risk in relation to the capital adequacy returns, the Company now uses the fixed overhead requirement, which is taken into account if and only if the summation of credit and market risk falls below a calculated limit of Fixed overheads.

The risks and uncertainties faced by the company are those inherent to the industry. The Board seeks to mitigate this risk by constant review and strict control of fixed overhead costs by optimizing resources and reducing unnecessary expenses.

As of 31 December 2025, the Fixed Overheads Capital Requirement was € 29,708 based on the latest audited FS.

7.2. Operational Risk

Operational risks (including accounting and environmental risks) correspond to the risk of losses arising from inadequacies or failures in internal procedures, systems or staff, or from external events, including low-probability events that entail a high risk of loss. This section describes the monitoring of the Company's operational risk, in addition to providing an analysis of the Company's operational risk profile and regulatory capital requirements.

The Company has developed processes, management tools and a control infrastructure to enhance the Company-wide control and management of the operational risks that are inherent in its various activities. These include, among others, general and specific procedures, permanent supervision, business continuity plans and functions dedicated to the oversight and management of specific types of operational risks, such as fraud, risks related to external service providers, legal risks, information system security risks and compliance risks.

In order to control the exposure to operational risks, the management has established two key objectives:

- To minimize the impact of losses suffered, both in the normal course of business (small losses) and from extreme events (large losses).
- To improve the effective management of the Company and strengthen its brand and external reputation.

The Company recognizes that the control of operational risk is highly dependent on effective and efficient management practices and high standards of corporate governance. To that effect, the management of operational risk is geared towards:

- Maintaining a strong internal control governance framework.
- Managing operational risk exposures through a consistent set of processes that drive risk identification, assessment, control and monitoring.

The Company implements the below Operational Risk Mitigation Strategies to minimize its Operational Risk Exposure:

- The development of operational risk awareness and culture
- The provision of adequate information to the Company's management, at all levels, to facilitate decision making for risk control activities
- The implementation of a strong system of internal controls to ensure that operational losses do not cause material damage to the Company and have a minimal impact on profitability and objectives
- The improvement of productivity, efficiency and cost effectiveness, with an objective to improve customer service and protect shareholder value
- Established a "four-eye" structure and board oversight. This structure ensures the separation of power regarding vital functions of the Company namely through the existence of Senior Management. The Board further reviews any decisions made by the Management while monitoring their activities
- Detection methods are in place to detect fraudulent activities
- Comprehensive business contingency and disaster recovery plan

The Senior Management employs specialized tools and methodologies to identify, assess, mitigate and monitor operational risk. These specialized tools and methodologies assist operational risk management to address any control gaps. To this effect, the following are implemented:

- Incident collection
- Key Risk Indicators
- Business Continuity Management
- Training and awareness

7.3. Political Risk

As described above in detail, the geopolitical developments considerably affected the industry.

The geopolitical situation in the Eastern Mediterranean entered an environment of uncertainty on 7 October 2023 with the terrorist attack against Israel. This follows Russia's invasion to Ukraine on 24 February 2022.

As of late 2024, the situation in Israel remains fluid, particularly following the conflict that escalated in October 2023. However, initial market sentiment suggests a degree of caution but not widespread fear of severe global economic repercussions at this stage.

The continuation of Russia's military intervention in Ukraine has indeed had a significant and prolonged impact on global markets. The sanctions imposed on Russia, Belarus, and entities supporting the Russian government have disrupted trade, particularly in key sectors like energy, agriculture, and raw materials. The embargo on Russian oil and gas, for instance, has led to global supply chain disruptions and contributed to fluctuations in energy prices.

The Company's governance and controls that are in place aim to protect the company from risks associated with the said conflict. The conflict had no effect on the company's operations and financial performance.

7.4. Credit Risk

Credit risk may be defined as the risk of losses due to credit events, i.e., default (an obligor being unwilling or unable to repay its debt) or a change in the quality of the credit (rating change if applicable). It arises from all transactions where actual, contingent, or potential claims against any counterparty, borrower, obligor, or issuers (which are referred to collectively as “counterparties”) exist.

According to Company’s risk identification and materiality assessment process of risk exposures, credit risk contains five material categories, namely default risk, industry risk and country risk, mitigation risk and concentration risk, in which the Company is more likely to be exposed. The definitions of those types of credit risk can be found in Appendix II.

The Company measures, manages/mitigates and reports/monitors the credit risk using the following philosophy and principles:

- Measure and consolidate all credit exposures to each obligor, in line with regulatory requirements.
- Prevent undue concentration and large, unexpected losses by maintaining a diversified credit portfolio, meaning that clientele, industry, market activities, etc. are assessed and managed in accordance with our risk appetite statement. This process implies credit due diligence of all counterparties, obligors, country, etc.

7.5. Market Risk

Market Risk is defined as the risk of loss due to a downside deviation of the value of an investment/ financial instrument or portfolio of such instruments such that it has been affected by changes in the level or in the volatility of market prices i.e., interest rates, exchange rates, inflation, equity and commodity prices.

During the year 2025, the company was not exposed to Market risk as per licensed activities.

7.5.1. Foreign Currency Risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the Company's functional currency. The Company is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the United States Dollars, and Great Britain Pound. The Company's Management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

7.5.2. Market Interest Rate Risk

Interest Rate Risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company is exposed to Interest Rate Risk in relation to deposits with banks, however bank balances are held in current accounts, bearing insignificant interest. The Company's management nevertheless monitors the interest rate fluctuations on a continuous basis and acts accordingly.

7.6. Business (Strategic) Risk

Business Risk refers to anything that could threaten the Company's financial health. Strategic Risk is the risk of a potential earnings downside due to revenues and/or costs underperforming plan targets. Strategic Risk may arise from poor strategic positioning, failure to execute strategy or lack of effective responses to material negative plan deviations caused by either external or internal factors (including macro, financial and idiosyncratic drivers). Strategic Risk has been defined as part of overall Business Risk.

The key aim of Strategic Risk Management is to strengthen the Company´s earnings resilience and protect it against undue earnings volatility to support overall risk appetite targets (especially Total Capital ratio). The Company aims to achieve this by identifying, assessing, limiting, mitigating, and monitoring key strategic risks through:

- Corporate Diversification: The Company's growth strategies will be formulated to achieve both economic value creation and diversification benefit.
- Strategic Alignment and Core Competence Focus: The Company will focus on business investments that are consistent with the overall strategy and core competencies.
- Customer Experience: The Company strives to offer a superior customer experience both online and in-service centers.

During the year, the Company has not been largely exposed to strategic risk, however, due to the geopolitical developments that affect the industry, the Company should closely monitor its business risk as this could increase substantially if not careful with the onboarding of clients.

7.7. Reputational Risk

Within the risk management process, the Company defines reputational risk as the risk of possible damage to the Company's brand and reputation, and the associated risk to earnings, capital or liquidity, arising from any association, action or inaction which could be perceived by stakeholders to be inappropriate, unethical or inconsistent with the firm's values and beliefs.

The Company aims to achieve this by identifying, assessing, limiting, mitigating and monitoring key reputational risks through:

- **Customer Perspective:** The Company will enhance its customers' experience when doing business with them and address any issues in a timely and effective manner. A Client complaints policy is in place to provide any possible assistance needed.
- **Employee Perspective:** The Company will strive to be the employer of choice in its industry and maintain a high level of employee satisfaction.
- **Shareholder Perspective:** The Company will deliver superior shareholder returns and create significant shareholder value by allocating capital to the highest risk-adjusted return opportunities.
- **General Public and Media Coverage:** The Company will closely follow coverage in the press, social media, and other public forums to monitor reputational risk levels.

While every employee has a responsibility to protect the Company's reputation, the primary responsibility for the identification, assessment, management, monitoring and, if necessary, referring or reporting, of reputational risk matters lies with Senior Management. Each employee is under an obligation, within the scope of his/her activities, to be alert to any potential causes of reputational risk and to address them

according to the Framework. If a potential reputational risk is identified, it is required to be referred for further consideration from the Senior Management. In the event that a matter is deemed to carry a material reputational risk, it must be referred to the Board of Directors.

During the year 2025, as very limited business activity and transactions took place, the Company did not face any events that could negatively impact on its reputation in domestic or international financial markets.

7.8. Compliance and Regulatory Risk

Compliance Risk is defined as the current or prospective risk to earnings and capital arising from violations or noncompliance with laws, rules, regulations, agreements, prescribed practices, or ethical standards and can lead to fines, damages and/or the voiding of contracts and can diminish an institution's reputation.

The Compliance Officer manages this risk by:

- **Ethics Policy:** The Company has zero tolerance for violations of its corporate ethics policy.
- **Open Regulatory Findings:** The number of open regulatory findings will be maintained within an acceptable level.
- **New Legal Matters Opened:** The number of new legal matters opened will be maintained within an acceptable level.
- **Legal and Compliance Cost:** The Company will control the direct cost for resolving legal and compliance issues, including fines, settlements, penalties, and outside legal and regulatory advisory expenses.
- **Reviews:** The Compliance Office performs regular reviews and examines in detail the compliance level of certain functions of the Company for any weaknesses/deficiencies to be completely identified and eliminated.

Compliance Risk might have a negative impact on Company's reputation and thus expansion and business opportunities may decrease resulting to a decrease in the Company's value and share of the market. To this end, the Company takes into consideration the Internal Auditor's and Compliance Officer's suggestions and takes all necessary remedial actions/measures for the Company to be in line with the regulatory framework applied.

Regulatory Risk is defined as the current or prospective risk to earnings and capital arising from violations or noncompliance with laws, rules, regulations, agreements, prescribed practices, or ethical standards and can lead to fines, damages and/or the voiding of contracts.

The Company manages regulatory risk by close monitoring of regulatory development and market/public sentiment, working constructively with governments to advocate the CIF's position on regulatory changes, mobilizing internal resources to ensure timely responses to regulatory changes and maintaining regulatory compliance and oversight, communicating and highlighting the importance of a balance between reliable and safe services.

7.9. Information Communication Technology, Data Protection and Cyber - Security Risk

Information and communication technology (ICT) risk means the current or prospective risk of losses due to the inappropriateness or failure of the hardware and software of technical infrastructures, which can compromise the availability, integrity, accessibility and security of such infrastructures and of data.

Further to the 2020 pandemic issues, the company has adopted remote working policies. As many companies adopt such policies, cyber criminals are increasingly targeting all manners of businesses whose staff are working from home. Different risks arise with such policies mainly concerning data leakage.

In order to mitigate such risks, every employee is using a VPN, to encrypt data in case of access to the internet in a public network and offer some protection against cyber-attacks. The company has also installed antivirus on all its devices.

The Company maintains generally adequate systems, whilst procedures for access level authorization in electronic systems/databases are properly in place. In addition to this, the Company has taken and implemented measures regards to back-up systems, maintenance, data protection procedures and disaster recovery plan.

Failure to secure the information systems and data could result in operational disruptions, financial losses, reputational damage with existing and new customers, etc. Noncompliance with data protection laws can result in litigations. The CIF continues to invest in new facilities and infrastructure and in upgrading existing ones to ensure their integrity and availability in case of adverse events.

ESMA highlighted persistent growth and sophistication of cyber threats, warning of amplified risk of operational disruptions across EU financial markets. EU supervisory programs for 2026 continued to elevate digital operational resilience as a top priority.

During the reporting period, the organization enhanced its digital operational resilience in alignment with CySEC's supervisory expectations under the Digital Operational Resilience Act (DORA). Key advancements included maintaining a documented and independently overseen ICT risk management framework, subject to annual and event driven reviews to ensure continuous governance effectiveness. The Company strengthened its incident response processes by applying the materiality thresholds and classification criteria set out in Commission Delegated Regulation (EU) 2024/1772, enabling accurate and timely reporting of major ICT related incidents to CySEC. It also met updated third-party risk management and reporting obligations by preparing the annual Register of Information in the mandated XBRL CSV format and reinforcing oversight of critical ICT service providers.

Looking forward, the Company will further mitigate operational and cyber risks by expanding resilience testing activities, including preparation for upcoming Threat Led Penetration Testing (TLPT) cycles where applicable, and by enhancing internal audit capabilities to ensure deeper, evidence-based assurance over ICT controls. Additional plans include upgrading data mapping and validation tools to support high quality regulatory submissions, strengthening vendor risk monitoring through continuous assessment mechanisms, and improving incident detection capabilities with advanced analytics to reduce response times and potential business impact. These forward-looking initiatives will support sustained compliance with evolving CySEC supervisory expectations and reinforce the organization's long term operational resilience posture.

Key aspects of the implementation of DORA by CYSEC:

- The Union financial sector is regulated by a Single Rulebook and governed by a European system of financial supervision. Nonetheless, provisions tackling digital operational resilience and Information and Communication Technology (ICT) security were not yet fully or consistently harmonized, despite digital operational resilience being vital for ensuring financial stability and market integrity in the digital age, and no less important than, for example, common prudential or market conduct standards. The Single Rulebook and system of supervision should therefore be developed to also cover digital operational resilience, by strengthening the mandates of competent authorities to enable them to supervise the management of ICT risk in the financial sector to protect the integrity and efficiency of the internal market, and to facilitate its orderly functioning.
- The DORA is established based on the principle of proportionality, considering the size, overall risk profile, and the nature and complexity of the financial entities' services, activities, and operations

Main areas of the DORA Regulation related to ICT Risk Management:

1. Internal Governance and Control Framework: Financial entities must establish an internal governance and control framework to effectively manage ICT risk, ensuring a high level of digital operational resilience (Article 5).
2. ICT Risk Management Framework: Financial entities should develop a comprehensive and well-documented ICT risk management framework as part of their overall risk management system. This framework enables them to manage ICT risks efficiently and ensures a high level of digital operational resilience (Article 6.1).
3. Updated ICT Systems and Tools: Financial entities must use and maintain up-to-date ICT systems, protocols, and tools to address and manage ICT risks effectively (Article 7).
4. Identification and Documentation of ICT Assets: Financial entities should identify, classify, and document all ICT-supported business functions, roles, responsibilities, and their dependencies in relation to ICT risk (Article 8).
5. ICT Business Continuity Policy: A comprehensive ICT business continuity policy should be implemented as part of the overall business continuity policy of the financial entity (Article 11).
6. Simplified ICT Risk Management for Small Firms: Small and non-interconnected investment firms (Class 3 IF) are required to apply a simplified ICT risk management framework (Article 16). The RTS outlining the tools, methods, processes, and policies for this simplified framework were published on 13th March 2024.

As a Class 2 – 150,000 firm:

i. The management body must ensure that the Company maintains a well-documented, effective and continuously operating ICT risk management framework, covering ICT governance, information security, and business continuity. This framework must enable ongoing oversight of ICT risks rather than static or periodic control. The management body is expected to set clear roles and responsibilities for ICT functions, information security risk management and business continuity, and ensure proper segregation of duties across the three lines of defense (ICT risk

management (1st/2nd line), control functions, and internal audit as reinforced by CySEC Circular C751).

ii. A CIF must assign responsibility for managing and overseeing ICT and security risks to an independent control function, in line with Section 19 of the EBA Guidelines on Internal Governance (EBA/GL/2017/11). In addition, CySEC now requires that CIFs formally designate, through the CySEC Portal:

- the ICT auditor responsible for the internal audit of the ICT risk management framework, and
- the ICT control function officer responsible for ICT risk oversight.

This designation is explicitly required under Circular C751 and is now subject to supervisory verification.

iii. The CIF's ICT governance, systems and processes must undergo regular and independent ICT focused internal audits performed by auditors with proven knowledge, skills and expertise in ICT and security risks. CySEC has stated that independence and expertise are now under heightened supervisory scrutiny. The management body must approve the ICT audit plan, including any material amendments.

7.10. GDPR Risk

The GDPR requires that personal data must be processed securely using appropriate technical and organizational measures. The Regulation does not mandate a specific set of cyber security measures but rather expects any entity to take 'appropriate' action. The approach is based on four top level aims:

- manage security risk
- protect personal data against cyber attack
- detect security events, and
- minimize the impact

To mitigate GDPR risk, the company has established a GDPR policy and processes the data under an established data handling policy and takes appropriate measures to protect the personal data handled. The security measures are designed into the company's systems (Privacy by Design) and will be maintained effectively throughout the life of the system.

7.11. Large Exposures (Concentration) Risk

Concentration risk refers to exposure(s) that may arise within or across different risk categories throughout an entity with the potential to produce losses large enough to threaten the entity's health or ability to maintain its core operations, or a material change in an entity's risk profile.

The definition should encompass the sub-types of credit concentrations as being addressed below, including any exposures to same counterparties, groups of connected counterparties, and counterparties in the same economic/financial sector, geographic region or from the same activity, and the application of credit risk mitigation techniques. Therefore, the Company defines these sub-types and applies mitigation techniques as below:

- Intra-risk concentration refers to risk concentration that may arise from interactions between different risk exposures within a single risk. To avoid any undue concentration, the Company follows a

quantitative and qualitative approach, at which intra-risk concentrations are assessed, monitored and mitigated by the individual risk disciplines (credit, market, operational risk management, etc).

- Inter-risk concentration refers to risk concentration that may arise from interactions between different risk exposures across different risk categories. As in the intra-risk concentration, the Company follows this approach to managing inter-risk concentration through quantitative and qualitative assessments, identifying and assessing risks and providing a holistic view across the Company.

Since Concentration risk can have an impact on an entity's capital, liquidity and earnings, the Company integrated the management of these risks into its risk management framework, monitored on an ongoing basis and diversification takes place of its counterparties.

Practically, in accordance with Article 37 of the IFR, the Company is not exposed to large exposures. Furthermore, according to Paragraph 1 of the abovementioned Article, for the prudential supervision of investment firms, the Company is not allowed to have exposures to institutions of more than 100% of the total eligible capital and to non-institutions of more than 25% of the total eligible capital.

7.12. Environmental Social and governance Risk

Class 2 investment firms may fall within the scope of the Corporate Sustainability Reporting Directive (CSRD) if they meet certain thresholds. CSRD introduces enhanced sustainability disclosure requirements under the European Sustainability Reporting Standards (ESRS), covering areas such as climate risks, ESG factors, and double materiality.

As of 2026, the scope has been narrowed to companies with more than 1,000 employees and over €450 million in annual turnover, with specific thresholds also applying to non-EU entities. Transitional exemptions apply to certain companies previously in scope, as well as to some financial holding structures.

Although the Company is currently out of scope, it may still be subject to indirect ESG-related requirements depending on future regulatory developments and the scale and nature of its operations

7.13. Prevention of Money Laundering and Terrorism Financing

Money laundering and terrorist financing risk mainly refers to the risk where the Company may be used as a vehicle to launder money and/or assist/involved in financing terrorism.

The Company has in place an Anti-Money Laundering Compliance Function which is updating as applicable, certain policies, procedures and controls in order to mitigate the money laundering and terrorist financing risks. Among others, these policies, procedures and controls include the following:

- The adoption of a risk-based approach that involves specific measures and procedures in assessing the most cost effective and appropriate way to identify and manage the Money Laundering and Terrorist Financing risks faced by the Company.
- The adoption of adequate Client due diligence and identification procedures in line with the Clients' assessed Money Laundering and Terrorist Financing risk.
- Setting certain minimum standards of quality and extent of the required identification data for each type of Client (e.g. documents from independent and reliable sources, third party information).
- Obtaining additional data and information from Clients, where this is appropriate and relevant, for the proper and complete understanding of their activities and source of wealth and for the effective

management of any increased risk emanating from a particular Business Relationship or an Occasional Transaction.

- Monitoring and reviewing the business relationship or an occasional transaction with clients and potential clients of high-risk countries.
- Ensuring that the Company's personnel receive the appropriate training and assistance.

The Company is frequently reviewing its policies, procedures and controls with respect to money laundering and terrorist financing to ensure compliance with the applicable legislation and incorporated, as applicable, any new information issued/available in this respect.

8. Remuneration Policy

The Company has established a remuneration policy in accordance with the relevant legal and regulatory requirements, in a way and to the extent that it is appropriate to the Company's size, internal organization and the nature, scope and complexity of its activities.

The remuneration policy aims to provide for sufficient incentives so as for the personnel of the Company, including key persons, to achieve the business targets, to deliver an appropriate link between reward and performance, whilst at the same time consisting of a comprehensive, consistent and effective risk management tool that prevents excessive risk taking and miss-selling practices in light of financial incentives, which could lead to compliance risks for the Company in the long-run.

The Board of the Company has overall responsibility for the implementation, monitoring and review of this Policy, while it is also responsible for the maintenance of the Policy up to date and thus ensures the review and update of the Policy where necessary. In addition, the Company's Management is responsible to ensure that all persons remunerated by the Company have knowledge of and understand the remuneration policy.

8.1. Remuneration System

The remuneration package generally consists of fixed remuneration – compensating employees monthly – in the form of a base/fixed salary. The remuneration package may furthermore consist of the possibility of variable remuneration. The remuneration components are balanced to ensure a flexible variable remuneration package and a sound and efficient risk management. It is noted that currently the staff engaged in control functions do not receive any variable remuneration.

Any variable remuneration that was possibly awarded in 2025 would be included in the remuneration package/agreement of the employee.

During 2025, the Company's remuneration system is concerned with practices of the Company for those categories of staff whose professional activities have a material impact on its risk profile, i.e. the Senior Management, members of the Board of Directors and the Heads of the Departments; the said practices are established to ensure that the rewards for the 'Executive Management' provide the right incentives to achieve the key business aims.

	No. of persons	EUR ('000s)		
		Fixed	Variable	Total
(Executive & Non-Executive Directors)[1]	0	€ 0.00	€ 0.00	€ 0.00
Senior Management[2]	0	€ 0.00	€ 0.00	€ 0.00
Total	**0**	**€ 0.00**	**€ 0.00**	**€ 0.00**

Table 14: Aggregate Quantitative Information on Remuneration for Risk Takers

During the year ended 31 December 2025, the Company did not employ any staff and had no identified senior management personnel for the purposes of the remuneration disclosures, as the Company was in a restructuring phase during the reporting period. The Company's sole Non-Executive Director, who also held the position of Ultimate Beneficial Owner, did not receive any remuneration during the year. Accordingly, all remuneration disclosures presented in this report are nil.

No severance or sign on payments were paid by the Company for 2025.

9. Appendix - Template EU IF CCA

		Common Equity Tier 1 Capital
1	Issuer	WRDNB Ltd
2	Unique identifier (e.g. CUSIP, ISIN or Bloomberg identifier for private placement)	9845001RD0794F895921
3	Public or private placement	Private
4	Governing law(s) of the instrument	Cyprus Law
5	Instrument type (types to be specified by each jurisdiction)	Ordinary Shares
6	Amount recognised in regulatory capital (as of most recent reporting date)	€201,000
7	Nominal amount of instrument	€2,000
8	Issue price	€ 1,00
9	Redemption price	N/A
10	Accounting classification	Shareholders' equity
11	Original date of issuance	23/01/2021- 1,000 shares 01/08/2022- 1,000 shares
12	Perpetual or dated	Perpetual
13	Original maturity date	No maturity
14	Issuer call subject to prior supervisory approval	N/A
15	Optional call date, contingent call dates and redemption amount	N/A
16	Subsequent call dates, if applicable	N/A
	Coupons / dividends	
17	Fixed or floating dividend/coupon	Floating
18	Coupon rate and any related index	N/A
19	Existence of a dividend stopper	No
20	Fully discretionary, partially discretionary or mandatory (in terms of timing)	N/A
21	Fully discretionary, partially discretionary or mandatory (in terms of amount)	N/A
22	Existence of step up or other incentive to redeem	No
23	Noncumulative or cumulative	Non-cumulative
24	Convertible or non-convertible	Non-convertible
25	If convertible, conversion trigger(s)	N/A
26	If convertible, fully or partially	N/A
27	If convertible, conversion rate	N/A
28	If convertible, mandatory or optional conversion	N/A
29	If convertible, specify instrument type convertible into	N/A
30	If convertible, specify issuer of instrument it converts into	N/A
31	Write-down features	No
32	If write-down, write-down trigger(s)	N/A
33	If write-down, full or partial	N/A
34	If write-down, permanent or temporary	N/A
35	If temporary write-down, description of write-up mechanism	N/A
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	N/A
38	Link to the full term and conditions of the instrument (signposting)	N/A

Table 15: Template EU IF CCA: Own funds: main features of own instruments issued by the firm

Independent Auditors' Report to the Cyprus Securities and Exchange Commission in respect of WRDNB Ltd for the year ended 31 December 2025 pursuant to 32(1) of Directive 144-2014-14 [i] of the Cyprus Securities and Exchange Commission for the prudential supervision of investment firms.

We report in relation to the fair presentation of the disclosures of WRDNB Ltd (the "Company") for the year ended 31 December 2025, required by paragraph 32(1) of Directive 144-2014-14 of the Cyprus Securities and Exchange Commission (the "CySEC") for the prudential supervision of Investment Firms (the "Directive"). The Disclosures, which are set out on the Company's website, are attached as an Appendix.

Respective responsibilities

1. The Company's Board of Directors is responsible for the preparation and fair presentation of the Disclosures in accordance with Part Six of Regulation (EU) 2019/2033 (the "Regulation" or "IFR"). Our responsibility is to express an independent conclusion in relation to the fair presentation of the Disclosures, in all material respects, in accordance with the requirements of the Regulation.

Scope of work performed

2. We conducted our work in accordance with the International Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information". This Standard requires that we plan and perform our work to obtain limited assurance whether any matters have come to our attention that cause us to believe that the Disclosures are not fairly presented, in all material respects, in accordance with the requirements of the Regulation. Our procedures included verifying, on a sample basis, the compliance of the Disclosures with the requirements of Part Six of the Regulation, as well as obtaining evidence supporting certain of the amounts and notifications included in the Disclosures. Our procedures also included an assessment of any significant estimates made by the Company's Board of Directors in the preparation of the Disclosures. We believe that our procedures provide a reasonable basis for our conclusion.

[i] CySEC informed the CIFs that this obligation was included in CySEC's Directive 144-2014-14 which was repealed with the implementation of IFR/IFD. CySEC plans to issue a new directive stipulating this obligation in the coming months therefore CIFs should submit their external auditor verification report as usual.

3. The procedures performed do not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements, and hence we do not express any assurance other than the statement made below. Had we performed an audit or review in accordance with International Standards on Auditing or International Standards on Review Engagements, other matters might have come to our attention that would have been reported to you.

Conclusion

4. Based on our work described in this report, nothing has come to our attention that causes us to believe that the Disclosures for the year ended 31 December 2025 are not fairly presented, in all material aspects, in accordance with the requirements of the Regulation.

5. Our report is solely for the purpose as set out above and is not to be used for any other purpose or to be distributed to any other parties without our prior consent in writing. This report relates only to the Disclosures required pursuant to Part Six of the Regulation and does not extend to any financial statements or other financial information of the Company.

Angelos Theodorou
Certified Public Accountant and Registered Auditor
For and behalf of

FINCAP Advisers Ltd
Certified Public Accountants and Registered Auditors

24 Piraeus Street
1st Floor, Office 101
2023, Strovolos
Nicosia, Cyprus

28 May 2026