iFOREX Financial Trading Holdings Ltd.

Trading. That's It.

Registration Document

iFOREX

This document comprises a registration document ("**Registration Document**") relating to iFOREX Financial Trading Holdings Ltd. (the "**Company**") prepared in accordance with the prospectus regulation rules of the Financial Conduct Authority (the "**FCA**") made under section 73A of the Financial Services and Markets Act 2000 (as amended) (the "**Prospectus Regulation Rules**"). A copy of this Registration Document has been filed with, and approved by, the FCA as competent authority under the UK version of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (as amended) (the "**UK Prospectus Regulation**") and has been made available to the public in accordance with the Prospectus Regulation Rules. The FCA only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation and such approval should not be considered as an endorsement of the Company that is the subject of this Registration Document.

This document has not been reviewed by the Guernsey Financial Services Commission and the Guernsey Financial Services Commission does not take any responsibility for the financial soundness of the Company or for the correctness of any statements made, or opinions expressed, with regard to it.

The Company and each of the Directors and the Proposed Directors (whose names appear on page 73 of this Registration Document) accept responsibility for the information contained in this Registration Document. To the best of the knowledge of the Company, the Directors and the Proposed Directors, the information contained in this Registration Document is in accordance with the facts and this Registration Document makes no omission likely to affect the import of such information.

Capitalised terms used in this Registration Document which are not otherwise defined have the meanings given to them in the section headed "Definitions".

The Registration Document should be read in its entirety. See the section entitled "Risk Factors" for a discussion of certain risks relating to the Group.

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iFOREX Financial Trading Holdings Ltd.

(a non-cellular company limited by shares registered under the Companies (Guernsey) Law, 2008 (as amended) and incorporated in Guernsey with registered number 75570)

No representation or warranty, express or implied, is made and no responsibility or liability is accepted by any person other than the Company, its Directors and the Proposed Directors as to the accuracy, completeness, verification or sufficiency of the information contained herein, and nothing in this Registration Document may be relied upon as a promise or representation in this respect as to the past or future. No person is or has been authorised to give any information or to make any representation not contained in or not consistent with this Registration Document and, if given or made, such information or representation must not be relied upon as having been authorised by the Company. Without limitation, the contents of the website of the Group do not form part of this Registration Document and information contained therein should not be relied upon by any person. The delivery of this Registration Document shall not, under any circumstances, create any implication that there has been no change in the business or affairs of the Group since the date of this Registration Document or that the information contained herein is correct as of any time subsequent to its date. This Registration Document may be combined with a securities note and summary to form a prospectus in accordance with the Prospectus Regulation Rules. A prospectus is required before an issuer can offer transferable securities to the public or request the admission of transferable securities to trading on a regulated market. However, this Registration Document, where not combined with the securities note and summary to form a prospectus, does not constitute an offer or invitation to sell or issue, or a solicitation of an offer or invitation to purchase or subscribe for, any securities in the Company in any jurisdiction, nor shall this Registration Document alone (or any part of it), or the fact of its distribution, form the basis of, or be relied upon in connection with, or act as any inducement to enter into, any contract or commitment whatsoever with respect to any offer or otherwise.

Neither the US Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this Registration Document is truthful or complete. Any representation to the contrary is a criminal offence. Any securities referred to in this Registration Document have not been and will not be registered under the US Securities Act of 1933, as amended (the "**US Securities Act**"). The securities are subject to restrictions on transferability and resale and may not be transferred or resold, except as permitted under the US Securities Act pursuant to registration or an exemption therefrom. Any securities referred to in this Registration Document have not been and will not be registered under the applicable securities law of Australia, Canada, Japan or the Republic of South Africa and, subject to certain exceptions, may not be offered or sold within Australia, Canada, Japan or the Republic of South Africa. The distribution of this Registration Document in certain jurisdictions may be restricted by law. Other than in the United Kingdom, no action has been taken or will be taken to permit the possession or distribution of this Registration Document in any jurisdiction where action for that purpose may be required or where doing so is restricted by law. Accordingly, neither this Registration Document nor any advertisement nor any offering material may be distributed or published in any jurisdiction, other than in the United Kingdom, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Registration Document comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

This Registration Document is dated 9 May 2025.

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RISK FACTORS

The risk factors described below are not an exhaustive list or explanation of all risks relating to the Group. Additional risks and uncertainties relating to the Group that are not currently known to the Directors or the Proposed Directors, or that the Directors or Proposed Directors currently deem immaterial, may individually or cumulatively also have a material adverse effect on the Group's business, operations, prospects, financial condition and operational results.

This Registration Document contains "forward-looking" statements that involve risks and uncertainties. The actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include those discussed below and elsewhere in this Registration Document. See "Forward-Looking Statements" in "Important Information".

Risks related to the Group's business and industry

The Group may incur losses as a result of market risk.

The Group inherits risk from the positions its clients take within a market which is subject to sudden or unpredictable changes. It manages those exposures on an intra-day basis as trading flows naturally aggregate. The Group does not hedge its exposure or take proprietary trading positions, but rather it has developed a proprietary risk management system which matches short and long positions of its clients and internally manages the residual net exposure and minimises the Group's gains/losses from clients' positions. For example, as at 6 May 2025, being the latest practicable date before the publication of this Registration Document, the Group's residual net exposure was USD 61,871,727 which is 31.8 per cent. of all outstanding positions of the Group. This proprietary risk management system also monitors net exposures on each underlying asset offered by the Group on the trading platform and an alert system is triggered when the net exposure in any specific asset or asset class exceeds the thresholds determined by the Risk Manager. If such net exposure threshold is breached the risk team will consider how best to mitigate the exposure.

However, the Group may periodically inherit large position concentrations in particular currencies, commodities and/or other financial instruments, which could potentially lead to market losses. Such market risks can occur where a market fluctuates suddenly or sharply or where there is a steady demand for an instrument in one direction which the Group fails to manage promptly and effectively. Examples of when the industry in which the Group operates has experienced such market risk events include the sudden movements in the price of Bitcoin in late 2017/early 2018, and when the Swiss National Bank removed its currency peg of the Swiss franc to the EURO in 2015. Furthermore, a sudden, extreme or unexpected macroeconomic or geopolitical market event, such as the announcement of the COVID-19 lockdown, the tariffs introduced by President Donald J. Trump of the USA, or the referendum result in respect of Britain's withdrawal from the European Union, could significantly increase the Group's market risk and such an event (whether economic or political in nature) could significantly affect the Group.

Furthermore, to trade in the Group's products, clients are required to deposit sufficient funds with the Group in order to cover the minimum margin requirements, required by applicable regulations and/or established by the Group, for the relevant products. The Group does not recover any negative balances from its clients. Therefore, the level of margin posted by a client may not be sufficient to cover all their losses and, in particular, where the market moves significantly in a short period of time, the Group may not be able to promptly respond to close out the position or increase the margin requirement, resulting in a loss of potential profits to the Group.

The Group has in place a number of risk management techniques to ensure that it is able to match client positions and manage any downside risk, including actively monitoring price movements, varying spreads in response to market movements, the use of overnight fees, increasing margin requirements and imposing USD 15m limits on the maximum exposure for each client and lower limits per asset. However, such risk management strategies may not be sufficient to mitigate the Group's risk exposure entirely, and as a result may not prevent market losses. Any inability of the Group to manage its market risk or the risk of clients building up significant irrecoverable losses could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group may incur losses as a result of credit risk.

The Group relies on third party credit card clearers, payment institutions and payment service providers and agents in order for clients to make payments to the Group using different means, including credit and debit cards, electronic wallets, online bank transfers, online vouchers and cryptocurrency payments. These credit card clearers, payment institutions and payment service providers do not automatically pay the client's funds to the Group, rather they often hold the funds owed to the Group for different durations and such funds are not often paid until after the client's transaction is completed. Further, these third party providers may also hold back a portion of the client's funds as a rolling reserve for long periods of time as a guarantee against client charge backs. However, once the client's payment with a third party provider is approved, the Group credits the full amount to their account, notwithstanding that the Group may not have yet received the funds and therefore, the Group is exposed to a risk that such third party providers will fail to actually remit such funds to the Group which may lead to losses for the Group. For example, for the year ended 31 December 2023, due to a credit card clearer being unable to pay funds owed to the Group, the Company was required to write-off a receivable of USD 303,000. Failure by third party service providers to make settlement to the Group may have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

In addition, client funds and the Group's own funds are held in various accounts with banks and electronic money institutions. Insolvency of such banks or electronic money institutions may result in the loss of such funds and may have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group's revenue and profitability are dependent on client activity and product demand, which are affected by market volatility and other factors outside of the Group's control.

The Group's revenue and profitability largely depends on client activity and their demand for the Group's products. Client demand for Group's products typically increases during periods of high volatility in financial markets (although such events can also expose the Group to increased trading loss risk). Conversely, in periods of low market volatility, client activity can decrease due to a perceived lack of attractive trading opportunities for clients.

Notwithstanding this, there can be no assurance that demand for the Group's products will grow or continue at current levels. For example, if the Group continues to only offer CFDs and as a result of negative publicity, political factors, changes in law or regulation that impose restrictions on their trading or tax treatment, or for any other reason, alternative products become the preferred option by clients and, if the Group fails to adapt in such circumstances, the Group's business would be significantly affected. The foregoing and other additional factors outside of the Group's control, such as declines in the disposable income of the Group's clients, may cause a substantial decline in client activity, which could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group may be unable to attract new clients or retain current clients.

The Group's profitability and growth depends on increasing the number and volumes of its Active Client base in a cost-effective manner. The Group spends significant financial resources on marketing, including expenditure on traditional media outlets (including search engines, direct media and social media), as well as on a range of educational and promotional events and tools. In addition, the Group offers significant bonuses and rebates to clients, where permitted by applicable regulations, to help maintain existing relationships and incentivise additional client activity. Part of the Group's business strategy is to materially expand its marketing activities and increase the marketing budget associated with this to help attract New Clients. However, there can be no guarantee that these efforts will be successful, and any inability to attract New Clients or retain existing clients, in a cost-effective manner, or at all, could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group faces risks associated with the implementation of its business strategy.

The implementation of the Group's strategy is subject to a number of risks, including operational, financial, macroeconomic, market, pricing, regulatory and technological challenges. For example, the Group's strategy involves potential geographic expansion, obtaining new regulatory approvals and licences and the development of new products. There can be no guarantee that the Group will be able to achieve these goals within the timescale envisaged, or at all. Implementing the Group's strategy will require management

to make complex judgements, including anticipating client trends and needs across a range of financial products, as well as structuring and pricing its products competitively. There can also be no guarantee that the Group's technological infrastructure will be adequate to support its planned growth, or that the Group will be able to successfully augment its systems if required in a timely manner, or at all. The Group is also reliant upon the outcome of certain decisions of the regulatory authorities which are outside the Group's control. The inability of the Group to implement its business strategy for any of these reasons could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group faces significant competition.

The online financial trading business in which the Group operates is very competitive, involving a large number of market participants, and the Group expects competition to continue to intensify in the future. The financial success of companies within the markets in which the Group operates may attract new competitors to the industry, such as banks, providers of online financial information and stock exchanges. Certain competitors or potential competitors of the Group may have greater financial, marketing, technological and/or human resources than the Group possesses, or they may be subject to substantially less regulatory oversight and control than the Group. While the Directors and Proposed Directors believe that the Group has certain competitive advantages through its in-house expertise and extensive experience in online financial trading, the above factors may enable competitors or potential competitors to:

- develop new products offering superior functionality or better features when compared with those of the Group across the jurisdictions in which the Group currently operates;
- increase their market share through acquisitions of other competitors and/or organic growth;
- price their products and services more competitively or aggressively than the Group;
- provide a more comprehensive and efficient trading platform, with better execution for clients;
- more effectively market, promote and sell their products and services;
- better leverage existing relationships with clients and partners or exploit better recognised brand names to market and sell their services;
- carry out their business strategies more quickly and effectively than the Group; and
- have better access to payment solutions and banking relationships which are more efficient or cost less than those of the Group.

The Group's ability to maintain and enhance its competitiveness and respond to existing or new competitors will have a direct impact on the results of its operations. In addition, even if existing or new entrants do not significantly erode the Group's trading volume, the Group may be required to change its pricing policy and dealing spreads significantly or increase its investment in marketing to remain competitive, which could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group does not have exclusive relationships with Affiliates and introducing brokers and may be exposed as a result.

The Group has relationships with businesses that operate websites providing information, training, comparisons and other materials promoting a range of financial instruments and investments, including CFDs. The firms (referred to as "**Affiliates**") may introduce prospective clients to the Group in return for payment. The Group may not otherwise receive applications from prospective clients based in those regions or geographies or directly offer its products. Furthermore, a small number of clients are also introduced to the Group by third party introducing brokers.

These Affiliates and third party introducing brokers operate in and/or manage websites across the globe. In the year ended 31 December 2024, approximately 24 per cent. of New Clients were introduced to the Group from Affiliates, of which 60 per cent. came from Affiliates operating websites in Japanese, 23 per cent. from Affiliates operating websites in Hindi and other Indian languages, 10 per cent. from Affiliates operating websites in Korean and 5 per cent. from Affiliates operating websites in Arabic. Accordingly, a significant proportion of the Group's revenue is dependent on these relationships and, as such, these relationships expose the Group to a variety of risks.

Although the Group gains New Clients, *inter alia*, through such introductions by third party Affiliates and introducing brokers, the Affiliates and introducing brokers do not have exclusive relationships with the Group

and may choose to promote other providers, including direct competitors of the Group, over the Group's own offering. If third party Affiliates and/or introducing brokers introduce clients to the Group's competitors, this could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

Client complaints may affect the Group's business and operations.

As a routine part of its business, the Group occasionally receives complaints from clients who are dissatisfied with certain aspects of the Group's terms of business or who have been affected by a system failure. In the past, the Group has received complaints from clients which have resulted in the Group being required to take certain actions, including the payment of compensation to the relevant client and/or remedial action to correct system failures. It is highly likely that, following any Admission, the Group will continue to receive further ordinary course client complaints.

The Group has a complaints handling policy in place. However, if complaints cannot be resolved internally, the client may be referred to an adjudicator service in the applicable jurisdiction, such as the Financial Ombudsman of the Republic of Cyprus, the Channel Islands Financial Ombudsman or the Financial Services Commission in the British Virgin Islands ("**BVI FSC**"). The inability of the Group to resolve client complaints, or the escalation of client complaints to regulators, could result in negative publicity, fines and/or other regulatory and/or legal action against the Group and there can be no assurance that material complaints will not arise in the future.

A material number of client complaints could therefore result in the Group incurring significant costs, including a requirement to pay a high level of compensation to the relevant clients, attracting negative publicity which could in turn generate further complaints, litigation, a regulatory investigation or sanctions, and/or the Group's reputation being negatively impacted, all or any of which could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The full benefits of any listing may not be realised.

The Group believes that there is a benefit from being a publicly listed company which is enhanced by being on the equity shares (commercial companies) segment of the FCA's Official List and will assist the Group with achieving its strategy and position it to compete more directly with its global listed competitors. The Group believes that any Admission would raise the profile of the Group in its existing and targeted geographic jurisdictions which, together with the enhanced corporate governance and transparency which a public listing can bring, will help it to attract New Clients and leverage its existing client base, contributing to growth in transaction volume and value, to access new markets and regulatory authorisations and seek strategic M&A opportunities. Further, the public status will provide enhanced access to capital and allow the Group to continue to attract and retain leading talent. However, there are no assurances that this will be the case. If this expected benefit does not materialise, the costs associated with the listing may outweigh the benefits and this could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group's future prospects will, in part, be dependent upon the Group's ability to identify future acquisitions and to realise any synergy benefits envisaged as a result of such mergers.

Part of the Group's longer-term business strategy may involve expansion and diversification through the acquisition of further businesses, both through identifying suitable targets and effectively implementing the integration process, such that the anticipated benefits and synergies from combining the respective businesses is fully realised. However, there is a risk related to the Group's ability to accurately identify suitable targets and successfully execute and integrate transactions to effect such a strategy.

The process of integration for any future material acquisitions could potentially lead to the interruption of the operations of the business or a loss of their respective clients and/or key personnel, either or both of which could have a material adverse effect on the business, prospects, financial condition and/or results of operations of the Group. Furthermore, any new acquisitions may divert resources from the Group's core business, including the attention of the Board and senior management, both during the acquisition process and as a result of post-acquisition integration. Any delays or difficulties encountered in connection with the integration of the acquired business could also lead to reputational damage to the Group. Further, some of the potential challenges in combining the businesses may not be known until after completion of any merger and/or acquisition, including any issues that were not identified during the process of due diligence.

Although the Group has extensive experience in online financial trading and may be able to identify suitable targets and effectively implement integration, no assurance can be given that the Group will be able to manage future acquisitions profitably or integrate such acquisitions successfully to realise the synergy benefits of such an acquisition without substantial costs, delays or other problems being incurred or experienced. In addition, no guarantee can be given that any companies or businesses acquired will achieve levels of profitability that will justify the investment which the Group makes in them. There is a risk that the projected synergy benefits and profitability will fail to materialise, will take longer to materialise or will be materially lower than have been estimated, or that costs or dis-synergies expected to arise in respect of the implementation of the merger may be greater than expected.

Any one or more of these factors could result in a loss of reputation, trust and goodwill with investors and/or have a material adverse effect on the business, prospects, financial condition and/or results of operations.

Fluctuations in currency exchange rates could negatively impact Group earnings.

The Group offers clients the ability to fund their accounts with the Group in various currencies and a portion of the Group's net cash flow is generated in currencies other than USD. As a result, the Group is exposed to foreign exchange risks associated with its commercial transactions, as well as its assets and liabilities. Therefore, changes in foreign exchange rates generally can affect the value of the Group's trading income and expenses. As a result, material fluctuations in currencies could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

Further, the Group's reporting currency is USD and as such, the Group is exposed to translation risk associated with fluctuations in foreign exchange rates impacting consolidation of foreign currency denominated assets, liabilities and earnings. Because the Group prepares its consolidated financial statements in USD, these fluctuations may have an effect both on its results of operations and on the reported value of its assets, liabilities, revenue and expenses as measured in USD, which, in turn, may affect reported earnings, and the comparability of period-to-period results of operations.

Legal and regulatory risks

The industry in which the Group operates is highly regulated.

The Group and its products are subject to a wide range of laws and regulations in the countries in which the Group operates and in which its clients are based, and the failure by any member of the Group to comply with them could result in adverse publicity, potentially significant monetary damages and fines, and the suspension of business operations. For example, regulators in several jurisdictions have considered instituting (or increasing) restrictions or prohibitions on the ability of retail clients to trade CFDs, and trade similar products on margin, for example by the imposition of limits on leverage, the introduction of negative balance protections, margin close out requirements, the inclusion of detailed risk warnings and restrictions on payment providers. The implementation of (or any change in) regulatory requirements in any of the jurisdictions in which the Group operates or its clients are based could adversely affect client activity, and consequently, the Group's business, prospects, financial condition and/or results of operations.

Given the evolving and sometimes ambiguous nature of the rules and regulations that apply to the Group and its products in the jurisdictions in which it operates (or in which its clients are based), the Group may occasionally engage in activities that, despite its internal assessment by legal and compliance teams as being permissible, are deemed by regulators as violating applicable legislation. To mitigate this risk, the Group undertakes horizon scanning to identify and consider the potential legal, regulatory or policy changes that may impact the Group. Any non-compliance with laws or regulations in any jurisdiction in which the Group operates or has clients could negatively affect the Group's business and subject the Group to criminal penalties, civil lawsuits, warning notices, fines and/or other sanctions from regulators. In addition, the marketing or distribution of the Group's products could be restricted in certain jurisdictions. For example, currently, the Group's products and any marketing of the Group's products and the Trading Platform is prohibited under US law. The Group's products are therefore not available to US residents nor are they marketed in the US.

If the Group's products were to be prohibited in other jurisdictions (such as Japan, which equates to 35.3 per cent. of the Group's revenue for the year ended 31 December 2024 and/or India, which equates to 17 per cent. of the Group's revenue for the year ended 31 December 2024), (or other restrictions were placed upon the Group's ability to accept clients, clients' trades or make payments to (or receive payments

from) clients), the Group consequently may have to cease or significantly alter its business in those jurisdictions, which could result in a significant loss of revenue. In addition, the Group may be unable to claim sums due from clients or enforce contracts with clients and, if the Group were to continue to operate in such jurisdictions, it and/or its directors or officers may be subject to civil or criminal sanctions. Any changes to laws or regulations, including new requirements in relation to regulatory authorisations, approval or certifications of directors or officers, financial promotions, third-party inducements, taxation, transaction and trade reporting requirements and the internet or e-commerce (or a change in the application or interpretation of existing regulations or laws by regulators or other authorities) in any jurisdiction in which the Group operates or has clients, could require the Group to cease or significantly modify its operations, all or any of which could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group's revenue depends upon the maintenance of licences from regulators and the Group's existing regulatory authorisations for its operations could be withdrawn.

The Group has obtained regulatory authorisations from the Cyprus Securities and Exchange Commission ("**CySEC**") and provides services throughout the European Economic Area ("**EEA**") (with the exception of Belgium and Cyprus) in reliance on "passports" granted in accordance with MiFID. The Group also has relevant regulatory authorisations from the Financial Services Commission in the BVI. The withdrawal of regulatory authorisations by any applicable regulator, or the transfer of regulatory oversight to a new regulator, could require the Group to cease or modify a significant part of its operations. In particular, if the Group's CySEC and/or the BVI FSC authorisations were to be withdrawn, the Group would be unable to operate in the jurisdictions in which it currently operates on the basis of either of those licences. At the time of preparing this Registration Document, the BVI FSC has commenced a routine "Thematic Compliance Inspection" review of FIH, which included an on-site inspection between 22 January 2025 and 5 February 2025. The Directors and the Proposed Directors understand that the inspection went well and that FIH provided copies of its internal policies and procedures, as well as more than 60 sample client files and system logs for review to BVI FSC. FIH is also proactively responding to follow-up questions when received. Whilst FIH does not expect there to be any adverse outcome from that review other than requests to amend certain aspects of FIH's internal policies and procedures, it is possible that the BVI FSC could commence investigations into FIH following that review which may result in the regulatory authorisation of FIH being withdrawn or other sanctions, such as fines, being imposed on FIH. Any of these risks could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

Furthermore, the Group maintains a registered branch of FIH in Greece, which has been granted an establishment licence in accordance with the provisions of Greek Law 89/1967, which allows the local branch to provide exclusively certain ancillary services to FIH and IFF, namely, advertising and marketing services, central accounting support services and processing of data (commercial/trading activity is not allowed under the Greek Law 89/1967 licence) and further outlines the main terms governing its operation. Branches established under Greek Law 89/1967 are obliged to comply with specific obligations, and in cases of material breaches thereof, penalties may be imposed; said penalties may include the licence revocation. If the Group were to fail to maintain its Greek licence, it would be required to cease its operations and there is a potential risk that its operating employees would have to be moved to the BVI or another jurisdiction. This may result in a significant disruption to the operation of the Group, decrease in its revenues and/or increased cost and, consequently, could have a material adverse effect on the Group's business, prospects, financial condition and results of operations.

The Group may be unable to obtain the necessary authorisations to expand its business into new jurisdictions or acquire additional regulated entities.

The Group is considering obtaining licences in a number of regulated markets so as to enable it to develop its business plan and grow. The Group's strategy is in part based upon expanding into new jurisdictions. Applying for a new authorisation in a new jurisdiction is a costly and time-consuming process and there is no certainty that an application will be approved by the relevant regulator. Acquiring an entity with an existing authorisation can be a quicker and more cost-efficient way to gain access to a new market, but in many jurisdictions it is necessary to obtain the approval or consent of the local regulator to an acquisition of control in such a licensed entity.

The Group has previously applied for, new licences or to become a controller of another entity and either had the application refused by the local regulator or been asked to withdraw it before determination in

Cyprus, the UK and Andorra. Further details are in Part III: "*Regulatory Overview*" of this Registration Document. Such prior unsuccessful applications are ordinarily required to be disclosed in any new application for a regulatory licence. This could make it difficult for the Group to obtain new licences or renew existing regulatory authorisation, if and when required. However, the Group has undergone significant changes since these applications were refused, including changes in ownership and personnel and the Group believes that this will increase its chances of obtaining licences in the future in the jurisdictions in which it wishes to expand its business/operations. However, the Group could fail to obtain regulatory authorisation in a jurisdiction where it wishes to operate (or have an application to become a controller of a target business refused), which could prevent the Group from maintaining or expanding its business. The failure to obtain such licences could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group is exposed to certain risks resulting from its relationships with Affiliates and introducing brokers.

The Group has relationships with a significant number of Affiliates and introducing brokers. The Group has limited authority to audit its Affiliates' regulatory or legal authorisations, and it relies on contractual and other assurances that the Affiliates have the necessary authorities and status to conduct their operations in particular jurisdictions. The Group directly on-boards any clients referred to it by Affiliates and conducts its own appropriateness (as may be required), AML and KYC checks as well as carrying out continuous ongoing monitoring and it reserves the right to terminate its relationship with Affiliates for posting inadequate content. It also checks that Affiliates are in compliance with financial promotion rules and monitors Affiliates' compliance with its requirements.

However, although the Directors believe that the Group has never received a complaint referring to any of its Affiliates, there is a risk that the promotional materials used by an Affiliate, the manner or jurisdictions in which it promotes its own websites and offering and other activities, could expose the Group to regulatory and/or other legal risks. Where an Affiliate has acted in breach of local regulation or laws or the Group's policies, liability for such breaches could attach to the Group, lead to a local regulator taking action against the Group (whether instead of, or as well as, the relevant Affiliate) and/or result in the agreements with some or all of the clients introduced by such an Affiliate becoming unenforceable.

Furthermore, whilst the end-clients of an introducing broker will be on-boarded as a direct client of the Group, including having the client pass through the Group's appropriateness test, AML and KYC checks, the introducing broker may have greater control and oversight over the client's account. The Group often does not engage directly with such end-clients for their day-to-day account services, instead relying on its introducing broker to interact with clients and service their needs. Third-party Affiliates and introducing brokers may introduce clients from jurisdictions in which the Group does not otherwise operate (or into which it does not otherwise promote its services). Changes to local law (or changes to the way in which local law is implemented or interpreted by regulators) could prohibit the Group from working with local Affiliates or introducing brokers (or from accepting clients introduced by them), forcing the Group to seek authorisation itself in a particular jurisdiction or risk losing certain clients. Any of these issues or changes in relevant laws or regulations (or their implementation or interpretation) relating to third-party relationships in relation to the Group's Affiliates and introducing brokers could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

Regulatory risks arising from accepting clients from different jurisdictions.

The Group operates predominantly online and may accept clients from various different jurisdictions outside the EEA and BVI (where it has licences or is otherwise able to benefit from passporting rights). The regulatory and legal framework for the offering and promotion of investment services such as that carried out by the Group may be complex, can vary significantly and may have been designed before the internet allowed greater international connectivity. In some jurisdictions where the Group has no physical presence or applicable licence, it may not be clear whether the regulation and laws of that jurisdiction are applicable to the relationships that the Group has with its clients and Affiliates and the manner in which the client relationship arose and/or whether any exemptions or exclusions from local regulation are available to the Group. For example, local regulation may not be clear on whether a person such as the Group is performing an activity "in" the relevant jurisdiction (or otherwise falls within the jurisdiction of the local laws and regulations) when providing remote online services from outside the jurisdiction. It also may not be that clear on whether the client is approaching the Group to request the products (referred to as a "reverse solicitation request") or if the Group is offering this to them as that will impact the applicable regulation.

The Group has obtained local law advice from a number of jurisdictions from which it accepts or is open to accepting clients to understand whether it is necessary for the Group to have a licence to accept such clients and to understand the legal and regulatory risks of accepting clients in such a manner, in particular in response to reverse solicitation requests. There is a risk, however, that the relevant regulator applies a different interpretation to that set out in the relevant advice received by the Group or challenges the manner in which clients are onboarded from their jurisdiction. Given that a large proportion of the Group's revenue is generated from clients based in a small number of jurisdictions (the largest five in the year ended 31 December 2024 being Japan, India, UAE, Jordan and Saudi Arabia), the impact of receiving a challenge or enforcement action in relation to one or more of those jurisdictions would be particularly significant. Furthermore, clients may themselves be acting in breach of local laws when seeking to trade with the Group or when sending margin payments (for example, due to currency transfer laws).

In addition, the Group has put in place a number of procedures to mitigate the risks of accepting clients in jurisdictions from which it would be unlawful or attract too high a level of risk. Such policies include geo-blocking of website traffic from some jurisdictions, or not allowing clients to submit an account opening request from certain jurisdictions. Nonetheless, this is an area where the laws and regulations, or their interpretation, are constantly evolving, and the approach of local regulators is also developing. As such, there is a risk that the Group may service clients in jurisdictions where it is unlawful to do so.

Furthermore, as CFDs are viewed in the regulatory regimes of many jurisdictions, including the EEA, as "complex products", iCFD obtains information from prospective clients based in those jurisdictions to enable an assessment to be made of whether they have the requisite knowledge and experience to understand the risks connected with the Group's products. If a prospective client based in the EEA does not meet the requirements of an appropriateness test and is lacking in the relevant knowledge and experience required, they will be directed to training materials and asked if they wish to be reassessed following training. If they are unable to pass the assessment following that training, their application will be rejected and they will be unable to open an account. There can however be no certainty that such appropriateness tests and associated training will be effective and therefore persons without the requisite knowledge and experience may be permitted on the Trading Platform. Such failures to effectively manage this risk to clients may lead to greater scrutiny from regulators.

Additional scrutiny of the Group's industry may also result in future changes to applicable rules that could require the Group to provide greater detail than is currently the case in its risk disclosures or "warning labels" that set out the risks associated with its products, as well as impose additional restrictions on the Group's ability to offer its products and/or services to retail clients for whom such products are deemed to be "non-appropriate".

A regulator in a relevant jurisdiction may also seek to take enforcement action against the Group where it considers the Group to have been acting unlawfully, or it may seek to issue a warning to the public not to trade with the Group. Regulators may also seek to contact CySEC or the BVI FSC or the Group's website providers, mobile app vendors, payment service providers or other service providers. Certain past and present members of the Group have received warning notices or been added to warnings lists, including from regulators in Argentina, Brazil, France, India Indonesia, Japan, Malaysia and the USA. Further details on warnings relating to the Group are set out in Part III: "*Regulatory Overview*" of this Registration Document. Any such action may make it difficult for the Group to continue accepting clients, clients' trades or make payments to (or receive payments from), from any one or more jurisdiction; result in the Group's websites being blocked or apps no longer being available in any one or more jurisdiction; result in certain governments or regulators taking action against the Group (or its directors) for breaches of local laws and regulations; or meaning that the Group becomes unable to enforce its agreements with clients. Furthermore, any such warnings or actions could make it more difficult for the Group to successfully apply for additional licences (or approval to become a controller of any target firms).

All or any of the above could have a material adverse effect on the Group's reputation, as well as its business, prospects, financial condition and/or results of operations.

A reduction in the availability of credit and debit cards as a payment alternative for the Group's clients could damage the Group's business.

The Group currently allows its clients to use credit and debit cards to fund their accounts, and approximately 57 per cent. of all payments were made via credit and debit cards in the year ended 31 December 2024.

There is a risk that in the future, due to new regulations, restrictions imposed by card schemes or card issuers, political or other factors, credit and debit card issuing institutions may restrict the use of credit and debit cards as a means to fund accounts used to trade in the Group's products. The elimination or a reduction in the availability of credit and debit cards as a means to fund client accounts could reduce the ability of clients in one or more jurisdictions to open and fund accounts and/or reduce client demand, each of which could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

Furthermore, in response to legal or regulatory changes, card schemes may change the requirements that they impose on payment service providers and other third parties when allowing the processing of payments from one or more jurisdictions in response to changes to the regulatory regime or in general for the CFD sector or for companies licensed in offshore jurisdictions, such as BVI, or companies using a payment facilitation arrangement in Cyprus, such as the Group.

In addition, the Group allows its clients to use other methods to fund their accounts, whereby approximately 23 per cent. of all payments were made via e-wallets and other alternative payment solutions and 17 per cent. of all payments were made via wire transfers in the year ended 31 December 2024. The Group also allows clients to fund their accounts via cryptocurrency exchanges by converting cryptocurrency into traditional currency although this constitutes a small amount of all payment solutions, constituting less than 3 per cent. of all payments made in the year ended 31 December 2024. There is a potential risk for increased regulation to be imposed on any of the aforementioned alternative payment service providers leading to a potential reduction in the availability of alternative payment solutions as a means to fund client accounts. Such a change in regulatory approach could reduce the ability of clients in one or more jurisdictions to open and fund accounts and/or reduce client demand, each of which could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

Accordingly, any such loss suffered by clients or changes, or the imposition of additional regulatory requirements, could result in the Group incurring additional costs, having to suspend or delay the onboarding of clients from particular jurisdictions or otherwise reduce client demand, each of which could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group is subject to rules regulating how it holds client money.

The BVI FSC and CySEC require regulated entities such as FIH and iCFD to institute systems for ensuring that client money is segregated from that of the regulated entity. iCFD is required to formally segregate client funds within a designated trust account whereas FIH is required to ensure that any client funds are identifiable and appropriately segregated and accounted for. All regulated firms are under an ongoing obligation in respect of the operation of their client money accounts and segregation and there can be no guarantee that the regulators will continue to deem the Group's procedures adequate. Any fines by any applicable regulator or the inability of the Group to address future changes to any applicable client money regulations could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group is subject to laws and regulations in the countries in which it operates.

The Group is subject to numerous laws, regulations, standards and protocols in the jurisdictions in which it operates or has clients relating to, among other things: financial regulation (including consumer protection and capital adequacy requirements), anti-money laundering and terrorist financing, advertising, trade restrictions such as sanctions, tax, including FATCA and CRS reporting, employment and human resources, health and safety, data protection and privacy, foreign exchange controls, anti-corruption and bribery, and competition and antitrust.

As the Group continues to expand its businesses into new geographies, it will become subject to additional legal and regulatory requirements in these new geographies, which could have a material impact on the way in which the Group operates and is organised as well as how it is able to offer its products and services to clients. Compliance with these requirements can be onerous and expensive and can require the hiring of numerous qualified staff to ensure compliance, and may otherwise adversely affect the Group's business, prospects, financial condition and/or results of operations. For example, the Dutch government has recently introduced legislation that requires companies that consume more than 50,000 kWh of electricity per year to take cost effective, energy-saving measures to reduce such consumption. The Group hosts a number of its servers in the Netherlands and whilst, as of 6 May 2025, being the latest practicable date before the

publication of this Registration Document, the Company's servers consume on average less than half of the maximum power consumption capacity set out in the servers' technical specifications, there is a risk that it may in the future meet this threshold. If such threshold is met and action is required to reduce consumption, it could have a material adverse effect on the performance and redundancy of the Group's systems and services or the Group's results of operations if alternative more expensive server facilities are required.

While the Group may be unable to anticipate the scope and timing of any changes to the legal and regulatory environment in which the Group operates or has clients, its failure to comply with applicable laws and regulations may result in fines or penalties, liability for personal injury and/or property damage, and reputational damage, any of which could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

Any significant changes to the legal or regulatory environment in which the Group operates, including as a result of the Group becoming subject to new laws and regulations, may require the Group to further enhance its risk and compliance capabilities, resulting in higher compliance costs, or change the way it organises its business or offers its products. Although the Group has policies, controls and procedures designed to help ensure compliance with applicable laws and regulations, there can be no assurance that its employees, contractors, suppliers, agents, Affiliates or introducing brokers will not violate such laws or regulations, or its policies resulting in loss or damage to the Group which could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

Legal, administrative, regulatory or arbitration proceedings or investigations risks.

The Group may, from time to time, become involved in various actual or threatened legal, administrative, regulatory and arbitration proceedings and investigations arising out of or in connection with the Group's ordinary course of business, and/or the Group's relations with its current and former employees. Regardless of the merits of the claims, and whether the matter or amount subject to the claim is individually material, the cost of pursuing or defending current or future legal, administrative and arbitration proceedings or investigations may be significant, and such matters can be time-consuming and divert management's attention and resources. At the time of preparing this Registration Document, the BVI FSC has commenced a routine "Thematic Compliance Inspection" review of FIH, which included a desk-based review carried out between 22 January 2025 and 5 February 2025. The Directors and the Proposed Directors understand that the inspection went well and that FIH provided copies of its internal policies and procedures, as well as more than 60 sample client files and system logs for review to the BVI FSC. FIH is also proactively responding to follow-up questions when received. Whilst FIH does not expect there to be any adverse outcome from that review, other than requests to amend certain aspects of FIH's internal policies and procedures, it is possible that the BVI FSC could commence further investigations into FIH following from that review.

Given the number of current and former employees, the Group may, from time to time, become involved in various actual or threatened legal proceedings with such persons. Claims which may be brought against the Group may relate to (without limitation), discrimination, unfair or wrongful dismissal (or such other termination-related claims), wages, benefits, social contributions, working hours and/or redundancy.

The results of litigation and other legal proceedings are inherently uncertain, and adverse judgments or settlements in some or all of these legal disputes may result in substantial monetary damages, penalties, fines and/or injunctive relief against the Group, as well as reputational damage. While the Group maintains insurance for certain legal risks at levels that the Board believes to be appropriate and consistent with industry practice, the Group may incur losses relating to litigation beyond the scope or limits of such insurance coverage, and the provisions for litigation-related losses in the Group's accounts may not be sufficient to cover the Group's ultimate loss or expenditure. Any future litigation-related provisions recorded by the Group, in a situation in which the Group believes that a liability is likely to materialise and the associated amount can be reasonably estimated, may also be incorrect or inadequate to cover actual losses. An unfavourable outcome in any litigation investigation, administrative proceeding or other material dispute, or reputational damage resulting from a dispute, could materially adversely affect the Group's business, prospects, financial condition and/or results of operations.

The Group is subject to anti-money laundering, anti-bribery and corruption, counter-terrorist financing regulations and financial sanctions and regulations.

The Group is subject to certain anti-corruption, anti-money laundering, anti-bribery, counter-terrorist financing regulations and sanction laws and regulations, including in the EU, Guernsey and other jurisdictions.

In relation to certain of these laws and regulations, the Group undertakes specific actions for the onboarding of clients, including client due diligence and procedures with respect to the identification and verification of clients' identities. The Group has policies and procedures in place to effectively address such onboarding requirements to allow them to conduct online client due diligence on a risk-based approach and within pre-determined timeframes. However, given some of the compliance function is outsourced to third party service providers, the Group cannot directly control the implementation of those policies and procedures. There is also a risk that changes in regulatory requirements, or the relevant regulatory authority's interpretation of such requirements results in an increase to the burden associated with such due diligence procedures, which may have an adverse effect on the Group's ability to quickly and conveniently onboard New Clients. This may have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

Anti-corruption laws are often interpreted broadly and may prohibit companies, their employees and their third-party partners, such as agents, legal counsel, accountants, consultants, contractors and others, from authorising, promising, offering, providing, soliciting or receiving, directly or indirectly, corrupt or improper payments or anything else of value to or from recipients in the public or private sector. The Group could be held liable both for its own actions but also for the corrupt or other illegal activities of its personnel and third-party partners. Any of the foregoing could not only harm the Group's business, but also its reputation. The Group has controls and procedures in place to monitor exposure and compliance, however, the risks could be significant if these procedures are not successful.

Sanctions and other related laws and regulations currently restrict the Group's business dealings in certain sanctioned countries, and with specific persons and/or entities. However, if other persons and/or entities with whom the Group currently, or in the future, transacts become subject to sanctions, or the countries in which the Group currently operates become subject to restrictive sanctions, it could result in the closure of certain client accounts and business operations and reduced trading volumes of both Active Clients and potential New Clients. Furthermore, failure to comply with sanctions may result in reputational damage, fines or other censure, any of which could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group must comply with data protection and privacy laws.

The Group's operations are subject to a number of laws and regulations relating to data privacy, including the General Data Protection Regulations (Regulation (EU) 2016/679), the Data Protection (Bailiwick of Guernsey) Law 2017, the BVI Data Protection Act 2021, the Israeli Protection of Privacy Law 5741-1981 and the Israeli Regulations for the Protection of Privacy (the Privacy Protection Regulations (Data Security) 2017), as well as relevant non-EEA data protection and privacy laws. The requirements of these laws and regulations may affect the Group's ability to collect and use personal data, transfer personal data to countries that do not have adequate data protection laws and also to utilise cookies in a way that is of commercial benefit to the Group. Enforcement of data privacy legislation has become increasingly frequent and could result in the Group being subjected to claims from its clients that it has infringed their privacy rights, and it could face administrative proceedings (including criminal proceedings) initiated by the Information Commissioner's Office in the UK, the Office of the Commissioner for Personal Data Protection in Cyprus, the Israeli Privacy Protection Authority or similar regulators in the Group's other countries of operation. In addition, any enquiries made, or proceedings initiated by, individuals or any of such regulators may lead to negative publicity and potential liability for the Group. The Group's operations may be subject to future laws relating to data privacy which requires the Group to continually review and monitor its business practices and policies to ensure that it is, and remains, compliant. Enforcement activities against the Group or its clients could require the Group to indemnify its clients and/or lead to fines and/or civil liability.

The Group must also comply with the Payment Card Industry Data Security Standards in respect of certain data collected, transferred or processed in respect of any client payments from branded payment cards. Non-compliance with these standards may lead to the Group facing fines, increased card handling fees and/or withdrawal of payment processing services in the future.

The secure transmission of confidential information over the internet and the security of the Group's systems are essential in maintaining client confidence and ensuring compliance with data privacy legislation. If the Group or any of its third-party suppliers fails to transmit client information and payment details online securely, or if they otherwise fail to protect client privacy in online transactions, or if third parties obtain and/or reveal the Group's confidential information, the Group may lose clients and potential clients may be deterred from using the Group's products. Furthermore, any breach of data security which results in a leak of personally identifiable information, or suspected leak, may result in an investigation by relevant data protection agencies, which may result in fines and sanctions against the Group.

All or any of the above could have a material adverse effect on the Group's reputation, as well as its business, prospects, financial condition and/or results of operations.

Risks related to the Group's systems and operations

Systems failures could harm the Group's business.

Systems failures could harm the Group's business. The Group's operations are highly dependent on technology, communications systems, including telephone and mobile networks, and the internet. While the Group had system uptimes (excluding planned maintenance windows) of 99.96 per cent. throughout 2024 it has experienced short-term outages in the past.

The efficient and uninterrupted operation of the systems and networks on which it relies and its ability to provide clients with reliable, real-time access to its products and services is essential to the success of the Group's business. A large proportion of the Group's production servers are located in the Netherlands and its development servers are located in Israel. Any disruption, damage, malfunction, failure or interruption of or to those servers or even its other systems, software or networks used by the Group (including the automatic trading limits and other limits built into the Trading Platform) could result in a lack of confidence in the Group's services and a possible loss of existing clients to its competitors or could expose the Group to higher risk or losses.

In addition, if the Group's connection to telephone or mobile networks or the internet is interrupted or unavailable, the Group may not be able to provide clients with its products and services. The Group's systems and networks may also fail as a result of other events, including fire; flood or natural disasters; power or telecommunications failure; cybercrimes, including security breaches, ransomware or denial of service attacks; viruses or defects in the Group's software or hardware; or acts of war or terrorism.

The Group periodically upgrades its existing systems, and problems implementing these upgrades may lead to delays or loss of service to the Group's clients, as well as an interruption to the Group's business, which could expose the Group to potential liability. The Group also relies on its systems and the security of its network for the secure transmission of confidential information and personally identifiable information (PII), such as addresses, telephone numbers, occupations, salaries, credit card and bank account details, or the details of the products and services used, which is a critical element of the Group's operations.

A network security breach (whether due to systems malfunction, unauthorised access or otherwise) could result in the Group's current clients ceasing to do business with the Group as well as criminal sanction or civil liability for the Group. Details of the specific risks arising out of "cyber-attacks" are set out on in the risk factor headed "*The Group may be subject to security breaches, computer malware or other "cyber-attacks" by cybercriminals*" of this Registration Document. The Group has information security procedures and disaster recovery procedures in place designed to prevent and mitigate the effects of events such as those mentioned above, but there can be no assurance that these procedures will account for and protect against all eventualities, or that they will be effective in preventing any interruption to the Group's operations and systems. In addition, the Group utilises backup operational sites if its primary systems fail, but there can be no assurance that the Group will be able to migrate successfully or promptly obtain access to the necessary personnel or systems if an emergency or outage occurs. Any system failures could result in reputational damage, including a loss of confidence by clients in the Group's services, a loss of clients and potential liabilities. In addition, a failure of the Group's systems could result in, among other things, legal or regulatory action against the Group, and any of the risks discussed above could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group could be negatively affected by adverse global or regional events, in particular, any escalation of hostilities in Israel.

Conditions in Israel, including the 7 October 2023 attack by Hamas and other terrorist organizations from the Gaza Strip and Israel's war against them, may adversely affect the Group's business, its results of operations and its ability to raise additional funds.

The Chairman, Executive Directors and the majority of the Company's senior management operate from offices located in Israel. Although the Group has policies and procedures in place, including a business continuity plan, to try and ensure services can continue outside of Israel, political, economic and/or military conditions in Israel and the surrounding region could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

On 7 October 2023, Hamas terrorists launched an assault against Israel from the Gaza Strip involving strikes against military targets, attacks against civilians and missiles being launched on the Israeli population. These attacks resulted in extensive civilian and military deaths, injuries and kidnapping. In response, Israel declared war against Hamas and a military campaign commenced. Subsequently, Hezbollah terrorists in Lebanon launched missile, rocket and shooting attacks against Israeli military sites, troops and Israeli towns/cities in northern Israel. Israeli forces retaliated by carrying out a number of targeted strikes on sites belonging to Hezbollah in Lebanon. On 27 November 2024, Israel entered into a ceasefire agreement with Lebanon. However, such agreement is fragile, with Israeli airstrikes continuing occasionally as Israel targets Hezbollah military sites and operatives. Further, on 15 January 2025, a three-phase ceasefire agreement was reached between Israel and Hamas, with the first phase of the ceasefire agreement coming into effect on 19 January 2025. However, on 18 March 2025, Israel and Hamas renewed their hostilities in Gaza following Hamas rejecting a new US proposal to extend the ceasefire and free the 59 hostages still held captive in Gaza.

The situation remains unstable and any further escalation in hostilities involving Israel or change in the current position or the interruption or a significant downturn in the economic or financial condition of Israel as a result of any hostilities could affect adversely the Group's product development, business, prospects, financial condition and/or results of operations. Similarly, any political, economic and/or trade sanctions/boycotts against Israel and/or Israel-related businesses could adversely affect the Group's product development, business, prospects, financial condition and/or results of operations. Such efforts, particularly if they become more widespread, may materially and adversely impact the Group's ability to sell and provide its products and services outside of Israel.

If the Group is unable to retain and motivate its current personnel and to hire and retain additional appropriately qualified personnel, its ability to successfully develop and market its products could be harmed.

The Group's future growth and success depends to a significant extent upon the leadership and performance of its senior management team, many of whom have extensive experience in the Group's industry and/or experience of the Group and may therefore be difficult to replace. The Group also relies on a number of key personnel (either employed or contracted as consultants) in critical management and operational positions including certain specialist software and hardware engineers, and certain sales and marketing personnel as well as more generally its ability to source and compete for qualified staff to ensure that the Group develops and maintains a sufficient number of employees or consultants at various levels of seniority across the Group's businesses.

Many of the Group's key personnel are based in Israel. The agreements in place with the members of the Group's management team in Israel allow the individual, if an employee, to resign from their employment with the relevant member of the Group upon giving a specific period of notice which varies (depending upon the particular individual concerned) between 30 days and 180 days. If the Group is unable to retain its current personnel and to hire and retain additional appropriately qualified personnel, its ability to successfully develop and market its products could be harmed.

Furthermore, while members of senior management are subject to restrictive covenants which seek to limit their ability to compete with the Group post-termination of their employment/consultancy, there can be no assurance that the Group will be able to enforce such restrictive covenants, particularly for those personnel in Israel where courts assess the validity of non-competition provisions in employment agreements on a case-by-case basis. In certain cases, Israeli courts have either ruled against the enforceability of such provisions or shortened the contractually agreed-upon non-competition period.

When determining the enforceability of a non-compete agreement, the Israeli courts have typically considered the following: (i) the length of time of the restriction (with a general upper limit of 12 months following the termination of employment); (ii) the applicable territory covered by the restriction; (iii) whether the employee has received proper economic compensation in consideration for the limitation of their freedom of occupation; (iv) whether a clear written agreement exists with respect to the matter; (v) whether the applicable employee has acquired any special knowledge in the course of their training by the employer; (vi) whether the employee has acted in 'bad faith' by engaging in any unfair competition; and (vii) whether the employer had a legitimate interest in preventing competition (mainly the protection of trade secrets).

Moreover, there is a potential for key personnel to be poached by other players operating in the same or similar market and the Group may face challenges in attracting suitably qualified new senior management team members.

The enforcement of non-solicitation clauses can also be challenging in Israel, as it requires evidence of actual solicitation. This often involves demonstrating that the employee has actively encouraged others to leave their positions with the applicable company and not on their own accord, which can be difficult to substantiate without clear evidence. Typically, such proof is hard to obtain, as these actions may happen informally or without written records.

Additionally, changes in immigration and work permit laws and regulations in the jurisdictions in which the Group operates or the administration or interpretation of such laws or regulations could impair the Group's ability to attract and retain highly qualified employees. If the Group is unable to retain its key employees or contractors and/or unable to recruit enough suitably experienced and talented employees or contractors, its ability to develop and deliver successful products, continue its research and development activities and grow its business may be adversely affected. Additionally, competition for personnel may result in increased costs in the form of either greater cash payments and/or the award of additional stock-based compensation resulting in increased dilution for current shareholders. The interpretation and application of employment-related laws to the Group's workforce practices may result in increased operating costs and less flexibility in how the Group meets its workforce needs.

Effective succession planning is also important to the Group's long-term success. However, as the Group operates a lean organisation, a substantial amount of knowledge about, and experience with, the business is concentrated within a limited number of employees or contractors. If the Group fails to grow effectively its employee and/or contractor base and ensure the appropriate development and transfer of knowledge and expertise to others within the organisation, the Group's business, prospects, financial condition and/or results of operations could be materially adversely affected. Furthermore, if the Group does not continue to anticipate and address the safety and wellness needs of its employees sufficiently and/or in a timely manner, their productivity could be impacted, or the Group could fail to retain them.

The loss of any members of the senior management or other key individuals, the inability to recruit sufficient, qualified personnel, and/or the inability to replace departing employees or consultants in a timely manner could have a material adverse effect on the Group's ability to run its business and, accordingly, on its prospects, financial condition and/or operating results.

The Group is reliant on the performance of third-party service providers and consultancy arrangements.

The Group also engages a number of key personnel either through consultancy arrangements or relationships with third-party service providers which may make some or all of them harder to retain. For example, Eytan Yaron, CEO and risk manager of FIH, in addition to his CEO duties also supervises all trading and risk activities of FIH pursuant to the terms of a consultancy arrangement. The terms of those consultancy arrangements allow for termination with 30 days' notice.

The Group also engages third-party service providers to provide the Group with various services, including in connection with both product development and customer support. Although the Group intends to monitor third party suppliers carefully, the services rendered by its third-party contractors may not always be satisfactory or match the Group's targeted quality levels and standards.

Failure by any service provider to carry out its obligations to the Group in accordance with the terms of its appointment could have a materially detrimental impact on the operation of the Group. The termination of

any relationship with any third-party service provider or any delay in appointing a replacement for such a service provider could disrupt the business of the Group materially and could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations. A number of these consultancy arrangements also contain indemnities from the Group in favour of the third party consultants and to the extent that any liabilities are incurred in the exercise of their duties may result in a commensurate liability for the Group.

Certain personnel within these third-party service providers often provide services exclusively to the Group. These individuals primarily operate in the Group's call centres and provide services to the Group's clients. If the Group was to terminate its contractual arrangements with these third party service providers, to the extent that they are based in an EU state, there is a risk that some or all of these individuals could be regarded as employees and fall within the legislation which implements the EU Acquired Rights Directive ("**ARD**") within that jurisdiction. The overarching aim of the ARD is to protect employees on a business transfer (which can include outsourcing or insourcing arrangements) by transferring their employment and protecting their existing terms and conditions. How this would operate would vary depending on the jurisdiction but in general it can lead to complex legal issues, such as limitations on the harmonisation of terms, consultation requirements and financial penalties for breaching either individual or collective rights. Any of the foregoing could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group's use of AI is dependent upon third-party proprietary processes which may be flawed or biased.

The Group's use of artificial intelligence ("**AI**") is dependent upon third-party platforms including Microsoft's Copilot, Google's Gemini and OpenAI/ChatGPT. The Group uses AI to perform tasks previously requiring human intelligence. In particular, the Group uses AI for the development of the business and to assist in writing routine code needed for its internal systems. The Group also uses generative AI for transcription, data enrichment and translation services, as well as to create images and videos for use in its advertising and promotional materials as well as facilitating communications with its clients as a form of client support on its website.

The Group has, in consultation with outside counsel, implemented an internal AI policy which regulates its employees' use of any AI tool. Such policy is limited in that, in light of the fast-moving nature of AI, it might not be updated with all relevant guidelines and therefore not sufficiently comprehensive and may not reflect all risks inherent to a particular tool. In addition, there is the inherent risk that the Group is dependent on the employees' compliance with the policy and is subject to the risks associated with such employees' non-compliance therewith. For example, if an employee inputs Group confidential information or personal information into a tool which trains its algorithms using the input, then the Group's confidential information could be compromised and/or the Group may be in violation of data privacy compliance. Furthermore, these guidelines may be challenged by relevant authorities.

The Group has not developed and does not own any AI technology itself and instead relies on the above-mentioned third-party platforms and the associated data and information supplied by third parties that are used by such models. The Group incorporates such third-party platforms to provide answers to its clients for, *inter alia*, basic queries about trading, risks, and account operations. These models collect and analyse large amounts of data, extract patterns and forecast prospective outcomes. The data upon which this model is trained can have bias effects on the model's output.

The development of generative AI technologies is complex, and there are technical challenges associated with achieving the desired level of accuracy, efficiency, and reliability. The algorithms and models used in generative AI systems may have limitations, including biases, errors and/or the inability to handle certain data types or scenarios. Furthermore, there is a risk of system failures, disruptions and vulnerabilities that could compromise the integrity, security or privacy of the generated content. For example, AI platforms can be subject to what are known as "hallucinations" where a large language model perceives patterns or objects that are non-existent, creating nonsensical or inaccurate outputs. As a result of these erroneous outputs, there is a potential risk for clients to suffer loss and the associated risk that such clients could sue the Group for any losses incurred. In addition, there is a risk that such AI-based models, which are in the early stages of development, might not be successful and/or for the Group's competitors to develop more successful AI-based models, leading to losses of time and money invested by the Group in developing such AI-based tools.

Use of code which is generated from an AI tool runs the risk of incorporating security breaches, vulnerabilities, or bugs into the system to which the code is incorporated. In addition, the output of any AI tool, and in particular the use of code, may infringe a third party's intellectual property rights, who may in turn bring a claim against the Group in respect thereof. Furthermore, the copyrightability of the output of such tools in general is not clearly determinable under various legal systems, which means that the use of such code output may not be granted copyright protection under relevant applicable law. If the Group incorporates such output into its proprietary materials (including incorporating code generated from such tools into any proprietary software) then the copyrightability of their proprietary materials may be at risk.

Furthermore, since AI is a rapidly evolving field, upcoming or future legislation may affect the Group's use of the tools. In addition, some tools may not be fully explainable or transparent to users, and if such is required under relevant applicable legislation, the Group will not be able to comply with such a requirement.

All or any of the above could result in legal and/or regulatory liability and/or reputational damage, all of which could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group may become subject to claims for remuneration or royalties for assigned service invention rights by its Israeli employees, which could result in litigation and adversely affect the Group's business.

A significant portion of the Group's intellectual property has been developed by its employees in the course of their employment by I For Fintech Ltd. ("**IFF**"), Clio G.S. Ltd., or Clio Tech Ltd. For example, for employees located in Israel, under the Israeli Patents Law, 5727-1967 (the "**Patents Law**"), inventions conceived by an employee during and as a result of his or her employment with a company are regarded as "service inventions," which belong to the employer, absent an agreement between the employee and employer providing otherwise. The Patents Law also provides that if there is no agreement between an employer and an employee determining whether the employee is entitled to receive consideration for service inventions and on what terms, this will be determined by the Israeli Compensation and Royalties Committee (the "**Committee**"), a body constituted under the Patents Law. Case law clarifies that the right to receive consideration for "service inventions" can be waived by the employee and that in certain circumstances, such waiver does not necessarily have to be explicit. The Committee will examine, on a case-by-case basis, the general contractual framework between the parties, using interpretation rules of the general Israeli contract laws. Further, the Committee has not yet determined one specific formula for calculating this remuneration, but rather uses the criteria specified in the Patents Law. Although the Group's Israeli entities generally enter into agreements with its employees located in Israel pursuant to which such individuals assign to it all rights to any inventions created during and as a result of their employment, the Group may face claims demanding remuneration in consideration for assigned inventions. As a consequence of such claims, the Group could be required to pay additional remuneration or royalties to its current and/or former employees or be forced to litigate such monetary claims (which will not affect the Group's proprietary rights), which could materially adversely affect the Group's business, prospects, financial condition and/or results of operations.

Intellectual property rights may prove to be difficult to enforce.

The Group owns various intellectual property rights, including trademarks, software and technology developed internally, know-how and copyrights. The success of the Group's business depends on its ability to protect and enforce these intellectual property rights. The Group seeks to protect its intellectual property under trademark registration, copyright and trade secret laws, and through a combination of confidentiality procedures, contractual provisions and other methods, all of which offer only limited protection.

The Group generally enters into confidentiality, invention assignment or licence agreements with employees, consultants, vendors, partners and clients, and generally limits access to, and distribution of, its proprietary information. However, there can be no assurance that it has entered into such agreements with all relevant parties or that the agreements entered into are fully enforceable and will not be breached. Despite the Group's reasonable efforts to protect its intellectual property rights, unauthorised parties may not be deterred from misuse, theft or misappropriation of information that the Group regards as proprietary. If the Group is unable to protect its proprietary rights (including aspects of its software and products protected other than by patent rights), the Group may be at a competitive disadvantage compared to others who need not incur the additional expense, time, and effort required to create the innovative products that have enabled the

Group to be successful to date. Any of these events could materially adversely affect the Group's business, prospects, financial condition and/or results of operations.

The Group relies on certain licences to distribute derived exchange data.

The Group allows its clients to trade CFDs based on exchange traded financial instruments, such as indices, stocks and futures. In order to offer such products, the Group has entered into agreements with certain providers of exchange traded data, including the London Stock Exchange. Such agreements may not be sufficient to cover all instruments offered by the Group and failure to maintain such relationships may limit the products offered by the Group, which may result in a decrease in client demand for the Group's services which could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group may be subject to security breaches, computer malware or other "cyber-attacks" by cybercriminals.

There can be no assurance that the Group's systems will not be subject to disruption by cybercriminals or other security breaches, which could expose the Group to liability. Any unauthorised intrusion, malicious software infiltration, network disruption, denial of service or similar act by a malevolent party could disrupt the integrity, continuity, security and trust of the Group's products, services or systems or the systems of the Group's clients. These security risks could create costly litigation, significant financial liability, increased regulatory scrutiny, financial sanctions and a loss of confidence in the Group's ability to service clients and cause current or potential clients to choose another IT solution.

In addition, as these threats continue to evolve, the Group is required to continue investing significant resources continuously to modify and enhance the Group's information security and controls or to investigate and remediate any security vulnerabilities. Although the Group believes that it maintains a robust programme of information security and controls and none of the threats that the Group has encountered to date have materially impacted the Group, it may not be able to prevent a material event in the future or promptly and effectively remedy a material event, and the impact of such an event could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

By way of an example, the Group was subject to certain cyber-attacks in 2019 whereby a hacker attacked its systems in a distributed denial of service (DDOS) attack and demanded a ransom payment. The aim of the cyber-attack was to make the platform unavailable and not to extract the personal data of any individuals (and there was no indication that any client personal data had been compromised). The Group did not agree to make the ransom payment and instead made changes to its system's architecture and acquired additional IT services to thwart and make the systems more difficult to breach.

Although the Group has acquired additional IT services to prevent cyber-attacks by cybercriminals, there can be no assurances that these additional IT services and safeguards will prevent all cyber-attacks. Accordingly, all or any of the above could have a material adverse effect on the Group's reputation, as well as its business, prospects, financial condition and/or results of operations.

The Group advertises its services online.

The Group advertises its services predominantly online on local and international websites, online advertising networks and social media platforms. Each such website, network and platform has its own internal rules governing advertising and such rules may change in the future to restrict the advertisement of the Group's services, in general or in specific jurisdictions in which the Group operates. Such restrictions may hinder the ability of the Group to attract New Clients and could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group relies on app stores to distribute its mobile apps.

The Group allows clients to trade the products offered by the Group on mobile apps available for both iOS and Android devices. The mobile apps may be downloaded from the Apple App Store and Google Play. Apple and Google have internal policies with respect to which apps are acceptable for distribution through their respective stores. Any change which restricts the offering of apps allowing the trading in CFDs, in general or in specific jurisdictions in which the Group operates may have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group's insurance coverage may not be adequate.

While the Group maintains insurance at a level which it believes is appropriate against risks commonly insured in the industry, the Group does not maintain full coverage under its insurance policies to cover all losses or damages in respect of the Group's business, facilities, equipment or personnel. In addition, certain risks may be uninsurable or uneconomic to insure, and there can be no guarantee that the Group will be able to obtain the desired levels of insurance coverage on acceptable terms in the future or that claims made are paid out in a timely manner. The Group also has not set aside any amounts to cover any such potential future losses. Any of the foregoing could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group may be subject to losses through fraud, embezzlement or misconduct by employees, counterparties or third parties.

The Group is also exposed to potential losses due to fraud, embezzlement, misconduct and breaches of the Group's terms of business by its clients, counterparties, employees or third parties. For example, clients or people impersonating clients (for example through the use of a false identity to open an account), may engage in fraudulent activities, including the improper use of legitimate client accounts. Such events have occurred in the past, including clients using their accounts to carry out unauthorised investment schemes and funding their accounts with stolen credit cards. In addition, the Group's employees may ask clients for their account credentials and seek to access their accounts unlawfully and engage in unapproved trading activity or otherwise attempt to defraud the Group. Such activities may be difficult to prevent or detect, and the Group's internal policies to mitigate these risks may be inadequate or ineffective. As such, the Group may not be able to recover the losses caused by such activities or events, which could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

Internal control risk

The Group's prudential capital adequacy and liquidity requirements may affect its ability to distribute profits and/or restrict expansion.

Each of FIH and iCFD are required to meet prudential capital adequacy tests to ensure that they have sufficient capital to mitigate risks from market movements, credit and counterparty default as well as operational risk. Failure to implement the relevant prudential authorities' capital adequacy and liquidity requirements could lead to enforcement action against the Group.

Changes to the Group's prudential capital adequacy and liquidity requirements in any of the jurisdictions in which it operates could negatively affect its ability to distribute profits, its expansion strategy and/or the products that the Group is able to offer in such jurisdictions. Furthermore, there can be no assurance that qualifying third-party financing, if needed to meet capital adequacy or liquidity requirements, will be available on commercially acceptable terms, if at all.

As a result of the above, any increase in the Group's prudential capital adequacy or liquidity requirements or any failure to meet its capital adequacy or liquidity requirements could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group's risk management policies, procedures and practices may not be effective or may be violated.

The success of the Group's business is dependent on the Group's risk management policies, including policies in relation to managing market risk, anti-bribery, corruption, financial crime, financial risk, fraud, information technology and security, as well as the amount of risk the Group is willing or able to take. The design and implementation of the Group's policies, procedures and practices used to identify, monitor and control risk may not be effective. If the Group's risk management policies and internal controls are not sufficiently designed, implemented or maintained, the Group may incur costs in updating or redesigning such policies and controls or become the subject of regulatory investigations, enforcement actions or litigation.

For example, the Group's risk limitation methods rely on a combination of internally developed technical controls, industry standard practices, observation of historical market behaviour and human supervision. These methods may not adequately prevent future losses. In addition, the Group's financial risk mitigation procedures and practices have been, and going forward will be, subject to human error, technological failure

and competitive pressures. There can be no assurance that the Group will set financial risk limitation parameters accurately, that its testing and quality control practices will be effective in preventing technical software or hardware failure or that its personnel will accurately or appropriately apply the Group's financial risk limitation procedures. In addition, to remain competitive, the Group may adjust its trading and risk management strategies in an effort to achieve optimal outcomes with respect to the Group's risk management and revenue. However, the Group's adjustment of these strategies may not deliver an optimal outcome and may instead prove detrimental to the performance of the Group.

By way of further example, the Group operates call centres and has a sales team, comprised of sales and customer support staff, which are responsible for both forming New Client relationships and developing and managing those relationships over time. The Group also relies on customer support staff and/or third party representatives to provide the necessary support to its existing clients. As the Group seeks to expand its offering, it is important that the sales team members have the capacity, technical expertise, training and motivation effectively to sell its products and services to New Clients and existing clients.

Employees or contractors may breach the Group's risk management policies, for example, by seeking to provide investment advice to clients. The Group has in place a number of procedures to mitigate the risks of call centre staff acting in breach of Group policies, such as providing training and by recording and monitoring calls. Where call centre personnel are found to have acted in breach of the Group's policies, each of the Group's licensed entity compliance function may require the individual to undertake additional training, remove or reduce bonus entitlements or seek the dismissal of the individual. Where the call centre is provided by a third party service provider, the Group may require the call centre provider to remove the relevant individual from the Group's service. Although the Group has put in place risk management policies and procedures which are revised and updated from time to time, there are no assurances that employees and contractors will comply with such policies and procedures and any breach of rules by call centre staff may result in client complaints, civil litigation, reimbursement or compensation payments, regulatory investigations or enforcement action, and/or the Group losing any of its licences.

All or any of the above may have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

Tax laws and regulations

Compliance with tax laws and regulations in a number of jurisdictions.

The Group's activities are principally conducted in Cyprus, the British Virgin Islands, Greece and Israel, and the Group entities are subject to taxes at various rates in these and other jurisdictions. Tax laws, rules and regulations are inherently complex, and the Group is obliged to exercise significant judgement and interpretation in relation to the application of such laws, rules and regulations to the Group's business, including for example, the ability of the Group to utilise tax losses and the treatment of certain intercompany transactions. By way of illustration, intercompany loans that do not bear interest and/or have no fixed repayment date could be treated as taxable income by local authorities to the extent that the loans in question do not meet the relevant conditions of the underlying tax legislation, ordinance, policy or guidance. In addition, tax laws, rules and regulations, and the interpretation of the same, change regularly. The Group's interpretation and application of tax laws, rules and regulations could be challenged by the relevant governmental authorities. Any such challenge could result in administrative or judicial procedures, actions, costs, fines, penalties and/or sanctions, the ultimate outcome of which could materially adversely affect the Group's reputation, as well as its business, prospects, financial condition and/or results of operations.

The Group could also be subject to periodic tax audits which could result in additional tax assessments relating to past periods being made. Although the Board believes its tax estimates and methodologies are reasonable and the Group is not the subject of any ongoing tax investigation, tax authorities have generally become more aggressive in their interpretation and enforcement of laws, rules and regulations, as governments increasingly focus on ways to increase revenues. As such, any challenges to the Group's estimates and methodologies, or any additional taxes or other assessments to which the Group may become subject, may result in the Group's exposure to additional taxes, costs, fines, penalties and/or sanctions.

In July 2022, one of the Group's Israeli subsidiary undertakings, IFF, obtained a ruling issued by the Israeli Tax Authority (the "**ITA**") confirming that IFF is qualified as a "Preferred Technological Enterprise", which is

in effect until the end of the tax year 2026 (such a ruling may be extended from time to time), assuming that no significant change in the activity of the company occurs, and subject to the other provisions of the Israeli Encouragement of Capital Investment Law, 5719-1959, as amended, and the regulations promulgated thereunder (the "**Investment Law**"). In order to remain eligible for the tax benefits for a "Preferred Technological Enterprise", IFF must continue to meet certain conditions stipulated in the Investment Law, including that there will be no significant change in the business activity and/or in the business model or a significant reduction in the scope of research and development.

As a Preferred Technological Enterprise, IFF enjoys a reduced Israeli corporate tax rate of 12 per cent. on income that qualifies as "Preferred Technological Income" (instead of a 23 per cent. corporate tax rate otherwise applicable in Israel during the 2024 calendar year). However, in the future, if these tax benefits are reduced, cancelled, or discontinued, IFF's Israeli taxable income from the Preferred Technological Enterprise would be subject to regular Israeli corporate tax rates. Additionally, if IFF undertakes any activity which does not qualify as "Preferred Technological Income" or increases its activities outside of Israel through acquisitions, its expanded activities might not be eligible for inclusion in future Israeli tax benefit programs.

There can be no assurance that the Group would be successful in attempting to mitigate the adverse impacts resulting from any changes in tax laws, rules, regulations and rates, from any changes in the interpretation and application of any tax laws, rules or regulations, or from any audits and other matters. The Group's inability to mitigate the negative consequences of any such changes could cause the Group's profitability to decrease or otherwise have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

Adverse tax consequences of FIH could be derived from tax residence or permanent establishment risks

The affairs of FIH will be conducted so that the central management and control of FIH is exercised outside of Israel so that, consequently, FIH is not considered tax resident in Israel. However, it cannot be guaranteed that the Israel Tax Authority will not seek to contest the position. The composition of the board of FIH, the manner in which the board of FIH conducts its business and the location(s) in which the board of FIH, and FIH, if other than through the board of FIH, makes decisions, will be important in determining and maintaining the BVI tax residency of FIH. Although, FIH is incorporated and administrated in the BVI, a number of its directors are resident outside the BVI, and it is controlled by its board through its board meetings, but continued attention must be paid to ensure that major decisions of FIH are not made in Israel, to avoid the risk that FIH loses its non-Israeli tax residence status.

Were FIH considered an Israeli tax resident, this would result in FIH paying more Israeli tax than is anticipated, which could negatively affect the Group's profitability or otherwise have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

Intra-group intellectual property arrangements could result in liabilities from tax authorities

Ownership of the intellectual property used by the Group's business is centralised and owned, primarily by IFF and also FIH (being the "**Licensors**"). The Licensors license the intellectual property owned by them to other members of the Group for use in their business. For example, there is an intra-group Trademark Licensing Agreement dated 25 May 2022 between FIH (as licensor) and iCFD Ltd. (as licensee) pursuant to which FIH licenses the trademark "iFOREX Europe" to iCFD Ltd on a royalty-free basis. These arrangements may in the future be scrutinised by tax authorities, as they are increasingly focusing on the economic substance of these types of arrangements.

For example, if the Licensors are found to be carrying on "intellectual property businesses" in addition to their existing businesses, then such Licensors may be required to comply with certain additional requirements, such as additional expenditure and employing additional suitably-qualified employees within the relevant jurisdiction. A Licensor could also be subject to a fine or struck-off and dissolved for non-compliance. Such enforcement could have a material adverse effect on the Group's reputation, as well as its business, prospects, financial condition and/or results of operations.

FATCA and CRS Reporting.

The Group's subsidiaries are subject to Foreign Account Tax Compliance Act ("**FATCA**") and Common Reporting Standard ("**CRS**") reporting which means that they are required to collect online self certification

forms from clients who are considered to be US Persons (such as clients who have dual nationalities which includes US citizenship, and are not US residents) and collect Tax Identification Numbers from clients who are tax residents in any participating jurisdiction under CRS and report those clients to the relevant tax authorities. Failure by the Group to collect such information and report it when due, may result in penalties, fines, sanctions and/or reputation damage, which could have a material adverse effect on the Group's business, prospects, financial condition and/or results of operations.

The Group is subject to risk of non-compliance with transfer pricing regulations.

In the Group there are inter-company transactions between its members including the transfer of services and intellectual property licensing. These transactions are subject to transfer pricing regulations in various jurisdictions, which require contemporaneous documentation establishing that all transactions with non-resident related parties be priced using arm's-length pricing principles. If the tax authorities in any of these jurisdictions challenge the company's transfer pricing policies and/or implementation, it could result in additional corporate income tax, withholding tax, indirect tax, penalties and interest related thereto. This may have impact on tax liabilities and expenses and could adversely impact the company's financial condition and results of operations.

The Group may be subject to challenge that the Group's consultancy arrangements should be considered as employment relationships.

Some of the Group's key individuals are engaged as consultants by way of consultancy agreements. There is a potential risk that such consultancy agreements could be challenged by a relevant tax authority, arguing that the nature of the relationship between the Group and the 'consultant' is one of employee-employer as opposed to an independent consultant relationship. If such consultancy agreements are challenged as giving prise to an employment relationship, there is a resulting withholding tax and social security liability risk that could arise out of such deemed 'employment'. In addition, there are certain rights that the Group's individuals would gain if they were to be considered as employees and not consultants. Accordingly, there is a risk for some of the Group's key individuals currently engaged by way of consultancy agreements could be regarded as employees and accordingly, for the Group to be exposed to an additional cost and a potential tax liability. This potential additional cost and tax liability could have a material adverse effect on the Group's reputation, as well as its business, prospects, financial condition and/or results of operations.

IMPORTANT INFORMATION

GENERAL

No representation or warranty, express or implied, is made by any person other than the Company, the Directors and Proposed Directors as to the accuracy, completeness, verification or sufficiency of such information, and nothing contained in this Registration Document is, or shall be relied upon as, a promise or representation in this respect, as to the past, present or future.

This Registration Document has been filed with, and approved by, the FCA (as competent authority under the UK Prospectus Regulation) and has been made available to the public in accordance with the Prospectus Regulation Rules. This Registration Document may be combined with a securities note and summary to form a prospectus in accordance with the Prospectus Regulation Rules. A prospectus is required before an issuer can offer transferable securities to the public or request the admission of transferable securities to trading on a regulated market. However, this Registration Document, where not combined with the securities note and summary to form a prospectus, does not constitute an offer or invitation to sell or issue, or a solicitation of an offer or invitation to purchase or subscribe for, any of the Company's securities in any jurisdiction, nor shall this Registration Document alone (or any part of it), or the fact of its distribution, form the basis of, or be relied upon in connection with, or act as any inducement to enter into, any contract or commitment whatsoever with respect to any offer or otherwise.

The contents of this Registration Document are not to be construed as legal, business, financial, tax or related advice.

This Registration Document is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Company, the Directors, the Proposed Directors or any of the Company's advisers, or any of their respective affiliates or representatives, regarding the Company's securities.

PRESENTATION OF FINANCIAL INFORMATION AND NON-FINANCIAL OPERATING DATA

Historical financial information

The historical financial information in this Registration Document has been prepared in accordance with the requirements of the Prospectus Regulation Rules and International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS**").

The Group's historical financial information presented in section B of Part VIII: "*Historical Financial Information*" of this Registration Document consists of financial information for each of the years ended 31 December 2022, 31 December 2023 and 31 December 2024 (collectively, the "**Historical Financial Information**").

The basis of preparation of the Historical Financial Information and the significant accounting policies applied are further explained in Part VIII: "*Historical Financial Information*" of this Registration Document.

Unless otherwise stated in this Registration Document, the Group's financial information referred to in this Registration Document has been extracted without material adjustment from the Historical Financial Information in Part VIII: "*Historical Financial Information*" or has been extracted from the Group's accounting records and its financial reporting and management systems that the Group has used to prepare that financial information. Readers should ensure that they read the whole of this Registration Document and not rely on the key information or information summarised within it.

Non-IFRS information

Parts of this Registration Document contain information on the non-IFRS financial measures, described in Part VII: "*Selected Financial Information*" of this Registration Document. There are no generally accepted accounting principles governing the calculation of such non-IFRS measures and the criteria upon which they are based can vary from company to company and such measures are unaudited. The Directors and Proposed Directors consider certain non-IFRS measures to be useful to better understand the trading performance of the Group. Such measures by themselves do not provide a sufficient basis to compare the

Group's performance with that of other companies and should not be considered in isolation, or as a substitute for, or as an alternative to, any other measures of performance under IFRS.

Other companies may use similarly titled non-IFRS financial measures that are calculated differently from the way the Group calculates such measures and, accordingly, the Group's non IFRS financial measures may not be comparable with similar measures used by other companies. In addition, the Group's non-IFRS financial measures should not be considered as alternatives to the Historical Financial Information of the Group based on IFRS.

The following non-IFRS financial measures are presented in this Registration Document:

- Adjusted EBITDA is calculated as operating profit before interest, taxes, depreciation, and amortisation and excluding the impact of share-based payment charges and significant non-recurring items.
- Adjusted EBITDA Margin is calculated as adjusted EBITDA divided by revenue.
- Adjusted profit before tax is calculated as profit before tax excluding the impact of share-based payment charges and other exceptional costs.

For further details on these measures, see Part VII: "*Selected Financial Information*" of this Registration Document.

Non-financial information operating data

Unless otherwise indicated, none of the financial information relating to the Group or any operating data or key performance indicators relating to the Group has been audited (even where such operating data or key performance indicators include certain financial metrics).

Currency presentation

All references in this Registration Document to "USD" or "$" are to the lawful currency of the United States. The Group prepares its financial statements in USD. All references in this Registration Document to "sterling", "pounds sterling", "GBP", "£" or "pence" are to the lawful currency of the United Kingdom. All references to the "EURO" or "€" are to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty establishing the European Community, as amended. All references to "new shekels" or "NIS" are to the lawful currency of the State of Israel.

Unless otherwise indicated, the financial information contained in this Registration Document has been expressed in USD.

The currency conversions from NIS to USD and from GBP to USD stated at paragraph 9 of Part IX: "*Additional Information*" are stated using exchange rates as of 5 May 2025.

Rounding

Certain data in this Registration Document, including financial, statistical and operating information, has been rounded. As a result of the rounding, the totals of data presented in this Registration Document may vary slightly from the actual arithmetic totals of such data. Percentages in tables have been rounded and accordingly may not add up to 100 per cent.

PRESENTATION OF MARKET, ECONOMIC AND INDUSTRY DATA

The Group uses certain market data, economic data and industry data in this Registration Document. Unless the source is otherwise identified, the market, economic and industry data and statistics in this Registration Document constitute the Directors' and Proposed Directors' estimates, using underlying data from third parties.

The Company has obtained market and economic data and certain industry statistics from internal reports, as well as from third-party sources, as described in the footnotes to such information. All third-party information set out in this Registration Document has been accurately reproduced and, so far as the Company is aware and has been able to ascertain from information published by the relevant third-party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

However, third-party market studies and analyses are frequently based on assumptions, and such assumptions may not be accurate or technically correct. Moreover, the methodology of such market studies and analyses may be forward-looking and speculative. Further, such third-party information has not been audited or independently verified and the Company, the Directors and the Proposed Directors accept no responsibility for its accuracy or completeness.

The Group does not intend, and does not assume any obligation, to update industry or market data set forth in this Registration Document. Because market behaviour, preferences and trends are subject to change, prospective investors should be aware that market and industry information in this Registration Document and estimates based on any data therein may not be reliable indicators of future market performance or the Group's future results of operations.

NO INCORPORATION OF WEBSITE INFORMATION

The contents of the Group's websites do not form part of this Registration Document.

INTERPRETATION

Certain terms used in this Registration Document, including capitalised terms and certain technical and other terms, are defined in the section of this Registration Document entitled "Definitions".

All references to legislation in this Registration Document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof. Unless otherwise stated, statements made in this Registration Document are based on the law and practice currently in force in England and Wales and are subject to changes therein.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

FORWARD LOOKING STATEMENTS

This Registration Document includes forward looking statements. These forward looking statements involve known and unknown risks and uncertainties, many of which are beyond the Group's control and all of which are based on the Directors' and Proposed Directors' current beliefs and expectations about future events. These forward-looking statements can be identified by the use of terminology such as, "aims", "anticipates", "assumes", "believes", "budgets", "could", "contemplates", "continues", "estimates", "expects", "intends", "may", "plans", "predicts", "projects", "schedules", "seeks", "shall", "should", "targets", "would", "will" or, in each case, their negative or other variations or comparable terminology. They appear in a number of places throughout this Registration Document and include statements regarding the intentions, beliefs or current expectations of the Directors, the Proposed Directors or the Group concerning, among other things, the results of operations, financial condition, prospects, growth, strategies, and the Group's dividend policy and the industry in which the Group operates. In particular, the statements under the headings "*Summary*", "*Risk Factors*", "*Information on the Group*" and "*Operating and Financial Review*" regarding the Company's strategy and other future events or prospects are forward-looking statements.

These forward-looking statements and other statements contained in this Registration Document regarding matters that are not historical facts involve predictions. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties the Group faces. Such risks, uncertainties and other important factors include, but are not limited to, those listed under the heading "Risk Factors", including changes in economic conditions, the Group's competitive environment, the Group's ability to execute its strategies, supply and demand forecasts, as well as other factors within and beyond the Group's control that may affect its planned strategies and operational initiatives including actions taken by counterparties. By their nature, forward-looking statements are based upon a number of estimates and assumptions that, whilst considered reasonable by the Company are inherently subject to significant business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those indicated, expressed or implied in such forward-looking statements. Any forward looking statements in this Registration Document reflect the Directors' and the Proposed Directors' current views with respect to future events and are subject to these

and other risks, uncertainties and assumptions relating to the Group's operations, results of operations and growth strategy.

These forward-looking statements and other statements contained in this Registration Document regarding matters that are not historical facts involve predictions. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties the Group faces. Such risks, uncertainties and other important factors include, but are not limited to, those listed under the heading "Risk Factors", including changes in economic conditions, the Group's competitive environment, the Group's ability to execute its strategies, supply and demand forecasts, as well as other factors within and beyond the Group's control that may affect its planned strategies and operational initiatives including actions taken by counterparties. By their nature, forward-looking statements are based upon a number of estimates and assumptions that, whilst considered reasonable by the Company are inherently subject to significant business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those indicated, expressed or implied in such forward-looking statements.

These forward looking statements speak only as of the date of this Registration Document. Subject to any obligations under the Prospectus Regulation Rules, the UK Listing Rules, the DTRs or any other applicable UK, Guernsey or other applicable laws, as appropriate, the Directors, the Proposed Directors, the Company and the Group explicitly disclaim any intention or obligation or undertaking to publicly release the result of any revisions to any forward-looking statements made in this Registration Document that may occur due to any change in the Directors', the Proposed Directors', the Company's or the Group's expectations or to reflect events or circumstances after the date of this Registration Document.

DIRECTORS, PROPOSED DIRECTORS, SECRETARY, REGISTERED OFFICE AND ADVISERS

Directors	Itai Sadeh, *Chief Executive Officer, Executive Director* Shirley Winkler Hollander, *Chief Financial Officer, Executive Director* *All of the registered office below.*
Proposed Directors	Ron Golan, *Non-Executive Chair, Proposed Director* Sir Michael Davis, *Proposed Director* Denzil Jenkins, *Proposed Director* *All of the registered office below.*
Registered Office	c/o New Street Management Limited Les Echelons Court Les Echelons St Peter Port Guernsey GY1 1AR
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Financial Consultants	One Advisory Limited 201 Temple Chambers 3-7 Temple Avenue London EC4Y 0DT
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PART I

INFORMATION ON THE GROUP

The following should be read in conjunction with the other information regarding the Group in this Registration Document, including the section headed "Risk Factors", the financial and other information appearing in Part VI: "Operating and Financial Review" and the combined historical financial information and the related notes included in Part VIII: "Historical Financial Information".

This section includes forward-looking statements and involve risks and uncertainties. The Group's actual results could differ materially from those discussed in any forward-looking statements, as a result of factors discussed below and elsewhere in this Registration Document. For further information, see Important Information section, "Forward-looking Statements".

1 INTRODUCTION

The Company is the holding company of iFOREX Holding Ltd. ("**iFOREX**" and together with its subsidiaries, the "**Group**"). The business of the Group was set up in 1996 by Mr. Eyal Carmon (the "**Founder**") and has evolved into a proprietary online and mobile contract for difference ("**CFD**") trading platform (the "**Trading Platform**") enabling its clients to trade CFDs across approximately 870 financial instruments. The Group currently offers CFDs referenced to currencies, commodities, indices, cryptocurrencies, stocks and exchange traded funds ("**ETFs**") to a broad client base spread internationally across more than 30 countries, principally in Asia and the Middle East.

As a consequence of the Group's evolving product offering, intelligent marketing spend and the Trading Platform's user friendly client interface, the Group has maintained its profitability in a competitive environment and, for the year ended 31 December 2024, revenue was USD 50,148 thousands. The Group has been consistently cash generative and highly profitable and, since 2014, has distributed in excess of USD 262 million to shareholders through dividends.

The success of the Group to date has been linked to the integrated proprietary solution developed by the Group to attract, retain and manage its clients. This integrated solution comprises a well invested and scalable proprietary end-to-end platform comprising the Trading Platform, customer relationship management ("**CRM**") platform, embedded risk monitoring, a fully integrated payments platform and internally developed marketing technology, allowing the Group to attract and monitor clients efficiently. The Trading Platform has been designed to be as intuitive and user-friendly as possible and is accessible from all web browsers on the internet and through dedicated mobile apps. The Trading Platform is customised to serve different regulatory regimes and client preferences and is currently offered in 21 languages.

The Group has two regulated subsidiaries being Formula Investment House Ltd. ("**FIH**") and iCFD Ltd. (**"iCFD"**) from which it offers its services to clients.

FIH is established in the British Virgin Islands ("**BVI**") and authorised by the BVI FSC with licence number SIBA/L/13/1060 issued on 13 November 2013. FIH operates through an ancillary services branch in Greece, a subsidiary in Cyprus and also has support operations located in Israel and Romania and outsourced service providers, freelancers and consultants in a number of other jurisdictions, including Andorra, India, Spain, Sri Lanka and the UAE.

iCFD is established in Cyprus and authorised as a Cyprus Investment Firm ("**CIF**") by the Cyprus Securities and Exchange Commission ("**CySEC**") with licence number 143/11 issued on 23 May 2011. iCFD primarily accepts clients from within the EEA pursuant to passporting arrangements under the EU's Markets in Financial Instruments Directive 2014/65/EU ("**MiFID II**"). iCFD is managed from its headquarters in Limassol, Cyprus.

2 THE COMPANY'S DEVELOPMENT

Mr. Eyal Carmon founded the business in 1996 initially as a boutique FX trading firm operating under the brand "**EFIX**". The business provided services to retail clients using phones and beepers. The business initially served Israeli clients providing customised foreign exchange trading services.

As the internet started to gain more popularity in the early 2000's Mr Carmon recognised that the business needed to evolve. In 2003, Mr. Carmon started to develop a proprietary online trading platform which formed the building blocks of the business today. The Company shifted its operations online in 2006, launching 'Fxnet', an internet-based-trading platform. This move allowed clients to access foreign exchange products online and move away from traditional phone-based services.

In 2011, the Trading Platform expanded further with the ability for clients to trade CFDs both on web browsers on the internet and through its mobile trading platform compatible with both iOS and Android devices. The evolution of the business and development of the online Trading Platform has been a pivotal part of the Group's international expansion.

Together with the launch of the Trading Platform, the Group also restructured and commenced trading under the brand "iFOREX" and various associated internet domains. In 2007, the Group acquired an online marketing platform, the Electronic Marketing Enterprise Resource Planning platform ("**EMERP**"), which manages its online marketing campaigns and can provide detailed insight and analysis on the performance of such campaigns. The EMERP has helped to build out the Group's online platform and marketing presence. At the same time, the Group developed its proprietary Statistical Client Motivation Management platform ("**SCMM**"), which is a scalable suite of modules, designed to be the operating system for the business and automate and optimise various operational work processes, including customer relationship management ("**CRM**"), analysis and event-based task management.

In 2007, the Group acquired a subsidiary (being, FIH) in the BVI. FIH was an unregulated business at the time of acquisition as there was no BVI regulation applicable to the Group's activities at that time. When the BVI later introduced new regulation which applied to the company, FIH applied for a licence, which was obtained in 2013, which allowed FIH to continue providing its products and services to clients. In 2009, the Group acquired iFOREX Brokerage Limited, an authorised entity in Hungary and in May 2011, iCFD received regulatory approval from CySEC which allows the Group to provide CFD trading to clients in Europe. Following iCFD's receipt of the CySEC licence, iFOREX Brokerage Limited was sold to local management in 2013 and the company later became known as eBrokerhouse Investment Services Ltd. eBrokerhouse Investment Services Ltd no longer has any association with the Group. Further details on iFOREX Brokerage Limited can be found in Part III: "*Regulatory Overview*" section of this Registration Document. The Company has also sought additional licences which were either granted by regulators or whose applications were withdrawn by the Group prior to approval. Further details can be found in the Part III: "*Regulatory Overview*" section of this Registration Document.

The Group has continually expanded its product offering to ensure that its client offering remains relevant to users. In 2011, commodities and indices CFDs were added to the platform. Clients were able to trade Share CFDs in 2015 and in 2017 cryptocurrency CFDs became available to clients. The Group now offers CFDs in relation to over 870 financial instruments.

3 PRINCIPAL ACTIVITIES

The Group has developed and operates a proprietary online and mobile CFD trading platform enabling its primarily retail clients to trade CFDs across over 870 financial instruments comprising currencies, commodities, indices, stocks, cryptocurrencies and ETFs. The Group also offers educational resources to its clients allowing them to benefit from a wide variety of free training, support and educational resources to enhance their understanding of the global markets, online trading and the available trading tools.

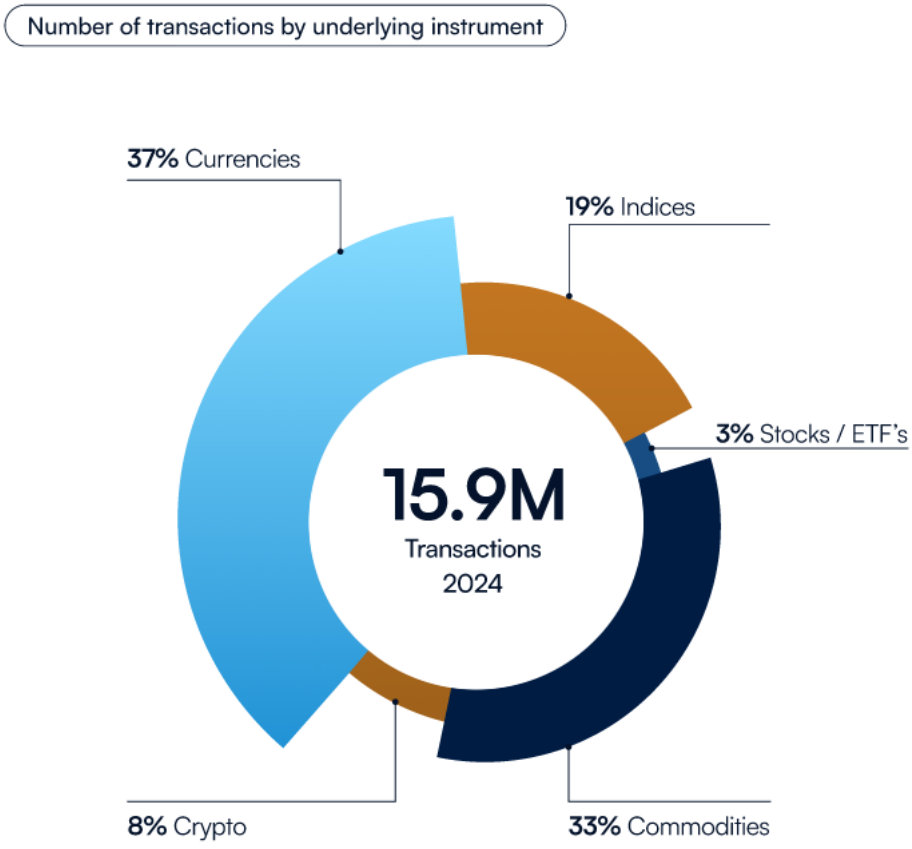
A CFD is a contract between a trader and a broker, whereby the broker agrees to pay the difference in the price of a financial asset or instrument between the opening and closing trade. CFD trading does not involve the ownership of the underlying asset but is rather a method of trading the value of that asset and allows traders to take advantage of prices moving up (i.e. long positions) or prices moving down (i.e. short positions). This means clients can profit when the price of an instrument goes up or down depending on the type of trade they initiated. Further details of CFDs and the associated market for CFD providers are set

out in Part III: "*Regulatory Overview*" section of this Registration Document. Clients of the Group can trade with leverage, also known as trading on margin, enabling clients to open large positions with a relatively small investment, thus maximising trading power, but also increasing risk to clients as trading on margin amplifies potential profits and losses equally. The Group seeks to mitigate this risk to its clients by offering a negative balance protection policy, using advanced technology and automatic precautions, to ensure the Group's clients have full use of their accounts' margin, whilst limits are strictly monitored to prevent a negative balance. This negative balance protection means that clients cannot lose more than the capital that they maintain in their account.

The Group only offers the ability to trade in CFDs linked to liquid underlying instruments, in line with what the Directors and the Proposed Directors believe to be a conservative approach to financial risk limitation. Furthermore, the leverage provided to the clients is limited both by regulation and by the Group's assessment of volatility of the specific instrument. The choice of financial instruments offered for CFD trading by the Group is reviewed on an ongoing basis and the Group continues to add new CFDs to the Trading Platform to take account of market opportunities and trends and to address perceived gaps in the product range as a result of client feedback. The Group can also remove CFDs from the Trading Platform where there is a lack of interest from clients. The specific instruments available to each client will also differ depending upon the jurisdiction in which they are based and the client preferences and any regulatory restrictions in that jurisdiction.

In terms of the number of transactions, trading in currencies accounted for approximately 37 per cent. of the Group's total number of transactions in the year ended 31 December 2024. Commodities and indices accounted for 52 per cent. of the Group's total number of transactions during the same period with trading in stocks, ETFs and cryptocurrencies accounting for the remainder.

A summary of the various types of CFDs available to clients through the Trading Platform are given below. Details of the various types of CFDs available on the Group's Trading Platform are shown on the Group's website, together with details of the spreads, margin requirements, minimum deal size and maximum exposure.



- ***Currencies*** – Clients can trade multiple currencies; these include major currency pairs, minor currency pairs and exotic currency pairs.

- ***Commodities*** – Clients can trade commodities traded on exchanges which can be anything that is consumable on an international scale such as metals (such as gold, silver or copper), energy (such as oil, natural gas or gasoline) and raw agricultural produce (such as cocoa, coffee or sugar).

- ***Indices*** – An index follows and measures the performances of a specific group of stocks from a specific stock exchange. The Group's technology allows clients to trade CFDs that follow the performance of market indices giving direct exposure to the performance of the world's most popular indices such as the NASDAQ 100, Dow Jones, Nikkei, DAX, S&P500 and the NIFTY 50.

- ***Cryptocurrency*** – Cryptocurrencies were added to the Trading Platform in 2017 providing clients with exposure to market fluctuations in cryptocurrencies such as Bitcoin, Ethereum and Ripple.

- ***Stocks*** – The Trading Platform allows clients to have exposure to some of the world's most popular exchange traded shares (those with the largest trading volume on the Platform in the year ended 31 December 2024 were Tesla and Nvidia) allowing the client to take advantage of price movements.

- ***ETFs*** – ETFs are tradable instruments that track a commodity, an index, bonds, or a basket of assets. They are traded on stock exchanges and can be bought and sold throughout the trading day at market prices. Through ETF trading, clients have the opportunity to expose their portfolio to a specific market or industry and to hedge their investments.

4 FINANCIAL AND BUSINESS MODEL

The Group's revenue is predominantly generated from dealing spreads (particularised in the section headed Trading Income of Part VI: "*Operating and Financial Information*" with the remainder principally generated from overnight charges (being financing charges on certain positions held overnight), currency conversion and dormant fees as well as profit or loss on clients' trading positions (which fluctuate from year to year) as the Company does not hedge client positions.

The Group's revenues are generated from three principal sources: dealing spreads, overnight premiums and gains (offset by losses) from clients' trading positions. The Group does not charge its clients a commission on any of their trades.

The Group's three main revenue streams are detailed as follows:

(i) Dealing spreads

The Group earns the majority of its revenue by charging a dealing spread on trades of its CFDs. In the year ended 31 December 2024, dealing spreads accounted for USD 47,490 thousands of the Group's trading income in that period. The spread on each trade is charged when opening a transaction. The spread is the difference between the buy price and the sell price of the relevant CFD. Revenues attributable to the dealing spread on any given day is therefore a function of trading volume of CFDs each day and corresponding spread.

The level of dealing spread on each CFD offered on the Trading Platform is determined by management and is based on real-time market prices. The Group seeks to offer competitive dealing spreads which vary by instrument category with the spreads varying by underlying instrument, asset class and geography. Upon account opening, clients are classified (by reference to an internally generated score) to one of four classifications: Bronze, Silver, Gold and Platinum. Such classification may impact the trading terms offered to clients, including bonuses, personal retention and trading assistance. For further details on internal client classification see paragraph 5 of this Part I of this Registration Document.

(ii) Overnight premiums

Overnight premiums are the fees charged or credited to clients who hold certain positions overnight. For the year ended 31 December 2024, overnight premiums constituted on aggregate USD 12,742 thousands, of the Group's trading income in that period. When a client holds a long or short position overnight through any CFD, the overnight premium may be a debit or a credit, calculated on the basis of the relevant interest rates for the currencies in which the underlying instrument is traded. If the calculated overnight premium is positive, it means that an applicable amount will be added (credited)

to the client's account balance whilst a negative overnight premium will be subtracted from the account balance. The Group's fees charged in respect of such amounts is determined at the discretion of the Group based on market conditions and the nature of the position (i.e. long or short).

(iii) **Profit or loss on client trading positions**

The Group also earns revenue from gains (offset by losses) on clients' trading positions. During the year ended 31 December 2024, this revenue stream contributed USD 6,242 thousands of the Group's trading income in that period. When a client places an order to purchase or sell a CFD, the Group actually sells or purchases the CFD with that client, even if it does not have a seller or buyer against whom to match that trade. A profit or loss on client trading positions is generated on any given day which is the result of netting off of clients' profits and losses from the exposure to the underlying asset, not including the spreads and overnight financing charges paid by the clients calculated on the basis of the difference between all long and short positions multiplied by the change in price of the various instruments. The Group manages its net exposure by changing spreads and charging or paying overnight premiums. The vast majority of client losses are offset by client gains. Net gains/losses to the Group from trading positions represent actual losses/gains made by the Group's clients. Extreme market movements or events, which the Group is unable to, or fails to promptly manage, could cause a material exposure or risk to the Group, as set out in the Risk Factors section of this Registration Document.

In addition to these three main revenue streams, the Group also receives revenue from dormant fees and is affected by currency conversion.

The Group's three main revenue streams identified above are principally driven by the number of Active Clients and the corresponding transaction volumes of those Active Clients. As further noted in paragraph 5 (iv) of Part I of this Registration Document, the Group operates a well invested highly efficient user acquisition protocol to optimise client acquisition and facilitate higher client loyalty with more than 64 per cent. of historical trading income coming from clients who have been on the platform for more than three years.

(iv) **Bonuses**

In calculating the Group's trading income, the revenue received from clients and their trading performance are all offset by bonuses offered to clients. Where permitted by applicable regulations, there are two types of bonuses offered to clients being either a trading bonus or a cash-back bonus. A trading bonus is granted to eligible clients as a percentage of the amount of funds deposited in their trading account and/or otherwise as the Group may see fit at its sole discretion. The trading bonus can be used as an additional margin in the client account and cannot be withdrawn. This can serve for two purposes: (a) allow the client to open larger trades; and (b) allow the client to maintain losing positions longer by utilising the trading bonus as margin. A cash-back on the other hand is a credit to a client's account with cash on a weekly basis according and subject to the volume achieved in that week up to a certain amount as determined in advance by the Group. Examples of client bonuses could be a 50 per cent. trading bonus on a client's first deposit and trading bonuses offered for when a client referral subsequently makes a deposit.

For the year ended 31 December 2024, USD 17,616 thousands of trading bonuses were realised by clients and USD 658,677 thousands of bonuses were received as cashback by the clients, both offset from revenue.

5 END-TO-END PROPRIETARY TRADING PLATFORM

The Directors and the Proposed Directors believe that the Group's success to date is primarily due to its integrated solution, including its proprietary end-to-end Trading Platform which offers front-end to back-end connectivity; as illustrated in the diagram below. The Directors and the Proposed Directors believe the Trading Platform is scalable and has the potential to expand into new geographies and add new products and services as new opportunities become apparent and that this system will continue to be a competitive advantage to the Group. To benefit from such opportunities, the Group intends on applying for additional licences to expand into new geographies and locations.

(i) **Trading Platform**

The Trading Platform is a proprietary solution, created in-house, which is continually updated and improved by a development team of both direct employees and dedicated outsourced employees comprising more than 60 software developers, IT professionals, quality assurance personnel and product specialists with strong experience working with trading platforms. As the Trading Platform is wholly owned and self-managed, the Group does not have to rely on third party providers. This flexibility allows the Group to adjust quickly to regulatory changes and to roll out new products and features to enhance the client journey and user experience. The Trading Platform has been developed using client feedback and by following sector trends and is designed to be user friendly and intuitive, and can be optimised according to each client's trading preferences. The Trading Platform is available on all web browsers and through dedicated mobile apps on any mobile device. The below table shows the proportion of New Clients and trading volume in the year ended 31 December 2024 as attributable to the Trading Platform being used on both web browsers and on mobile devices.

Platform	*New Clients 2024*	*Trading Volume 2024*
Web	3,012	89,583,232,085
Mobile	10,311	317,283,511,782

The Directors and the Proposed Directors believe that one of the key features of the Group is its ability to provide human support at key intersections in the client's engagement with the Group. Starting with assistance in the client onboarding stage, which includes one-on-one training on the use of the Trading Platform and explanation of the products offered and this continues throughout the lifetime of the client, with the system alerting customer support personnel when a client requires assistance. For this purpose, the Group employs speakers of a wide range of languages in order to engage with clients through a variety of means, including telephone, email, chat, SMS, push notifications and instant messaging platforms.

In addition, the Trading Platform provides clients with advanced live charts and indicators including real-time prices and execution facilities. The Trading Platform is equipped with a selection of decision assisting trading tools to help inform clients with trading choices and strategy development. Examples of those trading tools available to clients include:

- ***Pulse***: This personal trading assistant, developed internally, uses sophisticated algorithms to monitor and suggest instruments that the Group offers to clients to discover and simplify the ability to execute on any potential opportunities.
- ***Live rates and charts***: Allows clients to identify market opportunities and help inform trading decisions.
- ***Economic calendar***: An independent, daily calendar covering major economic announcements and events.
- ***Trading sentiment***: Provides clients with current trading sentiment of other traders towards an asset.

- ***Trading Signals***: Technical analysis based signals provide clients with real time alerts, including support and resistance thresholds on various instruments.
- ***News***: Provision of the latest market news and financial reports.

The Trading Platform's client interface and back-end are designed to interact efficiently, processing each client's trades automatically, and updating the "back office" account information in real-time. Real-time position-keeping also allows clients to continuously monitor their open positions and trading activity.

The Trading Platform also allows the Group to warn a client when their equity or margin is nearing the minimum threshold. The Group employs different mechanisms designed to close out a client's positions upon reaching certain thresholds, depending on the jurisdiction of the client. In the EEA, regulations require iCFD to close out one or more of the client positions when the clients' margin falls below 50 per cent. of the initial required margin. However, FIH may close out client positions upon the client funds falling below 20 per cent. of the initial required margin while in other jurisdictions the Group may allow the client full margin usage and only close the client's position when the client's margin reaches zero.

In certain instances when markets are highly volatile or when markets reopen with a gap in asset prices, a client may incur a loss which is larger than the margin in their account as the Group will close the client positions at the first available market price which may not be a price that will bring the client's margin precisely to zero. As mentioned above, the Group has a negative balance protection policy with a contractual obligation towards all its clients to protect them from a negative balance. This is mandated by EU regulations but has been adopted by the Group also for its BVI licensed entity. In the event of a client account balance being negative, the relevant company in the Group which is the client's counterparty will waive such negative balance and reimburse the negative amount to the account in order to bring the client back to zero. The Directors and the Proposed Directors believe that this mechanism, designed to prevent a client generating a negative balance, whilst allowing full margin usage is a key feature of the Group.

The Directors and the Proposed Directors believe that the ability to customise the Group's offering to each client of the Trading Platform facilitates client loyalty.

As a result of the Group's self-developed proprietary technology, the Group pays no external licence fees for its core Trading Platform technology. This allows the Group to operate with low operating costs and without having to place high thresholds on the minimum amount with which a client can open a real-money trade. Automatic processes, analysis and alerts embedded within the system improve efficiencies by focusing back-office personnel on relevant tasks needed to be performed. Furthermore, automation in the client onboarding and KYC process assist the Company to attract clients with less front office personnel with 39 per cent. of clients onboarded in the year ended 31 December 2024 without any human intervention. The self-developed nature of the Trading Platform also means that the platform is scalable and has the ability to adjust quickly to regulatory changes and client preferences as there is no reliance on third parties. This enables the Group to deliver relevant products and services which translates into greater client acquisition and delivers substantial benefits to the Group.

In addition to the scalability of the Trading Platform, the Group's current IT systems are also designed to handle at least two times the current activity level in every parameter, with the ability to scale further if needed. In the year ended 31 December 2024, the Trading Platform supported an average of more than 43,851 transactions per day with a peak of 163,714 transactions per day. The systems are designed for high scale in all aspects: software, hardware and network. Scale can increase both by scaling out (i.e. separating data into smaller nodes, which increases efficiencies) and scaling up (i.e. by adding more computer power, storage, bandwidth, etc.). The Group monitors on a regular basis the system's capacity to assure high availability and resilience. The existing data architecture is designed with high availability in mind, incorporating robust failover mechanisms and quick recovery processes to minimise downtime and ensure continuous data availability. The architecture design focuses on avoiding a single point of failure and maintaining hardware redundancy. Thus, all production servers and appliances hosted at the Group's main data centre are at least double the required capacity (i.e. Active / Active, to the extent possible).

In the year ended 31 December 2024, almost 16 million trades were executed on the Trading Platform. For all of the reasons explained above, the Directors and the Proposed Directors believe there is significant scope for the Trading Platform to process more trades, without a material increase in development costs. The Trading Platform is designed to accommodate additional instruments and clients.

The Group continues to develop the Trading Platform which allows the Group to adjust quickly to meet changing client demands, interface updates and adapt to regulatory changes.

(ii) **Statistical Client Motivation Management Platform ("SCMM")**

The Trading Platform is fully integrated with the SCMM, the Group's proprietary organisational operating system. The SCMM is a scalable suite of modules, designed to automate and optimise work processes, including client relationship management, analysis and event-based task management. The SCMM comprises of the following modules:

- **Lead Manager**: data from prospective clients who register on the Group's websites will be registered on this module and analysed in order to score and rank prospective clients based on the probability of converting the prospective client into a client. The system will also decide the most effective time to call that prospective client, if needed, to assist in the account opening process and will allocate the prospective client to any of the Group's support personnel, based on past statistics and the success track record of the personnel in converting such prospective clients into clients.
- **Retention Manager**: handles all clients after an account has been opened and funded. The module uses event based triggers and clients' trading activity history to send clients tailored notifications and offers. The system sends automated alerts to retention teams when it considers that client satisfaction could be improved by personal contact.
- **Compliance Manager**: handles all KYC and client due diligence ("**CDD**") processes, including storing client account opening questionnaires, copies of identification documents, source of funds/wealth and tax identification numbers and verifies the documents provided as part of the KYC and CDD processes. The Compliance Manager also conducts suitability and appropriateness tests, where required under local regulations, handles client risk categorisation in accordance with Anti-Money Laundering regulations, conducts Anti-Money Laundering, sanctions and adverse media screening and alerts compliance teams on suspicious behaviour or when client files need to be refreshed.
- **Risk Manager**: handles risk management on a client level. It is responsible for configuring each client's trading conditions, including the spreads on assets, margin requirements (leverage ratios) and maximum exposure levels. The module also provides real-time alerts to the risk monitoring team when net exposure levels have exceeded the pre-determined thresholds and alerts the risk monitoring team of any suspicious transactions, or suspicion of fraudulent activity.
- **Support Manager**: used by the technical support team to assist clients in solving any issue they may have in connection with the use of the Trading Platform.
- **Campaign Manager**: manages the ongoing communications with clients and prospective clients based on trigger events and automatic flows and determines what messages to send to clients at various points in the clients' lifecycle, including promotional messages, low margin alerts, news and updates, and more. Communications may be sent through various electronic channels, including, email, SMS, instant messaging platforms, push notifications, etc.

The SCMM assists the Group in achieving efficiencies and the effective handling of both prospective and active clients.

(iii) **Cashier system**

The Group operates a fully integrated proprietary cashier system (the Group's payment system) enabling client deposits to be made in multiple currencies across a wide range of payment methods for both online and offline transactions. The Group's payments process has been streamlined to ensure that making deposits, and subsequent market transactions, are as seamless as possible. In the year

ended 31 December 2024, the cashier system handled over USD 119,777,036 in deposits with an average of over 850 transactions per day, with a peak of 4,294 transactions per day. The system is scalable with capacity for growth.

The cashier system was developed for the Group's clientele and designed to cater to clients across different locations with clients able to see the most compatible payment options. The cashier allows the payments department to manage the flow of transactions between various payment service providers, prioritising providers based on fees, reliability and settlement timing, thus reducing costs, increasing efficiencies and reducing credit risk. The system also allows cascading by sending transactions to a number of providers in order to increase the chances of the transaction succeeding.

(iv) **Marketing technology**

The Group adopts an agile and efficient approach to client acquisition with its use of data to optimise the process to attract and retain clients effectively.

The Group's marketing strategy is focused on investing in targeted and cost-effective marketing initiatives across multiple advertising channels. The Group therefore targets high quality prospective clients and monitors their acquisition to provide measurable results for the Group. To assist with implementing the Group's marketing strategy, the Group has developed a proprietary marketing technology, EMERP, which manages marketing budgets, the placement of campaigns on websites, and provides quick and in-depth analysis on the performance of each campaign, for example to determine the cost of such a campaign, how many prospective clients were generated as a result and how many prospective clients were converted into clients. This provides insights to the marketing department to continually target improvements in efficiency of client acquisition helping the Company to allocate marketing resources to lower client acquisition cost and assist its 'in-house advertising agency' to maximise the return on investment of marketing spend and to continue to attract the most valuable clients. The Group's SCMM platform also profiles potential clients based on various data points collected at registration, aiding the Group in focusing efforts on prospective clients with higher potential for converting into clients and uses predictive models to target New Clients who will be most valuable to the Group both in terms of loyalty and potential transaction volumes.

New Clients are targeted through a combination of marketing mediums, including search engine marketing, media partners, direct media, social media and introducing brokers. However, approximately 70 per cent. of prospective clients generated through these mediums are through search engine marketing and Affiliates, which is the core strategy.

When a prospective client registers, the Group gives that prospective client a score which provides a prediction on the possibility of that prospective client becoming a client. This is based on various data points that the Group collects from the lead. Once the prospective client becomes a client, the Group collects further information provided by the client during the KYC stage and upon making a deposit and categorises the client to one of four different categories: Bronze, Silver, Gold and Platinum. The Group continues to analyse the client's trading activity during the first 30 days and may change the client's categorisation. After 30 days, that category will be set permanently. Notwithstanding, once a client has been classified, the retention department has the ability to give the client additional benefits. Higher categorised clients may benefit from better dealing spreads, higher bonuses and personal care by the representatives of the retention department. This categorisation and use of data and predictive analysis helps the Company to both attract and retain New Clients.

6 COMPREHENSIVE RISK MANAGEMENT CAPABILITIES

A comprehensive risk management approach is central to the function and success of the Group's business. To assist with this, the Group has developed technology which incorporates real-time financial risk monitoring including aggregate exposure reports provided by, *inter alia*, instrument, asset class, broker, geography, client groupings and single client. The success of this monitoring system is evident from the last 10 years, where despite there being a number of global macroeconomic events, there have been no revenue losses over any one-month period.

The Group does not use any external hedging products and instead manages its risk by placing client limits on exposure and matching its clients' open positions and monitoring, and managing, its clients unmatched positions against pre-determined thresholds.

(i) **Client exposure limits**

Client limits are placed on a client's: (a) aggregate exposure as a whole in USD terms and (b) a client's exposure to a single instrument.

The limits placed on individual clients mitigate the risk that the Group becomes reliant on any single client or small group of clients for its revenue and also means the Group has no significant exposure to the single trading positions of any its clients. When these limits are reached the Trading Platform automatically ceases to accept trades from the relevant individual until such time as the exposure level falls below the relevant limit(s).

(ii) **Group exposure thresholds**

Exposure thresholds are also placed on the Group's exposure to individual instruments or asset classes with alerts sent to the risk management team when such thresholds are breached. Such thresholds are set following a review by the risk management committee according to, amongst other things, the asset class of the underlying instrument (for example, currencies, stocks or ETFs), size and liquidity of the underlying instrument and beta (volatility) of the underlying instrument.

The Group has dedicated oversight from a highly experienced risk management committee and dedicated operation teams in Israel and Cyprus comprising experienced analysts and dealers who have developed an expertise in monitoring market risk, identifying and reacting to evolving risk indicators over many years. This risk management team implements the policies and procedures established by the risk management committee. This includes the monitoring of suspicious trading on behalf of the Group with automated alerts provided to the team on a real-time basis.

When the risk management team receives such an alert they may use several risk management tools in order to bring exposure levels back to within the predetermined thresholds. A range of management levers are available to manage the size of these unmatched positions including increasing spreads, increasing margin requirements, reducing maximum exposures on specific instruments, implementing restrictions of new positions being opened and by suspending trading.

Further details of the Group's approach to risk management is noted in Part IV: "*Risk Management Policy*" of this Registration Document.

7 CLIENT BASE

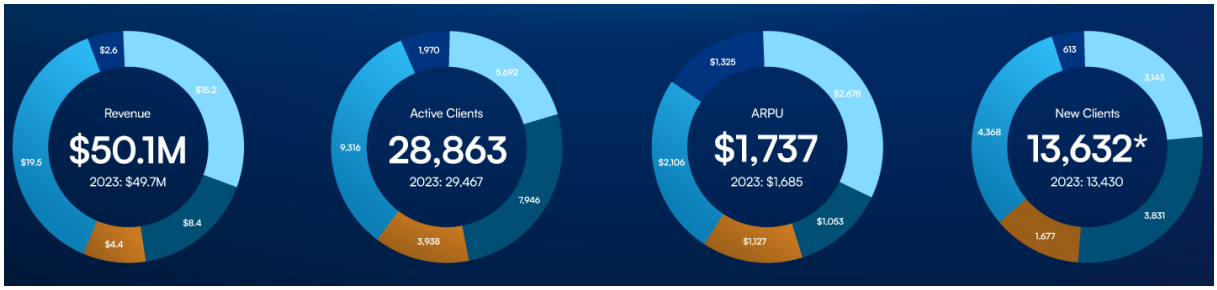
The Company's client base is diverse and comprises predominantly retail clients with over 28,000 Active Clients in the year ended 31 December 2024 and no individual client representing more than 3.5 per cent. of revenue in that period.

The Company uses the following key metrics to analyse its client base:

- Number of Active Clients
- Average Revenue Per User ("**ARPU**")
- Client Acquisition Cost ("**CAC**")
- Number of New Clients

For the year ended 31 December 2024, the Group had 28,863 Active Clients, with an ARPU of USD 1,737. This compares to 29,467 Active Clients in the year ended 31 December 2023 with an ARPU of USD 1,685. The Group also managed to bring 13,632 New Clients onto the Trading Platform in the year ended 31 December 2024 at a CAC of USD 401 per client. This compares to 13,430 New Clients at a CAC of USD 418 per New Client in the year ended 31 December 2023.

Client loyalty is also important to the business of the Group with more than 80 per cent. of historical revenue being derived from clients for the period ended 31 December 2024 who have been on the platform for more than one year.



8 MARKETS

The Group has an internationally diversified revenue model with clients registered from more than 30 countries.

The Group has two regulated entities, iCFD and FIH. In a number of jurisdictions outside of the EEA, customers are onboarded through iCFD and FIH by utilising reverse solicitation rules. For the year ended 31 December 2024, iCFD had 1,913 Active Clients which accounted for 4.8 per cent. of the total revenue of the Group. Whereas, FIH had 26,855 Active Clients which accounted for 95.2 per cent. of the total revenue of the Group.

Further details of the regulatory status of these entities and the jurisdictions in which the Group either has a presence or from which it accepts New Clients are discussed below and in Part III: "*Regulatory Overview*" of this Registration Document.

(i) East Asia

East Asia is the Group's largest geographical market by revenue, representing USD 19.6 million or 39 per cent. of revenue in the year ended 31 December 2024. The Group considers East Asia, notably Japan (35.3 per cent. of trading income), to be its core market. The Directors believe that the Asian

market continues to represent an attractive opportunity for the Group driven by growth of the middle class, wide adoption and usage of mobile devices and availability of online payment solutions and the strength of the Group's brand.

For the year ended 31 December 2024, East Asia had 9,299 Active Clients registered with FIH.

(ii) **Middle East and Africa**

The Group's operations in the Middle East and Africa region represented USD 15.1 million or 30.3 per cent. of trading income in the year ended 31 December 2024. As this region's increasing population, especially in developing Gulf Cooperation Council countries, becomes more exposed to financial trading, the Group is seeing increased demand for its services and is planning to apply for a licence in the UAE, following any Admission.

For the year ended 31 December 2024, Middle East and Africa had 5,646 Active Clients registered with FIH.

(iii) **South Asia**

The South Asia region contributed USD 8.4 million or 16.7 per cent. of trading income in the year ended 31 December 2024, with India being the most prominent country. At this time, India does not have a legal framework that facilitates the trading of CFDs by investment firms onshore.

For the year ended 31 December 2024, South Asia had 7,932 Active Clients registered with FIH.

(iv) **Latin America**

Clients within Latin America account for USD 4.4 million or 8.8 per cent. of trading income in the year ended 31 December 2024.

For the year ended 31 December 2024, Latin America had 3,921 Active Clients registered with FIH.

(v) **Europe**

The Group accepts clients from EEA member states (with the exception of Cyprus and Belgium) through iCFD's CySEC licence and passporting rights granted to iCFD. Clients from European countries that are not members of the EEA (for example, Switzerland), are onboarded through FIH. Revenue from clients in Europe represent USD 2.6 million or 5.2 per cent. of trading income in the year ended 31 December 2024. The Group believes that in a highly competitive and evolved market such as Europe, which is also highly regulated, size and reliability plays a pivotal role in the ability to succeed in the market and therefore the Group intends to invest considerably in brand awareness which will assist in the growth of the Group's European operations.

For the year ended 31 December 2024, Europe had 1,901 Active Clients registered with iCFD and 69 Active Clients with FIH.

9 STRATEGY

The Group has a focused plan to continue to grow revenue and profitability.

The Group's strategy leverages the strong foundations built to date and intends to attract new clients in existing markets and by applying for new regulatory licences and/or expanding into new jurisdictions. In order to make the Trading Platform more attractive, the Group will continue to evolve the products that it offers.

(i) **Attracting New Clients in existing markets**

As set out in paragraph 5 of this Part I: "*Information on the Group*", the Group has a sophisticated marketing engine. The Group's marketing strategy includes creating different online marketing

campaigns and works with a variety of publishers to engage prospective clients. The search-engine optimisation team tries to increase engagement with prospective clients through positioning the Group's websites to rank higher on a search engine results page (SERP) so that its websites gain more traffic. The Group's direct marketing team approaches various websites and buys space on them to advertise its products and services. In addition, the Group's search engine marketing department works with search engines such as Google to buy advertising through sponsored links.

The effectiveness of the marketing spend is demonstrated by the consistent profitability and cash generation of the Group across the Historical Financial Period with an Adjusted EBITDA margin of 35 per cent. in the year ended 31 December 2022, 17 per cent. in the year ended 31 December 2023 and 19 per cent. in the year ended 31 December 2024.

The Group also engages with Affiliates who provide interesting content which helps drive traffic to the Group's websites in exchange for commission. The Group intends to increase its spending on Affiliates, online marketing campaigns and branding to enhance its position in the CFD market and to attract New Clients to the Trading Platform. A recent example of the Group's approach to marketing and improved brand recognition is the tie up with PSV Eindhoven, where the Group's logo is displayed on the team's jackets used at UEFA Champions League matches and on the electronic advertising boards during home matches on the Dutch Eredivisie league.

(ii) **Increasing the longevity of the Group's Active Clients**

The Group had 28,863 Active Clients during the period between 1 January 2024 and 31 December 2024.

The Group intends to invest in its Trading Platform to enhance user experience and the breadth of its offering so as to improve retention and drive engagement. This improved experience will include continuing to improve the product offering and engaging Active Clients with insight to encourage trading activity.

(iii) **Accessing new markets**

The Directors believe there is significant opportunity for expansion into markets in which the Group does not presently operate. The Group is well positioned to enter into new geographies using the FIH licence. Key success factors include marketing spend, adaptation of the customer interface with differing languages and payment provisions and brand recognition.

The Company will evaluate new licence applications based on the commercial opportunity. These include Australia, Malaysia, New Zealand, the Philippines, Chile, the UAE and the United Kingdom.

(iv) **Seek strategic M&A opportunities**

The CFD broker universe is highly fragmented across many geographical markets and products. The Group may seek bolt-on acquisitions that offer complementary technologies, products or geographies.

The Directors and the Proposed Directors believe that well managed listed CFD providers benefit from scale and brand recognition. Accordingly, they believe that becoming a listed company will help achieve its growth ambitions.

10 KEY STRENGTHS

The Directors and Proposed Directors believe that the Group's key strengths are:

1. its scalable and integrated solutions, including the Trading Platform, offering a high-quality user experience and intelligent back-end workflows;
2. data driven client acquisition to efficiently target the most valuable clients;
3. highly cash generative business that has historically paid dividends to its shareholders;
4. comprehensive and rigorous risk management capabilities;

5. its highly experienced Board of Directors and seasoned senior management team, the majority of whom have been in the business for more than 10 years; and
6. significant opportunities for growth in a business benefitting from an industry with long term international growth drivers.

(i) **Scalable and integrated solutions, including the proprietary Trading Platform, offering a high-quality user experience and intelligent back-end workflows**

The Company's scalable and integrated solution offers a high-quality trading experience through its Trading Platform, with continued enhancements to user experience and client journey supported by analytically driven customer service for its high value clients and fully integrated back end workflows to improve marketing and operational outcomes. Further details of the key strengths of the Company's Trading Platform and the end-to-end proprietary solution are set out above in paragraph 5 of Part I "*Information on the Group*" of this Registration Document.

(ii) **Data driven client acquisition to efficiently target the most valuable clients**

The Group's marketing strategy primarily focuses on targeting high quality prospective clients through cost-effective marketing initiatives across multiple advertising channels which provides measurable results for the Group. The Group utilises its marketing technology and SCMM platform to profile potential clients based on various data points collected at registration and thereafter, ultimately aiding the Group in focusing on targeting New Clients that will be most valuable to the Group. Further details of the key strengths of the Company's marketing technology and marketing strategy are set out above in paragraphs 5 and 9 respectively of Part I: "*Information on the Group*" of this Registration Document.

(iii) **Highly cash generative business with a strong track record of paying dividends to its shareholders**

As explained in paragraph 1 of Part I: "*Information on the Group*" of this Registration Document, the Group has been highly profitable with excellent cash generation which has allowed the Group to make significant distributions to shareholders amounting to in excess of USD 262 million since 2014. Further details of the Group's revenue and profitability are set out in Part VI: "*Operating and Financial Review*" of this Registration Document.

(iv) **Comprehensive and rigorous risk management capabilities**

The technology and policies developed by the Group incorporate real-time financial risk monitoring, including aggregate exposure reports and real-time financial risk limitation systems with certain trading limit triggers and alerts. The Group does not use any external hedging products and instead manages its risk by placing limits on exposure and matching its client's positions and monitoring, and managing, its clients unmatched positions against pre-determined thresholds.

Further details of the Group's comprehensive risk management capabilities are set out in paragraph 6 of Part I: "*Information on the Group*" and its risk management policies are explained in Part IV: "*Risk Management Policy*" of this Registration Document.

(v) **Highly experienced Board of Directors combined with a seasoned senior management team, the majority of whom have been in the business for more than 10 years**

The Group has a strong senior management team, the majority of whom have been in the business for more than 10 years, resulting in a wealth of experience and extensive knowledge of both the Group itself and also the sector in which it operates. The Directors and Proposed Directors believe the senior management team have been instrumental to the success of the Group, bringing together complementary skills across technology, particularly in software and user interface development, the understanding of financial markets and regulatory expertise.

In addition, the Group plans to strengthen its senior management with the addition of the Proposed Directors, with their extensive regulatory and compliance expertise.

Please see the biographies for each of the Directors and Proposed Directors as well as the senior management team for further details of their experience, as set out in Part V: "*Directors, Proposed Directors, Senior Management and Corporate Governance*" of this Registration Document.

(vi) **Significant opportunities for growth in a business benefitting from an industry with long term international growth drivers**

The online financial trading industry benefits from a number of significant growth opportunities resulting from further technological and demographic changes. As of 2024, there were approximately 5.5 billion internet users worldwide, representing approximately 68 per cent. of the global population. A number that is expected to grow particularly with expanding middle classes in Asia and Africa.

The Directors and Proposed Directors expect that increasing growth of internet access and disposable incomes amongst its target markets is expected to drive business growth going forward. Similarly, technological advancements in online financial trading including leveraging AI and machine learning for predictive analytics, algorithmic trading and personalised investment advice can enhance trading efficiency and opportunities for clients. The use of mobile trading platforms can also bring in a broader, more tech-savvy audience of young investors. The growth of more tech-enabled generations with disposable income will benefit online platforms over more traditional trading and wealth management services.

11 DIVIDENDS AND DIVIDEND POLICY

The Company is a cash generative business which has historically paid significant dividends to Shareholders. Going forward, the Board (including the Proposed Directors) are committed to maintaining an optimal capital structure which will deliver sustainable returns to Shareholders whilst ensuring that adequate capital resources are available for business growth and investment opportunities.

The current intention is to maintain a progressive dividend policy, and the dividend for FY25 is expected to be set at approximately 50 per cent. of adjusted profits (as opposed to the typical historical level of a significant portion of profits).

The ability of the Company to pay dividends is dependent on a number of factors and there is no assurance that the Company will pay dividends or, if a dividend is paid, what the amount of such dividend will be. See the section entitled "Risk Factors" for further details.

12 FURTHER INFORMATION

Your attention is drawn to the remaining parts of this Registration Document which contain further information on the Company.

PART II

MARKET OVERVIEW

The following information relating to the retail leveraged trading industry, focusing on CFDs, has been provided for background purposes only. Where identified, certain information in this section has been extracted from third-party sources. This information has been accurately reproduced and, as far as the Group is aware and is able to ascertain from information published by such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Readers should read this section in conjunction with the more detailed information contained in this Registration Document, including in the Risk Factors section, Part I: "Information on the Group", Part III: "Regulatory Overview" and Part VI: "Operating and Financial Review".

1 The Market

The Group operates in the retail leveraged trading industry which is broadly comprised of CFDs, financial spread betting and traded options, which allow clients to take leveraged positions on underlying financial instruments, many of which are difficult for retail traders to access directly.

The evolution of this industry has benefitted from increasing client awareness and acceptance of leverage trading, the ongoing growth in internet usage and the development of advanced online trading platforms, which, together, have enhanced the ability of retail clients to trade in an increasingly wider variety of more sophisticated financial assets and instruments that were previously inaccessible.

Within the broader industry, the Group is focused solely on the provision of CFDs, which is a product used internationally, and does not offer either financial spread betting or traded options which are often limited to use in certain countries. The Directors and the Proposed Directors believe that the CFD trading market is an attractive and growing part of the global retail leveraged trading industry.

2 What is a CFD?

A CFD is a contract between two parties, the buyer and seller, which stipulates that the seller will pay the buyer the difference between the current value of an asset and its value at a later time if the value has increased at the point the contract was closed. Conversely, if the value falls, the buyer will pay the seller the difference. In this way, CFDs represent financial derivatives which allow traders to acquire exposure to a wide range of underlying financial instruments without any need to own the underlying asset. In order to secure the payment of the loss in the trade, the buyer places a guarantee, or margin, with the seller of the CFD.

The financial instrument provides similar economic benefits to an investment in one of these underlying assets, but avoids certain costs and complexities associated with physical ownership. Furthermore, a CFD is a leveraged product, traded on margin, allowing traders to magnify profits and losses.

This structure has a number of benefits albeit the benefits are often 'localised' to certain jurisdictions. We set out some of benefits below by way of example.

Stamp duty

In the UK, for example, CFD trades do not incur stamp duty or SDRT charges as they do not involve the purchase of a "stock or marketable security" or "chargeable securities". This is in contrast to traditional financial investments which allow exposure to such investments as equity shares and commodities.

Corporate actions

Generally, holders of open long CFD positions on underlying stocks are entitled to receive further payments in respect of any dividends paid during the period the position is open and to hold certain other rights that shareholders of the underlying equity securities are entitled to hold.

Receiving the benefits of dividends by exposure to a CFD position provides advantages over receiving dividends through conventional ownership of the underlying financial instrument. This is because, generally, a client account with an open long CFD position will be credited with the proceeds of the dividend at the opening of business on the ex-dividend date (provided that the position was open on the day before the ex-dividend date). In contrast, if the client had instead held an underlying equity share, the dividend payment would normally be received a number of weeks following the ex-dividend date.

Storage and other Ownership Costs

CFDs are highly flexible products which can be based on a wide range of underlying financial instruments. For example, CFDs allow traders to gain exposure to commodities, and therefore movements in commodity markets, without the need to own the underlying assets. This has beneficial cost implications, as exposure to underlying assets, for example, a barrel of oil, would incur storage and transportation costs, which do not exist for CFD traders.

Leverage

CFDs are leveraged financial products, which are traded on margin. In this way, traders need only deposit a fraction of the total value of the exposure sought, whilst still maintaining full exposure to the underlying price movement. By leveraging a CFD position, traders magnify both the potential gains and losses which arise from movements in underlying assets.

In order to fund the leverage applied to CFD traders, providers typically apply daily interest rates to margin accounts.

3 History of CFDs

CFDs were originally developed in the 1990s as a form of equity swap to be traded on margin by hedge funds and institutional traders seeking to cost-effectively hedge exposure to equity shares. Through the use of CFDs, institutional traders and hedge funds could gain exposure to markets and securities without the need to physically settle their share transactions. By the end of the decade, CFDs had been introduced to retail traders and in the early 2000s the product gained popularity as a way of not only benefitting from stamp duty exemptions but also as a way to leverage any underlying financial instrument. Historically, speculating with leverage on the financial markets was predominantly limited to trading futures or options on derivatives exchanges. With the emergence of CFDs and online trading platforms, both institutional and retail clients are now able to easily trade on margin and gain exposure to a wide range of global financial markets and instruments.

4 Market Overview

Outlook

In 2024 global forex trading volumes were estimated at USD 2,738 trillion with the Global CFD market trading volume estimated at USD 240 (excluding Japan) trillion and is expected to grow to USD 279 trillion by 2028 – underpinned by structural developments including continued growth in the popularity of retail trading particularly amongst the growing middle class in developing regions, digital enablement supporting on-the-go trading and the democratisation of finance.

Developed Markets

The Directors believe that developed markets, such as the EEA, are expected to experience continued growth in size of addressable market but at a more modest rate than developing markets due to the increased burden of regulatory compliance, including the expected adoption of MiFID III. However, the Group believes that the reputation and transparency that the Group will gain from being publicly listed, will assist the Group in increasing its market share in the EEA. In FY24, the EEA represented 5 per cent. of Group revenue, however, the Group intends to invest considerably in brand awareness which will assist in the growth of the Group's European operations. Increases in the Group's total number of Active Clients in developed markets in which the Group presently accepts New Clients from are therefore expected to predominantly be driven by clients switching from other providers to the Company. Additional EEA markets in which the Group does not presently actively provide its Trading Platform will be targeted utilising the

iCFD licence (with the exception of Belgium). The Group plans to seek additional licences that will allow it to penetrate more developed markets, such as the UK and Australia. In addition, the Directors expect growth in average revenue per client driven by increase in brand awareness and continued developments in breadth of offering and user experience.

Developing Markets

In the developing markets, the Directors expect growth to be driven primarily by increases in the number of Active Clients as a result of the compound effect of structural growth drivers in target addressable markets (such as growth in wealth, population, digital enablement and availability of payment solutions) and an increase in penetration as brand awareness and accessibility increases.

Within the developing markets the Group presently operates in, the Directors expect that the client base should grow most strongly in India and South East Asia driven by structural drivers. Growth in developing markets where the Group does not presently operate is dependent on the ability to obtain market entry through the FIH regulated entity and wider adoption of products and/or wider access to these markets.

5 Competitive Landscape

The Group operates in the retail leveraged trading industry which is broadly comprised of three product sectors: CFDs, financial spread betting and traded options. Within this market, the Group only offers CFDs and does not provide either financial spread betting or traded options. The retail leverage trading industry is served by a number of large-scale players including, for example, IG Group, CMC Markets, Plus500, XTB and Saxo Bank.

Market

The international CFD market, which is the sole focus of the Group, is extremely fragmented, comprising a small number of large-scale providers and a large number of other significantly smaller providers.

Competitive Advantages

Whilst the international retail CFD market is served by a small number of large-scale providers, it is still highly fragmented, with numerous smaller scale providers serving the rest of the market. The Directors and the Proposed Directors believe that there are significant challenges to achieving scale, and that providers with the relevant competitive advantages are able and will continue to differentiate themselves from the wider market.

Product Sophistication

The Directors and the Proposed Directors believe that it is critical to establish sophisticated and tailored software to enable innovation and the provision of sophisticated and integrated platform features. This is in contrast to the "off-the-shelf", trading platforms which are currently available and enable providers to establish trading platforms quickly and with minimal effort. These solutions do not provide the flexibility and potential for innovation needed to create a differentiating market-leading product to attract New Clients and retain existing ones within the CFD sector.

The Directors and the Proposed Directors believe that the time and cost associated with developing a fully-featured, proprietary trading platform with the flexibility to innovate and respond quickly to new trends and technology.

Reputation

Given the financial nature of the product, it is common for clients to seek reputable providers to mitigate risk. The Directors and the Proposed Directors believe that maintaining a reputation for trustworthiness and high quality customer service is important. The Directors and the Proposed Directors further believe that there is a benefit from being a publicly listed company, including the associated transparency, which is enhanced by being on the equity shares (commercial companies) segment of the Official List, noting that three of the Group's primary competitors are listed on the equity shares (commercial companies) segment of the Official List.

Regulation

The high regulatory standards present in many developed markets worldwide provide burdens on new and prospective entrants to the market. These burdens relate to the cost and time of ensuring ongoing compliance with regulation, as well as the initial hurdle of obtaining the relevant licences, often in multiple jurisdictions.

6 Regulatory Outlook

The Directors and the Proposed Directors believe that the regulators around the globe will continue to increase their regulatory scrutiny and the standards required in the retail leveraged trading industry for businesses to operate. Further details on the regulatory environment are included in Part III: "*Regulatory Overview*" in this Registration Document.

PART III

REGULATORY OVERVIEW

1 INTRODUCTION

The market in which the Group operates and provides services to clients is a regulated one.

Two subsidiaries in the Group have been granted licences by the regulators: (i) Formula Investment House Ltd ("**FIH**"), which has the relevant regulatory authorisation from the BVI FSC and provides its services to clients located outside the EEA and (ii) iCFD Ltd. ("**iCFD**"), which is authorised and regulated in Cyprus by the Cyprus Securities and Exchange Commission ("**CySEC**") and has obtained "passports" allowing it to offer its services across the EEA (with the exception of Belgium).

Whilst iCFD's licence allows it to offer its services in several jurisdictions outside the EEA, it currently only markets its services in a small number of EEA jurisdictions (including Poland, the Netherlands, Italy, Greece, Germany and Hungary) and only currently accepts New Clients that are based in the EEA (with the exception of Belgium and Cyprus, from which iCFD does not accept any customers). Failure to operate in accordance with required licences, other authorisations, permits and/or the regulatory framework as a whole in any jurisdiction gives rise to a number of significant risks and liabilities. For more detail please see the "*Legal and Regulatory Risks*" section of the section titled "*Risk Factors"* of this Registration Document.

2 FINANCIAL SERVICES REGULATION

2.1 Regulatory framework within the BVI

2.1.1 *BVI FSC Authorisation and scope of licence*

In the BVI, firms providing investment services are subject to authorisation and regulation by the BVI FSC under the Securities and Investment Business Act (Revised Edition 2020) (as amended) (the "**SIBA**").

Under the SIBA, any person carrying on "investment business" in or from within the BVI requires, in the absence of an exclusion, a licence from the BVI FSC authorising such person to carry on that investment business. A BVI business company that carries on, or holds itself out as carrying on, investment business outside the BVI is deemed to carry on, or hold itself out as carrying on, investment business from within the BVI. Carrying on investment business without authorisation is a criminal offence and a contract entered into in the course of an unauthorised financial services business carried on by the unauthorised party may be unenforceable. The business undertaken by FIH involves it carrying on regulated activities, for which it has obtained BVI FSC authorisation.

FIH was granted an investment business licence by the BVI FSC on 13 November 2013 with licence number SIBA/L/13/1060 (the "**Investment Business Licence**"). The Investment Business Licence states that it is a Category 1 (Dealing in Investments), Sub-category B (Dealing as Principal) licence. The following activities are included in the Investment Business Licence: (a) buying, selling, subscribing for or underwriting investments as principal where the person – (i) holds himself or herself out as willing, as principal, to enter into transactions of that kind at prices determined by him or her generally and continuously rather than in respect of each particular transaction; (ii) holds himself or herself out as engaging in the business of underwriting investments of the kind to which the transaction relates; (iii) holds himself or herself out as engaging, as a market maker or dealer, in the business of buying investments of the kind to which the transaction relates with a view to selling them; or (iv) regularly solicits members of the public for the purpose of inducing them, whether as principals or agents, to buy, sell, subscribe for or underwrite investments, and the transaction is, or is to be entered into, as a result of the person having solicited members of the public in that manner.

The licence does not restrict FIH from accepting customers from other jurisdictions. In practice, FIH does not actively provide its services to residents or persons attempting to access it trading platform from the following countries or territories: Afghanistan, American Samoa, Australia, Belgium, British Indian Ocean Territory, British Virgin Islands, Canada, Christmas Island, Cocos Islands, the Democratic Republic of Congo, Crimea, Cuba, Guam, Guinea, Haiti, Iran, Israel

(other than clients who had opened an account with FIH prior to 26 May 2015), Lebanon, Libya, Mali, Myanmar, New Zealand, North Korea (DPRK), Northern Mariana Islands, Puerto Rico, Russian Federation, Singapore, Somalia, South Sudan, Sudan, Syria, Turkey, United States of America, US Minor Outlying Islands and US Virgin Islands.

2.1.2 ***Threshold conditions for maintenance of licence (BVI)***

In order for a firm to be authorised and regulated by the BVI FSC, the BVI FSC must be satisfied that the firm meets certain conditions prescribed by the SIBA. In considering an authorisation, the BVI FSC will have regard to (a) the applicant's intention, if issued with a licence, to carry on the relevant investment business, (b) whether the applicant satisfies the requirements of the SIBA and the Regulatory Code issued by the BVI FSC (the "**Regulatory Code**") under the Financial Services Commission Act (the "**FSC Act**") with respect to the application, (c) whether the applicant will, on the issuance of the licence, (i) have capital resources at least equal to the amount that it is required to maintain under the SIBA and (ii) otherwise be in compliance with the SIBA, the Regulatory Code and any other practice directions applicable to it, (d) the applicant, its directors and senior officers and any persons having a significant or controlling interest in the applicant satisfy the BVI FSC's "fit and proper" criteria, (e) the organisation, management and financial resources of the applicant are, or on the issuance of the licence will be, adequate for the carrying on of the relevant investment business and (f) issuing the licence is not against the public interest.

The firm must also provide the BVI FSC with a detailed business plan. In order to remain authorised, the firm needs to demonstrate its continuing compliance with the above conditions. A BVI FSC authorised and regulated firm also has to ensure that it complies with any BVI FSC regulations issued pursuant to the SIBA or the FSC Act, along with guidelines issued by the BVI FSC. In addition, FIH must ensure that it complies with the Anti-Money Laundering Regulations (Revised Edition) (as amended) (the "**AML Regulations**"), the Anti-Money Laundering and Terrorist Financing Code of Practice (Revised Edition 2020) (As Amended) (the "**MLTF**") and the Proliferation Financing (Prohibition) Act, 2021 and any BVI FSC directives issued pursuant to these laws.

2.1.3 ***Regulatory capital and prudential requirements (BVI)***

Under the SIBA, a firm must maintain, at all times, appropriate financial resources to ensure that it is able to meet its regulatory capital requirements and have sufficient liquidity to demonstrate that it is able to meet its liabilities as they fall due. The BVI FSC considers the regulatory capital requirements of FIH on a standalone basis. The Regulatory Code states that a licensee shall (a) ensure that, at all times, it maintains its capital resources at a level that is adequate to support its investment business, taking into account the nature, size, complexity, structure and diversity of that business and its risk profile and (b) maintain adequate systems and controls to monitor and assess its capital adequacy requirements on an on-going basis.

2.1.4 ***Regulation of significant shareholders and controllers (BVI)***

A BVI FSC authorised and regulated firm is subject to restrictions regarding persons who may hold a "significant" or "controlling" interest in it. SIBA stipulates that:

- a person owning or holding a significant interest or controlling interest in a licensee shall not, whether directly or indirectly, sell, transfer, charge or otherwise dispose of his or her interest in the licensee, or any part of his or her interest, unless the prior written approval of the BVI FSC has been obtained;
- a person shall not, whether directly or indirectly, acquire a significant or controlling interest in a licensee unless the prior written approval of the BVI FSC has been obtained; and
- a licensee shall not, unless the prior written approval of the BVI FSC has been obtained (a) cause, permit or acquiesce in a sale, transfer, charge or other disposition referred to above or (b) issue or allot any shares or cause, permit or acquiesce in any other reorganisation of its share capital that results in a person acquiring a significant interest or controlling interest or decreasing the size of their interest.

SIBA defines a "significant interest" as being, "in relation to an undertaking, a holding or interest in the undertaking or in any parent of the undertaking held or owned by a person, either alone or

with any other person and whether legally or equitably, that entitles or enables the person, directly or indirectly to (a) control 10 per. cent. or more of the voting rights of the undertaking, (b) a share of 10 per. cent. or more in any distribution made by the undertaking, (c) a share of 10 per. cent. or more in any distribution of the surplus assets of the undertaking, or (d) appoint or remove one or more directors of the undertaking."

SIBA defines a "controlling interest" as being, in relation to a licensee, "the ownership or interest in the licensee or in any holding company of the licensee which entitles a person to exert influence over a licensee, or any holding company of the licensee, and includes a person who (a) has more than 50 per. cent. of the voting rights of the licensee, (b) has a significant interest in the licensee which, although not constituting 50 per. cent. of the voting rights of the licensee (in aggregate or otherwise), gives the person a considerable advantage in the voting rights of the licensee, (c) has an influence over the activities of the licensee without having a significant interest or (d) gives instructions to a director or senior officer of the licensee to which that director or senior is accustomed to acting."

Breach of the prior approval requirements under SIBA may lead to enforcement action being taken against the licensee.

The BVI FSC has conducted extensive investigations into businesses that offer investment services and products to customers. FIH received a letter from the BVI FSC dated 17 July 2024 advising FIH that it continues to be considered high risk based on the BVI FSC's Risk Based Supervisory Framework. The implications of such assessment are that FIH is subject to enhanced oversight from the FSC, which will include, amongst other actions, semi-annual meetings between FIH and the FSC to discuss any supervisory concerns and intermittent desk-based reviews of FIH's operations and controls. As part of the ongoing and routine supervision of FIH by the BVI FSC, FIH was subject to a Thematic Compliance Inspection in early 2025.

FIH is also proactively responding to follow-up questions when received.

2.1.5 ***Financial Promotions in BVI***

The advertisement rules which form part of the SIBA and the Regulatory Code are also of particular relevance as they determine what FIH may or may not display on its website and apps and in all other marketing material. In broad terms, FIH's advertising and promotional materials must be clear and fair, and free of false or misleading statements. FIH has an Advertising Policy in place setting out rules and guidelines in relation to this.

2.1.6 ***Policies and Systems (including personnel) required for compliance***

When executing a customer's trade, FIH must provide "best execution" pursuant to its order execution policy (which is available to customers on the FIH website).

The Regulatory Code sets out basic information requirements and fiduciary duties of licensees towards their customers. This covers areas such as best execution, advertisements and communications, information provided to customers, customer complaints, assets of customers, dealing and managing and customer reporting.

In accepting a customer, FIH must do adequate due diligence in order to discharge its obligations under the BVI's anti-money laundering and counter-terrorist financing laws and regulations. In practice, the BVI FSC and the Financial Investigation Agency (the "**FIA**") monitor and supervise BVI FSC authorised and regulated firms' compliance with these laws and regulations. The due diligence process is sometimes known as "Know Your Customer", "KYC" or "customer due diligence". FIH has established a procedure to assist compliance with its customer due diligence responsibilities. The Regulatory Code also requires FIH to provide retail customers with a customer agreement which sets out adequate detail of the basis and terms on which FIH's services are being provided.

BVI regulatory requirements also impose requirements on an authorised and regulated firm to observe proper standards of market conduct, to ensure that its employees are adequately trained and remain competent and to ensure that it has proper safeguards to prevent money laundering,

including systems in place to allow it to make suspicious activity or transaction reports to the FIA in order to comply with the BVI's anti-money laundering and terrorist financing laws.

As part of the supervision process, FIH is required to submit:

- a semi-annual report to the BVI FSC within 30 days after the end of each period (being January 1-30 June and 1 July-31 December respectively) containing such information as set out in the Investment Business Licence;
- an annual compliance officer report to be submitted to the BVI FSC within 3 months of the end of each calendar year;
- an internal audit report to be submitted to the BVI FSC within 3 months of the end of each calendar year;
- annual accounts to the BVI FSC by 30 June of each year, this being six months from the end of the financial year to which they relate;
- an investment business annual return by 31 March of each year; and
- an anti-money laundering and countering the financing of terrorism annual return by 31 March of each year.

These reports are analysed and reviewed by the BVI FSC to monitor firms' compliance with regulatory requirements.

FIH has a number of directors, senior managers and other members of staff who are approved by the BVI FSC, as "fit and proper" persons. Prior to approval, BVI FSC must be satisfied that the person is able to perform the relevant executive or non-executive position allocated to them. At the latest practicable date prior to the date of this Registration Document, the following individuals were registered as persons approved to perform the director and senior management controlled functions of FIH:

- Eytan Yaron: CEO
- Efraim Ofer Levy: Director
- Rawia Elias: Director
- Dan Kassovitz: Director
- Robert John Douglas Briant: Director
- Veroniki Petroula: Compliance Officer / Money Laundering Reporting Officer

The SIBA and the Regulatory Code also require a BVI authorised and regulated firm to have in place proper systems for ensuring that customer money is segregated from that of the firm and that reconciliations are performed on a regular basis. FIH has a Safekeeping of Clients' Funds and Reconciliation Policy in place which stipulates that FIH undertake a review each week of the level of client funds for the purpose of reconciliation.

2.1.7 ***Customer complaints processes (BVI)***

The Regulatory Code also requires an authorised and regulated firm to have in place proper systems for dealing with customer complaints. The Regulatory Code requires licensees to establish and maintain a complaints policy and complaints register. In accordance with FIH's Customer Complaints Policy and the Regulatory Code, FIH classifies customers' complaints into two categories, being either "Ordinary Complaints" or "Significant Complaints". A "Significant Complaint" is one which alleges (a) a breach of a regulatory enactment, (b) bad faith, malpractice or impropriety on the part of the licensee or its directors, employees or agents, (c) the repetition or recurrence of a matter previously complained of or (d) that the complainant has suffered, or may suffer, financial loss that is material in relation to their financial circumstances. FIH must report any outstanding "Significant Complaints" which remain unsettled after three months to the BVI FSC.

2.1.8 ***BVI FSC Supervisory Powers***

In addition to the power to authorise firms, the SIBA gives the BVI FSC the power to monitor and supervise the SIBA authorised and regulated firms, including the power to make supervision visits and interview management and staff. If an authorised and regulated firm breaches any regulatory requirements, the BVI FSC has various powers under the FSC Act to deal with these breaches. These include the power to impose administrative fines, to revoke or suspend a licence, to appoint an examiner, to initiate such investigation as may be necessary to ensure compliance with the licensee's regulatory requirements or issue a warning letter against the licensee. In addition, the BVI FSC may take action against approved persons, which similarly includes the power to impose sanctions.

2.2 **Regulatory framework within Cyprus**

2.2.1 ***CySEC Authorisation and scope of licence***

Cypriot firms providing investment services (including, the provision of CFDs) are subject to the Investment Services and Activities and Regulated Markets Laws of 2017 ("**Law 87(I)/2017**"), as subsequently amended, as well as the CySEC relevant directives and circulars and guidelines issued by CySEC (the "**CySEC Rules**").

Under the Law 87(I)/2017, persons carrying on "regulated activities" by way of business in Cyprus require, in the absence of an exemption or exclusion, authorisation by CySEC. Carrying on regulated activities without an authorisation is a criminal offence.

The business undertaken by iCFD involves it carrying on regulated activities, for which it has obtained the relevant CySEC authorisation to operate as a CIF on 23 May 2011 with licence number 143/11.

iCFD's licence permits it to carry out the following: (i) reception and transmission of orders in relation to one or more financial instruments: (ii) execution of orders on behalf of clients; and (iii) dealing on own account. The licence also permits it to carry out the following ancillary activities: (i) safekeeping and administration of financial instruments (including custodianship and related services); (ii) granting credits or loans to one or more financial instruments (where the firm granting the credit or loan is involved in the transaction); (iii) foreign exchange services (where these are connected to the provision of investment services); and (iv) investment research and financial analysis or other forms. Each of these primary and ancillary activities may be carried out in relation to the following range of financial instruments: (i) transferrable securities; (ii) options, futures, swaps, forward rate agreements and other derivatives contracts relating to securities, currencies, interest rates or yields, emission allowances and other derivatives instruments, financial indices or financial measures which may be settled physically or in cash; (iii) options, futures, swaps, forward rate agreements and other derivatives contracts relating commodities that must be settled in cash or may be settled in cash at the option of one of the parties other than by reasons of default or other termination event; (iii) derivative instruments for the transfer of credit risk; (iv) financial contracts for difference; or (v) options, futures, swaps, forward rate agreements and any other derivative contracts relating to climatic variables, freight rates or inflation rates or other official economic statistics that must be settled in cash or may be 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 section, which have the characteristics of other derivative financial instruments, having regard to whether, *inter alia*, they are traded on a regulated market, OTF, or an MTF. However, in practice the majority of transactions entered into by iCFD are under the dealing on own account activity in respect of financial contracts for difference.

iCFD's CySEC licence allows it to accept customers from the following jurisdictions provided that it complies with the regulatory regime of the relevant third country: China, French Polynesia, Indonesia, Malaysia, Martinique, Mayotte, Mexico, New Caledonia, Saint Martin, Switzerland, Ukraine, United Arab Emirates and the Wallis and Futuna Islands. However, iCFD currently markets its services in only a small number of EEA jurisdictions (including Poland, the Netherlands, Italy, Greece, Germany and Hungary) and currently only accepts New Clients that are based in the EEA (with the exception of Belgium and Cyprus, from which iCFD does not accept any customers).

2.2.2 ***Threshold conditions for maintenance of licence (Cyprus)***

In order for a firm to be authorised and regulated by CySEC, CySEC must be satisfied that the firm meets certain threshold conditions prescribed by Law 87(I)/2017 as amended from time to time. In particular, CySEC will have regard to: (a) the firm's legal status; (b) the location of its offices; (c) whether it has any close links to other persons which will prevent the firm being effectively managed and supervised; (d) the ability of CySEC to supervise the firm more generally (for example, allowing CySEC ready access to the Company's processes and records); (e) the appropriateness of the firm's resources; (f) compliance with ongoing filing requirements; (g) maintaining financial health; and (h) the firm's suitability (which will include a consideration of whether the firm and the persons and/or legal entities that control or influence it are fit and proper to carry on this function). The firm must also provide CySEC with a viable and sustainable business model.

In order to maintain its licence and remain authorised, iCFD needs to demonstrate its continuing compliance with the threshold conditions on an annual basis along with continuing to comply with Law 87(I)/2017 and the CySEC Rules (including without limitation, the Conduct of Business Rules – which sets out basic information requirements and fiduciary duties owed towards customers of Cyprus investment firms "**CIFs**"). Additionally, iCFD must also ensure that it complies with:

- the Cypriot Prevention and Suppression of Money Laundering and Terrorist Financing Laws of 2007 - 2025 and any CySEC Rules issued pursuant to that law;
- Directive 2014/65/EU and Regulation EU 600/2014 (together referred to as "**MiFID II**");
- Regulation EU 596/2014 on market abuse (market abuse regulation);
- Regulation EU 648/2012 on OTC derivatives, central counterparties and trade repositories; and
- Regulation EU 575/2013 on prudential requirements for credit institutions and investment firms, the Internal Capital Adequacy and Risk Assessment Process of the Company ("**ICARA**"), in accordance with the Regulation (EU) 2019/2033 of the European Parliament and of the Council on the prudential requirements of investment firms and the national Law of Cyprus, specifically, Law 165(I)/2021 together with the secondary implementation measures, regulatory technical standards as well as implementing appropriate technical standards and guidance.

2.2.3 ***Regulatory capital and prudential requirements (Cyprus)***

Law 87(I)/2017 and CySEC Rules as amended or revised from time to time seek to ensure that authorised and regulated firms (such as iCFD) have appropriate resources, are managed and controlled by fit and proper persons, have adequate senior management arrangements, processes, systems and controls, have appropriate policies and safeguards in place to protect customer money and assets and are able to comply with certain minimum conduct of business standards.

In relation to iCFD, CySEC effectively sets the regulatory capital requirements on a standalone basis. iCFD is classified as a Class 2 "full scope Cyprus Investment Firm with 750K in paid up share capital" and is subject to the capital rules set out in Regulation EU 575/2013 on prudential requirements for credit institutions and investment firms. As a "full scope Cyprus Investment Firm 750K" (Class 2 Investment Firm), iCFD must ensure that it maintains regulatory capital to meet the base capital requirement of EUR 750,000. This is pursuant to the capital adequacy rules set out in Law 87(I)/2017 and Regulation EU 575/2013 on prudential requirements for credit institutions and investment firms. iCFD currently maintains more capital than the minimum it is required to hold.

2.2.4 ***Onboarding of clients***

In addition to the above, the Investment Services and Activities and Regulated Markets Laws of 2017 (the "**ISLawCY**") set out basic information requirements and fiduciary duties of CIFs towards their customers, known as the Conduct of Business Rules ("**CyCoBS**"). The CyCoBS cover areas such as best execution, advertisements and communications, information provided to customers,

selling, product disclosure, dealing and managing and customer reporting. Of particular relevance to iCFD's activities are the provisions of the ISLawCY relating to customer categorisation and "appropriateness tests". The ISLawCY imposes a further obligation on iCFD that is to categorise a customer as a retail customer, professional customer or eligible counterparty.

The purpose of customer categorisation is to ensure that customers will be given an appropriate level of protection. iCFD predominantly accepts customers who meet the criteria set out in Law 87(I)/2017. Customers who are classified as retail customers are afforded the highest protections under the Cyprus regulatory regime. In conducting any "appropriateness test", iCFD must determine whether each retail customer has the necessary experience and knowledge in order to understand the risks involved in relation to the product and services offered or requested from a CIF by that particular customer. iCFD must also comply with product governance rules set out under MiFID II and provide prescriptive disclosures as well as risk warnings to retail clients under the EU's PRIIPs Regulations. This categorisation process is under constant review and scrutiny by CySEC and iCFD is vigilant in maintaining compliance.

Particular areas of focus for CIFs providing CFDs to retail clients include:

- offers of bonuses by CFD brokers;
- offers of excessive leverage to retail clients having in mind the limits prescribed by CySEC;
- withdrawals of clients' funds;
- conflicts of interest; and
- marketing communications.

In accepting a customer, iCFD must undertake "know your customer checks" or "customer due diligence" in order to discharge its obligations under Cyprus anti-money laundering and counter-terrorist financing laws and regulations (i.e. Cypriot Prevention and Suppression of Money Laundering and Terrorist Financing Laws of 2007 – 2015). iCFD has established a procedure to assist compliance with its customer due diligence responsibilities. iCFD is also required to provide retail customers with a customer agreement which complies with the Law 87(I)/2017 (which includes the requirement that customers are treated fairly). The customer agreement (along with the documents required to be provided as part of the "know your customer checks") are readily available on the iFOREX Europe website.

2.2.5 *Regulation of significant shareholders and controllers (Cyprus)*

As iCFD is an authorised MiFID investment firm, any person who directly or indirectly holds or controls more than 10 per cent. of its share capital (or is able to exercise significant influence in relation to, the Company which is the parent undertaking of iCFD) will need to be approved by CySEC as a controller. The Founder is considered a "controller" for the purposes of Law 87(I)/2017 (i.e. he holds 10 per cent. or more of the shares or voting rights in the Company and thereby iCFD). iCFD is subject to certain restrictions and procedural requirements to notify the CySEC in the event that any shareholder in the Company becomes a "controller" for these purposes, or if the Founder ceases to be a controller (or his level of control falls below 50 per cent.). Breach of the notification requirements imposed by CySEC on the regulated firm may lead to administrative fines as well as exclude such an individual from acquiring an interest in the CIF in question. In connection with any potential Admission, no such formal notification will be required. CySEC has been informed of the flotation process.

2.2.6 *Financial Promotions in Cyprus*

Communications by or on behalf of iCFD with all customers must not mislead or deceive customers and iCFD must ensure that promotional materials are truthful and in compliance with advertising regulations, including the financial promotion regulations set out in the CyCoBS. iCFD must also disclose details of the products and services it offers, including details as to risk, costs and third party inducements. In accordance with MiFID II and the E-Commerce Directive 2000/31/EC, CySEC's financial promotion rules apply to any advertising which is conducted by iCFD within Cyprus or directed into any other EEA member state.

2.2.7 ***iCFD Policies and Systems (including personnel) required for compliance***

Customer trades are provided for on a "best execution" basis by iCFD pursuant to its order execution policy (which is available to customers on the iCFD website). Once executed, iCFD's customer trades are reported to an ESMA authorised Trade Repository in accordance with the requirements of EU Regulation (648/2012) on OTC derivatives, central counterparties and trade repositories.

Further, under Law 87(I)/2017 and other Cypriot regulations, iCFD, in addition to observing proper standards of market conduct, must:

- ensure that its employees are adequately trained and remain competent;
- ensure that it has proper safeguards to prevent money laundering, including systems in place to allow it to make suspicious activity reports to MOKAS (Cyprus Financial Intelligence Unit) in order to comply with Prevention and Suppression of Money Laundering and Terrorist Financing Laws of 2007 - 2025 and any CySEC Rules issued pursuant to the said law;
- have systems in place to prevent and detect market abuse and report any such suspicious transactions to CySEC; and
- have in place proper systems for dealing with customer complaints and ensuring that customer money is segregated from that of the firm, that reconciliations are performed on a regular basis and that any discrepancies are made good whilst being investigated.

The customer money calculation is the responsibility of iCFD's chief financial officer who ensures that additional funds are deposited in these accounts to provide a cushion of protection to the customers.

iCFD has a number of directors, senior managers and other members of staff who are individually registered and approved by CySEC, as "fit and proper" persons. Prior to approval by CySEC, CySEC must be satisfied that the person is able to perform the relevant executive or non-executive position allocated to them. The following individuals are registered by CySEC as persons approved to perform the director, and senior management and control functions of iCFD:

- Theodotos Choraitis – Executive Director - Dealing on Own Account
- Nicolas Mbakalouris – Executive Director - CFO
- Christakis Taoushanis – Non-Executive Director
- Pavlos Nakouzis – Non-Executive Director
- Marios Gavrielides – Chief Compliance Officer
- Suzi Attal – Head of Operations
- Kyriakos Andreou – Anti-Money Laundering Compliance Officer (AMLCO).

2.2.8 ***Customer complaints processes (Cyprus)***

In respect of the handling of customer complaints, iCFD must report to CySEC, on a monthly basis, details of any new complaints submitted, the nature of these complaints (such as complaints relating to the execution of orders or withdrawals) and any updates on the progress of complaints previously reported to CySEC. iCFD also has in place a complaint handling policy and systems for logging complaints. The maximum timeframe for the handling of customer complaints is three months from the date the complaint is received to respond with the outcome of its investigation and settlement proposal (if any). In the event of a complaint, iCFD must also inform the complainant of alternative venues to escalate their complaint such as the Financial Ombudsman in Cyprus or the relevant courts.

The Financial Ombudsman Scheme in Cyprus has been established with its main role being to adjudicate disputes between various regulated financial institutions and those customers who are "eligible complainants" and, where appropriate, award compensation. There is also the Investor Compensation Scheme, to which iCFD is obliged to contribute through a levy, which can pay compensation to an "eligible claimant" if an authorised and regulated firm is unable, or

likely to be unable, to pay claims against it. This will generally be because the firm has stopped trading and has insufficient assets to meet claims or is in insolvency.

2.2.9 ***CySEC Supervisory Powers***

In practice, CySEC monitors and supervises CySEC authorised and regulated firms' (including iCFD's) compliance with these laws and regulations. This monitoring can take the form of extensive investigations into CIFs that contract with retail customers and has, historically, resulted in CySEC levying administrative fines on CIFs amounting to several million Euros and, in some instances, regulatory authorisations have been withdrawn. iCFD has also been subject to investigations by CySEC which are discussed further below.

The Group monitors the law, regulations and relevant circulars issued by CySEC to maintain its barriers between the operations and clients of iCFD and FIH and to ensure that no services are offered directly to any customer of FIH by iCFD personnel and so that no EEA-based customer is transferred knowingly by iCFD to FIH.

In addition to the power to authorise firms, Law 87(I)/2017 gives CySEC the power to monitor and supervise CySEC authorised and regulated firms (here iCFD), including the power to make supervision visits and interview management and staff. As part of the supervision process, CySEC authorised and regulated firms are required to make regular reports to CySEC which are analysed and reviewed to monitor firms' compliance with regulatory requirements. CySEC has not conducted or requested a supervision visit of iCFD since 2018.

Further, if a CySEC authorised and regulated firm breaches any regulatory requirements, CySEC has various powers under the Law Regulating the Structure, Responsibilities, Powers, Organisation of the Cyprus Securities and Exchange Commission and Law 87(I)/2017 to deal with these breaches. These powers include but are not limited to:

- imposing administrative fines;
- varying a regulated firm's permissions to carry on regulated activities;
- suspend or remove a firm's ability to offer certain financial instruments for trading when such firm operates a Multilateral Trading Facility ("**MTF**"); and
- suspend or terminate a firm's authorisation.

In addition, CySEC may take action against approved persons, which similarly includes the power to impose sanctions.

2.2.10 ***Future outlook of CySEC***

Recently, CySEC has emphasised that they will investigate in further detail CIFs' compliance with the provisions of Law 87(I)/2017 in respect of marketing communications, protection of customers' assets, the proper categorisation of clients, and the requirement for CIFs to act in their customers' best interests.

CySEC has also increased its focus on the legal and regulatory framework for CIFs with a particular emphasis on investor protection, particularly in the context of retail investors. Detailed guidance has been published by CySEC on the risks associated with investment in complex products, such as CFDs, CIFs responsibilities regarding their customers and handling and reporting of customer complaints. CySEC has also instructed CIFs to revisit their respective remuneration policies and make the necessary amendments to ensure that conflicts of interests are minimised and/or eliminated to ensure that CIF employees have the customer's best interest in mind. CySEC also routinely publishes consultation papers regarding the regulation of CIFs, which have in the past led to changes to the regulations applicable to iCFD (as discussed further below).

CySEC has also emphasised the requirement for CIFs to comply with the provision of the Prevention and Suppression of Money Laundering and Terrorist Financing Law (as amended) in the context of the Know Your Customer measures undertaken by CIFs.

2.3 **Regulatory framework at a pan-EEA level for iCFD**

2.3.1 ***MiFID legislation***

In addition to the Cypriot regime described above, iCFD is also a MiFID investment firm and is therefore subject to the MiFID II legislation. The MiFID II legislation regulates the provision of "investment services and activities" in relation to MiFID financial instruments throughout the EEA.

The MiFID II legislation gives investment firms the right to be able to provide investment services and activities on a cross-border services basis to customers located in other member states of the EEA outside their state of incorporation (here, in the context of iCFD, Cyprus) ("**host member states**") without the need for separate authorisation by the competent authorities in those host member states. The MiFID II legislation also grants MiFID investment firms a right to establish a branch in those host member states without the need for any separate authorisation. These rights to provide cross-border services and activities and to establish branches are commonly referred to as the MiFID "passport".

iCFD has made the required notifications to allow them to provide investment services on a cross-border basis into all current EEA member states other than Belgium. The scope of the "passports" covers: the investment services of: (i) dealing on own account; (ii) receiving, transmitting and executing orders; and (iii) execution of orders on behalf of clients; and the ancillary services of: (i) safekeeping and administration of customers' financial instruments; (ii) foreign exchange services; (iii) granting credits or loans to one or more financial instruments; and (iv) investment research. The passports cover a range of financial instruments, including transferable securities; options, futures, swaps and other derivatives contracts that may be settled in cash as well as financial contracts for difference.

iCFD may freely provide the investment services and ancillary services or/and perform investment activities covered by its authorisation within the territory of each member of the EEA (with the exception of Belgium).

Under the MiFID II legislation, investment firms providing investment services on a cross-border passported basis into other EEA countries are subject to the conduct of business rules of their home member state. It is possible, however, for some host member states to apply "gold-plated" regulation, for example, additional consumer protection measures which are not part of a harmonised European Union framework.

The regulatory framework for the provision of CFDs to retail clients has also developed at a pan-EEA level by ESMA. ESMA has restricted the marketing, distribution and sale of CFDs to retail clients, including through the introduction of: (i) leverage limits on the opening of a position by a retail client, which vary according to the historical price behaviour of the different classes of underlying assets: 30:1 for major currency pairs; 20:1 for non-major currency pairs, gold and major indices; 10:1 for commodities other than gold and non-major equity indices; 5:1 for individual equities and other reference values and 2:1 for cryptocurrencies; (ii) a margin-close out rule on a per account basis, which would standardise the percentage of margin at which providers are required to close out a retail client's open CFD at a level of 50 per cent. of the minimum initial required margin; (iii) negative balance protection on a per account basis, providing an overall guaranteed limit on retail client losses; (iv) a restriction on the use of incentives for trading being offered by CFD providers; and (v) standardised risk warnings to be included in any communications or published information accessible by retail clients relating to the marketing, distribution or sale of CFDs, including an indication of the range of losses on retail investor accounts. As iCFD is an authorised firm in the EEA, these measures will apply to all relevant transactions entered into by iCFD (regardless of whether their customers are resident inside or outside the EEA). The maximum leverage on major currency pairs available to retail clients is 30:1.

2.3.2 ***Automatic Exchange of Financial Information - CRS Reporting***

The Company, in accordance with the Implementation Handbook and Commentaries on Common Reporting Requirements ("**CRS**") as a financial institution, has to report payments made to reportable account holders. It has as part of its obligation recently provided reports to the Cypriot Tax Office which show profits credited to the account of the customer which do not contain deductions for losses from CFD trades.

The reporting takes into consideration iCFD's obligations under the applicable CRS legislation, which, as interpreted by the Cypriot Tax Office, should show any amount paid or credited to the Account Holder which must be reported without any reduction for amounts charged, deducted or retained by the Financial Institution maintaining the account.

The Cyprus Tax Office construes this obligation broadly so there is no indication of profit or loss; simply the gross amount of each payment is entered in the report.

Particularly as to trades for CFDs only the gross amount, consisting of the total *'profits'* or returns realized in a year from the total of CFD trades made. In the said report, no deduction of any losses from other CFD trades need be shown nor any commissions or other fees charged by the Company (e.g. swap fee) should be deducted from the profits.

2.3.3 ***Proposed Reforms to MiFID II legislation***

With the publication of the Retail Investment Package by the European Commission on 24 May 2023, commonly referred to as "**MiFID III**," iCFD has started considering these proposed changes and as a result of this, intends to specifically focus on the enhanced protections for retail investors.

Key Highlights of the proposed MiFID III reforms:

1 **Regulatory:** MiFID III is seen to be following the Capital Markets Union Action Plan and addresses various perceived shortcomings in the current framework that hinder retail investors from accessing comprehensive information to allow for informed decision-making.

2 **Inducements Ban:** A ban on inducements/commissions for execution-only sales of investment products. This aims to induce changes in the organizational structures within investment firms which will need to be addressed together with any other important implications.

3 **Suitability and Appropriateness:** Proposed changes will enhance requirements for suitability assessments, ensuring investment firms provide clear explanations of the assessment process and incorporate clients' complete information in their evaluations.

4 **Value for Money:** The package seeks to make clear to the potential client that investment products provide good value, introducing a requirement for a detailed analysis of costs and charges during the product governance process.

5 **Marketing Communications:** New measures will improve the clarity and attribute accountability for marketing communications, requiring firms to ensure that promotional materials are fair, clear, and balanced regarding risks and benefits.

6 **Client Categorization:** Amendments to the MiFID client classification rules propose lowering the wealth criterion for qualifying as a professional client and may permit legal entities to qualify based on certain financial criteria.

Although this proposed legislation will undergo further examination by the EU Council and Parliament, transposition into national laws will take approximately 18 months after it is adopted. Other factors, political or otherwise may have a role to play on timing and contents of this legislation.

2.3.4 ***Other EEA legislation***

Additionally, in accordance with the Regulation (EU) 2019/2033 of the European Parliament and of the Council on the prudential requirements of investment firms and the national Law of Cyprus the Law 165(I)/2021 along with the Internal Capital Adequacy and Risk Assessment Process of the Company ("**ICARA**"), required iCFD to implement certain reports and a Recovery Plan.

Following implementation in the 2024 assessment period, iCFD was able to pass the stress test as required under ICARA with satisfactory results indicating that the Company will be able to survive the events for which it was tested for. Further, the Resolution Plan must take into consideration key risk indicators which are submitted to the Central Bank of Cyprus in the unlikely event of its implementation. A revised or updated Resolution Plan for iCFD needs to be submitted with the Central Bank of Cyprus every two years.

At a national level, a number of EEA jurisdictions have also introduced additional regulatory measures in relation to the provision of CFDs to retail clients:

- In Belgium, a Royal Decree was issued on 21 July 2016 (and published on 8 August 2016). The Decree approved a regulation of the Belgian FSMA on the distribution of OTC derivatives. With effect from 18 August 2016, the marketing and distribution of CFDs containing leverage and certain other financial derivatives to retail customers was prohibited. Prior to the issuance of the Royal Decree, the Belgian FSMA initiated an investigation alleging that iCFD had offered CFDs to Belgian clients in contravention of the Belgian Prospectus Act of 16 June 2006. iCFD, having cooperated in full with the Belgian regulator and subsequent to a settlement agreement, agreed to pay a €200,000 fine to the Belgian FSMA for breaches of Belgian law in June 2017. Following the issuance of the Royal Decree, iCFD relinquished its passport to provide services in Belgium and no longer accepts Belgian customers.
- In France, the AMF introduced law n° 2016-1691 (known as the "**Sapin II Act**") on 9 December 2016, prohibiting the electronic marketing of certain types of OTC derivatives to retail clients in France, including those for which: (i) the maximum risk is unknown at the time the contract is entered into; (ii) the risk of loss is greater than the amount initially invested; or (iii) the risk of loss compared to the potential advantages is not reasonably understood with regard to the particular nature of derivative. iCFD does not actively market its products in France.
- In Germany, BaFin issued a General Administrative Act on 8 May 2017, prohibiting the marketing, distribution and sale of certain types of CFD to retail clients in Germany. The prohibition extends to CFDs which may expose clients to losses greater than the amounts deposited in their trading account.
- In Spain, CNMV issued a resolution on 11 July 2023 restricting the marketing, distribution or sale of CFDs and other leveraged instruments for retail investors in Spain. iCFD does not actively market its products in Spain.

Regulation (EU) 2022/2554 on digital operational resilience for the financial sector and amending Regulations (EC) 1060/2009, (EU) 648/2012, (EU) 600/2014, (EU) 909/2014 and (EU) 2016/1011 ("**DORA**") came into force on 17 January 2025 and EU member states were required to apply national measures implementing DORA from the same date. DORA establishes a uniform set of requirements relating to the security of network and information systems supporting financial system participants' business processes. More specifically, DORA requires financial entities (in particular, iCFD) to:

- have internal governance and control frameworks that ensure they manage all Information and communication technology ("**ICT**") risks effectively;
- have a robust ICT risk management framework that enables them to address ICT risk;
- report major ICT-related incidents and notify significant cyber threats to their competent authorities;
- carry out digital operational resilience testing;
- manage ICT third-party risk as an integral component of ICT risk within their ICT risk management framework; and
- share information and intelligence about cyber threats and vulnerabilities.

iCFD has reviewed its processes and systems (including its internal governance and control frameworks) to ensure compliance with DORA.

2.3.5 ***Regulatory framework of other countries in which the Group's offering is available to customers***

The Group also has customers in jurisdictions outside the EEA and the BVI, which accounted for 95 per cent. of the Group's revenues in the financial year ended 31 December 2024. The regulatory and legal framework in these jurisdictions is complex and varies significantly.

In jurisdictions, where the Group does not hold a licence, prospective customers generally approach FIH (through accessing its website) at their own exclusive initiative and apply to be onboarded and given access to the Trading Platform in order to make CFD trades with FIH. This

approach is often known as "reverse solicitation". The Group decides to make available its offering to prospective customers (i.e. it does not geoblock its website or include the jurisdiction on its restricted list) in such jurisdictions based on its view of: (a) the legal and regulatory regime in the relevant jurisdiction (in relation to which local advice has been sought by the Group from a number of jurisdictions from which the Group has a number of clients or volume of trade); and (b) the Group's assessment of the legal, regulatory and commercial risk in the relevant jurisdiction (including the likelihood of enforcement action being taken against the Group and/or its directors).

3 DATA PROTECTION AND PRIVACY

The Group is subject to rules and regulations concerning the processing of the personal data it collects and processes about its customers and other individuals (including employees).

3.1 Data protection and privacy framework within BVI

The processing of personal data in the BVI is governed by the Data Protection Act 2021 ("**BVI DPA**"). The objects of the BVI DPA are to (a) safeguard personal data processed by public and private bodies by balancing the necessity of processing personal data with protecting personal data from unlawful processing and (b) promote transparency and accountability in the processing of personal data.

The BVI DPA applies to companies established in the BVI or using equipment in the BVI to process personal data (other than for the purposes of transit through the BVI). FIH is established in the BVI as it is a body corporate incorporated under the laws of the BVI.

Section 7(1) of the BVI DPA states that a data controller shall not (a) in the case of personal data other than sensitive personal data, process personal data about a data subject unless the data subject has given his or her express consent to the processing of the personal data, (b) in the case of sensitive personal data, process sensitive personal data about a data subject except in accordance with Section 20 (Processing of Sensitive Personal Data) of the BVI DPA, or (c) transfer personal data outside the BVI, unless there is proof of adequate data protection safeguards or consent from the data subject.

Notwithstanding (a) above, personal data may be processed without the data subject's consent where:

- processing is necessary for the performance of a contract to which the data subject is party, or in order to take measures at the data subject's request prior to entering into a contract;
- processing is necessary in order to comply with any legal obligation to which the data controller is the subject, other than an obligation imposed by a contract;
- processing is necessary in order to protect the vital interests of the data subject;
- processing is necessary for the administration of justice; or
- processing is necessary for the exercise of any function conferred on a person by or under any law.

In addition, personal data shall not be processed unless (a) the personal data is processed for a lawful purpose directly related to an activity of the data controller, (b) the processing of the personal data is necessary for, or directly related to that purpose and (c) the personal data is adequate but not excessive in relation to that purpose.

Section 20 of the BVI DPA states that a data controller shall not process any sensitive personal data unless any of those exemptions stated in Section 20(1) of the BVI DPA apply.

Subject to Section 9 of the BVI DPA, no personal data shall, without the consent of the data subject, be disclosed (a) for any purpose other than (i) the purpose for which the personal data was to be disclosed at the time of collection of the personal data or (ii) a purpose directly related to the purpose referred to in (i), or (b) to any party other than a third party of the class of third parties as set out in Section 8(1)(d) of the BVI DPA.

Section 9 of the BVI DPA sets out certain exemptions to the above prohibition (for example, consent received from data subject or the disclosure being required for the purpose of preventing a crime).

The BVI DPA also stipulates that a person is entitled at any time, by notice in writing to the data controller, to require the data controller within a period which is reasonable in the circumstances, to stop processing, or not to begin processing, for the purposes of direct marketing any personal data in respect of which the person is the data subject.

The use of techniques such as cookies, web-bugs (files designed to trace web-visitors) or other technical methods that are not always obvious to the data subjects concerned and which allow website operators to create detailed profiles of visitors, according to their preferences and visits to web pages, third party advertisements and the like, is not essentially incompatible with the BVI DPA. However in order to make the use of such techniques legitimate, the website operator should always inform visitors of the intended use of their personal data and obtain their consent in relation to such use ('opt-in'). Further details of this are set out in FIH's Privacy Policy.

3.2 **Data protection and privacy framework within Cyprus**

The processing of personal data in Cyprus is governed by Law 125(II)/2018. The Law was amended in 2003 in order to harmonise Cyprus legislation with the European Union Regulation 2016/679 of the European Parliament and the Council Decision of 27 April 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data ("**GDPR**"). GDPR applies to the processing of personal data by companies in the context of an establishment in the EU or, when not established in the EU, where the processing activities are related to the offering of goods and services to data subjects located in the EU of the monitoring of their behaviour as far as the behaviour takes place in the EU.

Moreover, the Cyprus Constitution as adopted in 1960 in addition to the protection of every person's private and family life (Article 15) which is subject to exceptions necessary for the interests of security of the Republic, public safety, order or public health or morals or the protection of the rights and liberties of others, Article 17 of the Constitution specifically provides that every person has the right to respect for, and to the secrecy of, his correspondence and other communication, if such other communication is made through means not prohibited by law subject to the exceptions listed in Article 17(2) of the Cyprus Constitution.

Under GDPR, a data controller must rely of one of the following legal basis in order to lawfully process personal data:

- Consent of the data subjects;
- processing is necessary for compliance with a legal obligation to which the controller is subject;
- processing is necessary for the performance of a contract to which the data subject is party, or in order to take measures at the data subject's request prior to entering into a contract;
- processing is necessary in order to protect the vital interests of the data subject;
- processing is necessary for the performance of a task carried out in the public interest or in the exercise of public authority vested in the controller or a third party to whom the data is communicated; or
- processing is necessary for the purposes of the legitimate interests pursued by the controller or by the third party to whom the personal data are communicated, on condition that such interests override the rights, interests and fundamental freedoms of the data subjects.

Data controllers must also comply with additional obligations listed in article 5 GDPR listing the data protection principles. It includes providing a set list of information to data subjects on how the organisation processes their personal data, only process personal data needed for the purposes for which they will be processing (data minimisation), keep the data up-to-data and relevant and only process the personal data for the purposes for which they were originally collected. The GDPR also put an obligation under article 32 of the GDPR to put in place technical and organisational measures to ensure the security of the personal data. Moreover, GDPR imposes restrictions on the transfer of personal data to third countries not offering an adequate level of data protection finally to only retain personal data for as long as necessary to achieve the purposes for which the data was collected.

Directive 2002/58 on Privacy and Electronic Communications (the "**e-Privacy Directive**") was transposed into national law in April 2004 in the Regulation of Electronic Communications and Postal Services Law of 2004, Law 112(I)/2004 as subsequently amended.

Under the e-Privacy Directive, the use of cookies and similar technologies such as web-bugs (files designed to trace web-visitors) requires consent of individuals prior to their use unless the cookies are necessary for the functioning of the website. It also requires the website owner to provide information on the specific use of cookies.

The e-Privacy Directive also contains rules related to the sending of electronic marketing and requires the affirmative consent of the individuals prior to sending the communications.

3.3 **Data protection and privacy framework within Guernsey**

The processing of personal data in Guernsey is governed by the Data Protection (Bailiwick of Guernsey) Law, 2017 (as amended) ("**Guernsey DPL**"). The objects of the Guernsey DPL are to (a) protect the rights of individuals in relation to their personal data, and provide for the free movement of personal data, in a manner equivalent to the GDPR, and (b) make other provisions considered appropriate in relation to the processing of personal data.

The Guernsey DPL applies if (a) the processing is in the context of a controller or processor established in the Bailiwick of Guernsey, or (b) the personal data is that of a Bailiwick resident, and it is processed in the context of – (i) the offering of goods or services (whether or not to the resident, or (ii) the monitoring of the resident's behaviour in the Bailiwick.

Section 6 (2) of the Guernsey DPL states that personal data must be processed lawfully, fairly and in a transparent manner in relation to the data subject, and otherwise in accordance with the data protection principles set out in section 6(2). Section 7 of the Guernsey DPL provides that processing of personal data is only lawful if certain conditions (as set out in Schedule 2 of the Guernsey DPL) are satisfied (noting there are different conditions with respect to special category data (as defined therein)).

3.4 **Regulatory framework within the rest of the EEA**

The GDPR and e-Privacy Directive have been implemented within most European Union jurisdictions in which the Group has customers, but there are variations in the way in which the member states have chosen to implement or supplement such laws. The Group will be responsible for compliance with the local laws of the applicable European Union member states to the extent it is deemed a "data controller" and therefore responsible for compliance with such laws. The GDPR and e-Privacy Directive do not apply directly to EEA member states which are not part of the European Union, however, such states are obliged to enact similar laws as a consequence of their membership of the EEA. The Directors and the Proposed Directors believe that compliance with requirements in Cyprus (i.e. compliance with the DPA and the e-Privacy Directive) means that the Group is likely to have complied across the EEA to the extent that the Cypriot compliance obligations are applicable in other EEA member states. The Group has not reviewed compliance in these jurisdictions and there is a risk that the Group is not, or will not in the future be, compliant with some specific EEA member state laws. A breakdown of the different laws across the EEA and the Group's compliance with such laws falls outside of the scope of this Registration Document.

3.5 **Regulatory framework within Israel**

In general, Israel's Protection of Privacy Law, 5741-1981 (the "**Israeli Privacy Law**") provides that no person shall manage or possess a database that requires registration, unless the database has been registered in the registry.

A "database" is defined in the Israeli Privacy Law as a collection of data kept by magnetic or optical means and intended for computerised processing, but excludes (i) a collection of data for personal use that is not used for business purposes, and (ii) a collection of data that contains only names, addresses and means of communicating with the data subject (e.g. email addresses), which in itself

does not create any characterisation that infringes the privacy of the people whose names are included in it, so long as neither the owner of the collection nor any body corporate under the owner's control has an additional collection of data.

According to the Israeli Privacy Law, a database owner is obligated to register its database in the registry, if one of the following applies: (i) the database contains information on more than 10,000 persons; (ii) the database contains Sensitive Information; (iii) the database includes information on persons, and the information was not delivered to this database by such people, on their behalf with their consent; (iv) the database belongs to a Government Agency; or (v) the database is used for direct mailing services. "Sensitive Information" is defined as data on the personality, intimate affairs, state of health, economic position, opinions and beliefs of a person and other information that the Israeli Minister of Justice determined by order to be sensitive information. Clio GS and IFF have each registered a database with the Israeli Database Registrar with respect to the information collected and maintained by it in relation to its CCTV database and HR database.

Regardless whether registered or not, an owner of a database that wishes to transfer personal data to a database outside of Israel is required to comply with the Israeli Regulations on Privacy Protection relating to the transfer of databases abroad. These regulations provide various alternatives under which data can be transferred abroad, including: (1) obtaining the data subject's consent to the transfer abroad; (2) the data is transferred to a corporation under the control of the owner of the database from which the data is transferred, provided that such corporation has guaranteed the protection of privacy after the transfer; (3) the data is transferred to an entity bound by an agreement with the database owner, to comply with the conditions governing the use of the data as applicable under Israeli Laws, *mutatis mutandis*; and (4) data is transferred to a database in a country which is a party to the Data Protection Directive, or which receives data from member states of the European Union, under the same terms of acceptance.

In addition, the new Israeli Regulations for the Protection of Privacy (the Privacy Protection Regulations (Data Security) 2017) ("**Security Regulations**") impose obligations with respect to the manner personal data is processed, maintained, transferred, disclosed, accessed and secured – all based on and pursuant to the database security level classification (basic, medium or high), and apply to the activities of Clio GS. and IFF as database owners as well as processors with respect to the Group's customers' personal data. For example, under the Security Regulations, a data owner will be required to prepare a database definition document with guiding principles regarding the collection, storage and use of personal information, information regarding the different categories of data stored in each database and any intended transfer of the data to third parties (including outsourcing services). The purpose in respect of the use of the personal information must also be specified. Additionally, a data owner or processor will be required to prepare data security procedures based on the database definition document detailing physical and environmental security requirements, access permissions, security measures, risk assessments regarding the data owner's regular activities and the procedures to eliminate such risks, encryption requirements, security breach management, and instructions regarding the use and/or connection with mobile devices. For databases requiring medium or high-level protection, there will be additional security requirements. The data owner or processor will be further required to map and create a computerised inventory of its IT systems, programs and interfaces. A data owner or processor of databases subject to high-level security will also be obligated to conduct risk assessment surveys and penetration tests every 18 months. Any security breach event will need to be documented, preferably by automated means where possible, and discussed on a yearly or quarterly basis depending on the level of security required. A data owner or processor will be required to report any severe data breach and the measures taken to mitigate it to the Registrar of Databases, immediately, and the Registrar may instruct to notify the security breach to the data subject affected by the breach.

Furthermore, material amendments to the Israeli Privacy Law have been approved by the Israeli Parliament in August 2024 and will come into effect on 14 August 2025 ("**Amendment 13**"). Among other things, Amendment 13 expands the authority of the Privacy Protection Authority to investigative and impose monetary sanctions significantly increased compared to those currently available under the Israeli Privacy Law and its regulations. In addition, Amendment 13 introduces additional obligations that will apply to parties that process personal data and therefore may require IFF and Clio G.S. to modify their respective data practices and policies pertaining to the personal data that they process.

Such failure to comply with the Israeli Privacy Law, its regulations, and guidelines issued by the Privacy Protection Authority may expose the Group to administrative fines, civil claims (including class actions), and in certain cases criminal liability. The Israeli Privacy Protection Authority may initiate administrative inspection proceedings, from time to time, without any suspicion of any particular breach of the Israeli Privacy Law, as it has done in the past with respect to dozens of Israeli companies in various business sectors. Upon Amendment 13 entering into effect in August 2025, the sanctions that can be imposed in case of failure to comply with the requirements of the Israeli Privacy Law and its regulations (including the Security Regulations) shall be significantly increased, and, in certain cases, may be multiple millions of NIS.

4 HISTORICAL REGULATORY INVESTIGATIONS, PROCEEDINGS, REPORTS, ETC.

The retail leveraged trading industry is a highly regulated one which may, from time to time, result in regulatory investigations and/or proceedings being brought against the Group.

As noted below, historically, regulators in a number of jurisdictions (including the Autorité des Marchés Financiers, CySEC, FSMA and Comision National de Valores) have highlighted areas for improvement in respect of the Group's operations, policies and procedures (including customer on-boarding and money-laundering proceedings and customer terms) and, in some cases, certain past and present members of the Group have been the subject of fines and/or warning notices from such regulators as a result of such areas of improvement (which are further discussed below).

There is a risk that there may be residual liabilities stemming from these historical matters and in the future, new breaches may occur or may be deemed to have occurred. Failure to comply with the legal or regulatory requirements in any jurisdiction in which the Group's offering is available may have a significant adverse effect on the business and operations of the Group. For more detail please see the relevant "*Legal and Regulatory Risks*" sub-section of the section titled "*Risk Factors"* of this Registration Document.

4.1 Regulatory investigations

The Group has, historically, been subject to a number of regulatory investigations and enforcement actions in a number of jurisdictions.

France: AMF

On 30 January 2017, iCFD received correspondence from the AMF alleging that, in AMF's view, messages disseminated on iCFD's websites in 2016 and 2017 amounted to promotional materials which should not have been communicated to non-professional clients.

Following an investigation by AMF, the AMF instructed iCFD to promptly remove the relevant communications on 2 February 2017, together with any other communications with similar content disseminated directly or indirectly by electronic means to clients in France who could be considered non-professional clients. Following such instruction, iCFD directed all of its relevant suppliers to cease all marketing activity in France and remove all existing advertising. iCFD also decided to exit the French market (i.e. not accept new customers from that location). AMF has not taken any disciplinary action against iCFD in relation to the issues identified by them.

Cyprus: CySEC

As noted above, CySEC has the power to monitor and supervise CySEC authorised and regulated firms (here iCFD), including the power to make supervision visits and interview management and staff. In December 2013, following an investigation, CySEC fined iCFD €5,000 for infringing advertising guidelines related to warning statements on iCFD's website and additionally for publishing statements by clients without using their real names. iCFD acknowledged the violations and subsequently rectified the breaches.

On 23 March 2016, CySEC carried out an unscheduled review at the firm's offices. Following the site visit, CySEC launched an investigation into iCFD which revealed breaches of Law 87(I)/2017. Following that investigation, on 13 November 2017, CySEC fined iCFD €138,000 for breaches of the local law.

iCFD was also required to implement a series of corrective measures required by MiFID II and report to CySEC on these measures. CySEC considered the firm's failings to be serious given the importance of investor protection and the need to ensure that regulated entities duly comply with their regulatory requirements. However, by way of mitigation, the regulator recognised that iCFD had not previously been subject to enforcement action for similar breaches and it had taken corrective steps following the investigation. In particular, iCFD had made a significant number of changes to its compliance framework, systems and controls since the 2016 inspection, including in respect of the quality of information provided to its clients and potential clients. Whilst CySEC has engaged with iCFD in reviewing specific areas of its compliance (including anti-money laundering regulation and the execution of client orders), no enforcement action arose from those reviews and CySEC has not undertaken any equivalent wider ranging review to that conducted in 2016 since imposing that fine.

Belgium: Financial Services and Markets Authority ("FSMA")

The Belgian FSMA commenced an investigation in relation to iCFD in June 2014 following the publication of a letter reminding firms in the sector of the requirement for all public offers of investment instruments to comply with the obligation to publish a prospectus.

On 14 January 2016, FSMA wrote to iCFD announcing an investigation into the firm for offering CFDs into the territory of Belgium without submitting a prospectus, as FSMA stated was required under the Belgian legal framework. Following the exchange of correspondence, FSMA issued a decision on 27 June 2017 imposing on iCFD a fine of €200,000.

iCFD no longer accepts customers from Belgium, and its CySEC licence does not include Belgium on the list of EEA jurisdictions into which it can provide cross-border services on a MiFID passporting basis.

Argentina: Comision National de Valores ("CNV")

On 26 July 2013, iCFD was notified by CNV of its investigation into the provision of regulated services by the firm in Argentina without authorisation following an advertisement for iFOREX Trading Online in two local newspapers. CNV asked iFOREX and FIH to cease any financial promotions and restrict access to the website www.iforex.es in Argentina.

On 2 March 2017, CNV issued a further letter noting that FIH had continued the provision of investment services within the territory of Argentina. CNV reiterated that iFOREX and FIH were asked to cease all advertising activities and restrict access to www.iforex.es in the Republic of Argentina. FIH responded to the letter on 27 March 2017 explaining that it stopped all advertising activities in Argentina following the first letter received in 2013. FIH does not actively promote its services in Argentina and the number of Argentinian clients is negligible.

CNV has not taken any disciplinary action against either iCFD or FIH in relation to these issues.

iFOREX Brokerage Ltd (Hungary)

The Group acquired an authorised entity (called Hamilton Zrt prior to acquisition) in 2009. The entity was renamed iForex Befektetési Szolgátató Zártkörüen Müködö Részvénytársaság (referred to in English as "**iFOREX Brokerage Limited**"). The change in control was approved by the Hungarian regulator.

iFOREX Brokerage Limited received a fine of £68,000 (currency equivalent) in July 2011 for various regulatory failures, including, inadequate warnings relating to appropriateness tests, and a failure properly to explain its relationship with the liquidity provider, FIH, lack of disclosure on outsourcing, ineffective firewalls and failure to conduct Disaster Recovery Tests.

Furthermore, a 6-month suspension was also imposed on the licence pending corrective action to amend all identified failures (this decision was later repelled by the Hungarian court). iFOREX Brokerage Limited was also found to have failed to conduct full KYC on existing clients, however, no sanction was imposed as iFOREX Brokerage Limited had obtained a pre-ruling from the regulator confirming the adequacy of the companies KYC procedures. A further three fines were imposed between October 2011 and February 2012 for, respectively, failure to complete the KYC procedures of client identified in the first inspection, and one incident of infringement of advertising guidelines. iFOREX Brokerage

Ltd was sold to the local management team under an agreement entered into on 24 January 2013. The company changed its name to eBroerhax Zrt. However, it did continue to use the iFOREX brand and systems until 2020 when the business relationship was terminated. iFOREX Brokerage Ltd no longer uses the iFOREX name.

4.2 **Historical withdrawn or unsuccessful licence applications**

The Group has, in the past, submitted a number of applications for new licences, approvals or registrations that were either refused or withdrawn by the Group on the recommendation of the relevant regulator.

The concerns raised by the regulators in these applications primarily related to a prior connected person (who no longer has any relationship with the Group) and other ancillary matters. The matters which contributed to those concerns are now in the past and do not have an ongoing impact on the Group's current compliance.

Cyprus change of control application

The Group attempted to acquire a business in Cyprus, Depaho Ltd. (trading as FX Global Markets or FXGM), in February 2008. A change of control application was submitted to CySEC to allow the transfer of ownership of FXGM to the Company. The application was not approved and the agreement to acquire FXGM was subsequently withdrawn.

The Group subsequently applied for and received a licence from CySEC for iCFD in 2011.

UK applications

The Group has made three unsuccessful attempts to obtain a licence or registration from the UK financial regulator.

The first application was submitted to the predecessor of the FCA, the Financial Services Authority (**"FSA"**) for a Part 4A FSMA licence in 2008 by a standalone group entity that has since been wound-up and no longer forms part of the Group. The FSA stated that it was "minded to refuse" the application. The FSA's concerns related to whether the applicant entity was ready to commence operations in the UK at such time and also in respect of administrative fines issued to a then current shareholder. The shareholder ceased to have any ownership in the Group in 2009. The application was withdrawn before determination by the regulator.

The second application was submitted in 2010, for the appointment of a UK tied agent for iForex Brokerage Ltd. The FSA's concerns were primarily in relation to the 2008 applications to the FSA and CySEC. The application was also withdrawn before determination.

In April 2016, a second application for a full standalone Part 4A FSMA licence in the UK was submitted by the Group. This application was submitted by an entity called Clio Financial Trading Limited ("**Clio**"). At the time of the application, Clio was owned 100 per cent. by iFOREX Holding Ltd. In a letter of 24 October 2016, the FCA stated that it was "minded to refuse" the application and raised a number of concerns about the Group. The FCA's concerns primarily related to the withdrawn applications referred to above and the enforcement actions in Cyprus and Belgium which are discussed above and which were, at that time, still in progress. The FCA was also concerned about whether Clio, as applicant, would have sufficient presence in the UK to hold and maintain its licence. The application was subsequently withdrawn. The applicant entity has since been dissolved and no longer forms part of the Group.

Andorra application

In 2021, the Company applied for a licence as a financial investment agency in Andorra. The Andorran Financial Authority ("**AFA**") rejected the application based on the Company's failure to comply with the legal framework in Andorra. The Company appealed the decision, however, the appeal was rejected on 13 July 2022. The Company decided not to further challenge the AFA's decision.

4.3 ***Investor warnings***

The Group, or individual members of the Group, have been referenced in a number of investor warnings across several jurisdictions. Some warnings are limited to a local website, some relate to binary options (which have not been offered by the Group since early 2017), some relate to fraudulent or cloned sites seeking to make use of the Group's branding, and some relate to jurisdictions from which the Group no longer accepts customers. These warnings may be issued without notice to the Group, and may take the form of lists of unconnected entities and do not necessarily reflect any regulatory investigation, customer complaint, or other specific regulatory concerns about the Group. Many of the listings are warnings to persons in the relevant jurisdiction that certain stated websites are not authorised or regulated in that jurisdiction, for example, in the case of the listing by the Reserve Bank of India discussed below.

Notices or warnings have been issued by regulators in the following jurisdictions:

- **Argentina**. In 2017, Comisión Nacional de Valores de Argentina reported a series of warnings to the investing public in relation to disciplinary measures taken against different companies, including FIH. This relates to the letter discussed in paragraph 4.1 of this Part III above.
- **Brazil**. On 15 January 2008, the Brazilian Comissão de Valores Mobiliários do Brasil notified the public that iFOREX had been added to its Alert List of unauthorised entities.
- **Bulgaria**. In 2011, iFOREX was listed as an unauthorised entity on the warning list maintained by the Financial Supervision Commission of Bulgaria. This warning related to the enforcement actions taken against iFOREX Brokerage Ltd in Hungary and discussed in paragraph 4.1 of this Part III above. iFOREX Brokerage is no longer part of the Group and iCFD now holds a passport under its CySEC licence such that it can conduct business on a cross-border basis covering Bulgaria.
- **Canada**. The iFOREX brand is included on a list of websites connected to warning about the risks of trading in binary options. The Group stopped offering binary options in 2017. Furthermore, the Group applies geo-blocking to Canada and so does not have any ongoing, active customers in Canada.
- **France**. On 13 September 2024, two warnings were added to the lists maintained by the Banque de France and the AMF. Each refers to email addresses in Cyprus that are not operated by the Group. It is marked by Banque de France under the "usurpation category". The Group has informed CySEC of this. The Group does not actively market its services in France.
- **India**. iFOREX's name was included on an Alert List published on 7 June 2023 by the Reserve Bank of India. The Alert List contains names of 88 unconnected entities including iFOREX which are neither authorised to deal in forex under the Foreign Exchange Management Act, 1999 (FEMA) nor authorised to operate electronic trading platform (ETP) for forex transactions under the Electronic Trading Platforms (Reserve Bank) Directions, 2018.
- **Indonesia**. On 14 October 2020, the Indonesian Commodity Futures Trading Regulatory Agency issued a list of unauthorised entities which included iForex. The Group does not currently have a domain registered for Indonesia or offer local language (Bhasa Indonesia) content on their sites.
- **Japan**. The Japanese Financial Services Agency ("**Japanese FSA**") and Kanto Local Finance Bureau issued a warning stating that FIH conducts financial instruments business without registration. Customers seeking to open an account with the Group on a reverse solicitation basis are provided with a specific warning that the Group is not licensed in Japan.
- **Malaysia**. On 6 January 2014, iFOREX was listed by the Malaysia Securities Commission under the List of Unauthorised Websites / Investment Products / Companies, as Referred By Foreign Regulators.
- **Malta**. On 5 August 2011, the AMF and the Malta Financial Services Authority published a notification from the Hungarian Financial Supervisory Authority about iFOREX Brokerage Ltd's 6-month suspension. iFOREX Brokerage is no longer part of the Group and iCFD now holds a passport under its CySEC licence such that it can conduct business on a cross-border basis covering Malta.

- **Russia**. On 1 June 2021, FIH was added to the list of companies maintained by the Central Bank of Russia. The Russian Federation is a jurisdiction from which the Group no longer accepts customers and the Group closed all accounts with clients located in Russia in 2022.
- **Slovakia**. On 7 September 2018, the National Bank of Slovakia made public the warning received from the AMF reporting that iFOREX is not authorised to provide banking and financial services in France.
- **Spain**. The Spanish regulator, CMNV, has previously issued a warning in respect of iFOREX Brokerage Ltd. As with the warnings in Bulgaria and Malta referred to above, iFOREX Brokerage is no longer part of the Group and iCFD now holds a passport under its CySEC licence such that it can conduct business on a cross-border basis covering Spain.
- **USA**. The Company was included on the red list operated by the US Commodity Futures Trading Commission ("**CFTC**") on 25 April 2017. Following the listing, the Company wrote to the CFTC on 27 April 2017 and explained that for many years it had blocked US clients from trading on the site through a series of alerts and trigger points during the client registration and deposit stages. In addition, the Company's compliance department conducted KYC on any clients on the site both during and after the registration and deposit stages. Clients identified as having relocated to the US would have their accounts blocked and closed. Upon the advice of US counsel, the Group also implemented geo-blocking such that even existing non-US clients are unable to log onto the Group's sites or their accounts when travelling in the US. CFTC was satisfied with this explanation and the additional measures undertaken by the Group and, in an email correspondence dated 2 May 2017, confirmed that the Company would be removed from the red list.

PART IV

RISK MANAGEMENT POLICY

1 RISK MANAGEMENT FRAMEWORK

The Company's business activity creates financial market exposure and trade risks. To mitigate these risks, the Group has adopted a comprehensive risk management framework to monitor, manage and limit this exposure.

This framework comprises (i) the Trading Platform, which was developed by the Group to produce real time reports and alerts on exposure, irregular trading activity and other known risks, (ii) regular compliance risk assessments and monitoring of identified areas of risk for the Group by the Group's risk and compliance team and (ii) the Group matching short and long positions of customers (which minimises the Group's gains/losses from clients' positions).

2 MONITORING RISK EXPOSURES AND EXPOSURE LIMITATION

The Group's central approach to risk management is monitoring and mitigation. This is primarily achieved through the Trading Platform which produces real time reports on exposure and irregular trading activity, operational risks, credit risks and other risk. The Trading Platform also has an inbuilt alert system which notifies the risk and compliance team in the event certain risks are identified. For example, the Trading Platform monitors net exposures on each underlying asset offered by the Group and if the net exposure in any specific asset class exceeds the thresholds determined by the risk and compliance team, that team is notified. The team will then consider how best to mitigate the exposure based on the relevant circumstances.

In addition to the alert system, the Trading Platform also implements a number of mitigation tools. These mitigation tools include, amongst others:

(a) implementing dynamic spreads and increasing margin requirements;

(b) denial of trades and removal of relevant CFDs from the Trading Platform; and

(c) blocking accounts considered to be undertaking abusive client trading practices.

Further, there are also a number of policies and practices that have been put in place on a Group-wide basis that limit margin and leverage as well as monitoring net exposure.

For example, iCFD has set margin requirements up to specific leverage ratios, as set out below, in accordance with ESMA and CySEC regulations:

(a) Major Currencies – 1:30;

(b) Non-major currencies, gold and major indices – 1:20;

(c) Commodities other than gold and non-major indices – 1:10;

(d) stocks and other assets – 1:5; and

(e) Crypto currencies – 1:2.

In comparison, whilst FIH is not limited under BVI regulations as to the leverage ratio it is allowed to offer clients, FIH has implemented its own internal policy limits which limit the leverage to the ratio provided on the FIH website. As at the date of this Registration Document, the current maximum leverage ratios are as follows:

(a) Major Currencies – 1:400

(b) Gold, Silver, Platinum and major indices – 1:200

(c) Oil – 1:200

(d) High volume stocks – 1:20

(e) Certain ETFs – 1:20

(f) Bitcoin, Ethereum and Ripple – 1:100

Other assets, such as minor and exotic currencies, non-major indices and commodities, stocks and other cryptocurrencies also have a specific margin requirement and leverage ratio. The Trading Platform is designed to automatically deny any orders from customers if such orders would exceed the ratios.

In terms of market risk, iCFD is mitigating all its client orders with its liquidity provider, FIH, which covers any negative balances arising when executing client orders. Further details of this arrangement are set out in paragraph 3 below. FIH will seek to minimise its exposure by matching positions.

Risk Policies and Practices

The Group has also implemented a comprehensive compliance risk assessment and monitoring program which aims to assist the compliance and risk team in performing their duties and responsibilities. This program strives to identify opportunities for improvements and efficiencies in the Company's operational and business practices by adopting a risk-based approach to determine the level of controls and monitoring required.

This assessment and monitoring program deals with not only monitoring trading activity but also the onboarding processes (i.e. due diligence and KYC procedures).

Areas that are frequently assessed and monitored by the Group include, client complaints, marketing communications to clients, delegated/outsourcing functions of the Group (such as call centres) and whether clients' meet the appropriateness test.

For example, for delegated/outsourced functions of the Group, the Group ensures that it has the right to monitor all access and use of the Group's systems by such third party and has the ability to audit the third party's compliance with the underlying outsourcing agreement, including physical visits to the third party's premises. These delegated/outsourced functions are monitored annually or whenever, there is a new outsourcing of an activity by the Group.

Further, in accordance with its regulatory obligations under its licence no. 143/11, iCFD has implemented an additional specialised risk management framework and policy to ensure that it continues to operate within the parameters of its regulatory authorisation.

In this regard, CYSEC places particular emphasis on matters related to client protection. Accordingly, additional monitoring is undertaken by the compliance and risk team in respect of (i) the suitability of the content of risk warnings displayed to clients; (ii) the appropriateness tests employed in assessing client experience in, and knowledge of, products and services offered by the Company; and (iii) agreements entered into with clients.

There are also a number of policies in place to deal with regulatory risks including sanctions, anti-money laundering and terrorist financing. For example, the Group often holds internal courses on anti-money laundering and terrorist financing obligations in order to disseminate compliance culture within the Group and to make its personnel aware of such obligations. The Group also screens details of clients through recognised sanctions databases to determine whether they are a politically exposed person or not, whether they are included in any sanctions databases and whether they are subject to any adverse media.

The risk policies, procedures and assessments of the Group are overseen by the Directors who are ultimately responsible for risk management. The risk management and compliance team will report to the Directors on an at least quarterly basis and following any Admission, risk will be a standing agenda item at any meeting of the Directors and a formal review of risk will be undertaken on a six-monthly basis.

Solvency and Liquidity

In accordance with the capital adequacy rules set out in Law 87(I)/2017 and Regulation EU 575/2013 on prudential requirements for credit institutions and investment firms, iCFD must maintain adequate capital and liquidity requirements to meet the base capital requirement of EUR 750,000. A capital plan for iCFD has been implemented by Management which is reviewed on an on-going basis to ensure that future capital needs are aligned with its strategic plans. iCFD currently maintains more capital than the minimum (being, an amount equal to EUR 750,000) it is required to hold.

In comparison, FIH is obliged to ensure that it maintains its capital resources at a level that is adequate to support its business, taking into account the nature, size, complexity, structure and diversity of that business and its risk profile and to maintain adequate systems and controls to monitor and assess its capital adequacy requirements on an on-going basis. Accordingly, the Group regularly undertakes an internal capital adequacy risk assessment process which includes liquidity adequacy assessments, stress testing, and wind-down planning. As a result, FIH maintains a liquidity cushion of at least USD 10 million whilst iCFD has a minimum capital requirement of EUR 750,000. In addition to its EURO 750K minimum capital requirement, iCFD must maintain an additional buffer of EURO 2 million in accordance with CySEC regulations on account of its contractual agreement with FIH (given FIH is an entity located in a non-EEA country).

The internal capital adequacy risk assessment processes undertaken by the Group ensures that adequate capital and liquidity is maintained in both iCFD and FIH to cover risks.

3 RISK MITIGATION AGREEMENT (AS AMENDED FROM TIME TO TIME)

FIH, at its discretion, may elect to match positions taken by its customers (which minimises FIH's gains/losses from those positions). Accordingly, to manage liquidity and manage market risk across the entire Group, iCFD entered into a risk mitigation agreement on 1 December 2013 ("**Risk Mitigation Agreement**") with FIH (as amended from time to time).

The Risk Mitigation Agreement allows FIH, in its discretion, to match all positions taken by a customer of iCFD and thereby ensuring that the Group can match positions across both FIH and iCFD. For each transaction executed by iCFD, a request is automatically submitted to FIH to enter into an equivalent transaction. FIH will then at its own determination accept, reject or modify such request. All such requests are processed through the Trading Platform.

Funds in excess of a customer's equity – excess funds – less an amount of 10 per cent. to 12 per cent. (determined at the discretion of FIH) of the amount deposited is maintained by iCFD and used as capital adequacy collateral.

In consideration for iCFD entering into these transactions with FIH, iCFD is entitled to receive monthly commissions based on the volume of the transactions subject to a minimum monthly commission equal to EUR 150,000 and a maximum monthly commission amount of EUR 500,000. However, iCFD may delay any payments and/or liabilities that it may have towards FIH under the Risk Mitigation Agreement until normalisation of its balances and/or liquid assets to ensure it continues to meet its liquidity arrangements. The Risk Mitigation Agreement is under continual rolling review by the Directors.

PART V

DIRECTORS, PROPOSED DIRECTORS, SENIOR MANAGEMENT AND CORPORATE GOVERNANCE

1 DIRECTORS, PROPOSED DIRECTORS AND SENIOR MANAGEMENT

1.1 The following table lists the names, positions and ages of the Directors and Proposed Directors. Ron Golan, Sir Michael Davis and Denzil Jenkins will become Non-Executive Directors of the Company in the event of and conditional upon any Admission.

Name	*DOB*	*Age*	*Position*
Itai Sadeh	5 July 1976	48	*Chief Executive Officer*
Shirley Winkler Hollander	8 August 1984	40	*Chief Financial Officer*
Ron Avshalom Golan[(1)]	13 October 1965	59	*Non-Executive Director*
Sir Michael Lawrence Davis[(1)]	15 February 1958	67	*Non-Executive Director*
Denzil Manistre Benedict Jenkins[(1)]	31 August 1967	57	*Non-Executive Director*

(1) The Non-Executive Directors shall be appointed to the Board of the Company in the event of and conditional upon any Admission.

The business address of each of the Directors and the Proposed Directors is c/o New Street Management Limited, Les Echelons Court, Les Echelons, St Peter Port, Guernsey, GY1 1AR.

1.2 Brief biographical details of each of the Directors and the Proposed Directors are set out below:

1.3 **Itai Sadeh, CEO (aged 48)**

Mr Itai Sadeh is the Chief Executive Officer and was appointed as a Director on 30 April 2025.

Since June 2023, Itai Sadeh has been the Chief Executive Officer of I For Fintech Ltd., an Israeli incorporated subsidiary of the Company, having previously from July 2020 been a Senior Advisor to the board of the Company. Itai is an experienced executive with extensive experience in corporate development, regulatory and legal affairs and financial technology and has been providing services to the Group since May 2011.

From July 2016 to June 2020, he was Executive Director and VP of Corporate Development at Vallister Ltd., a then-UK incorporated subsidiary of the Company, where he played a key role in driving corporate strategies. Prior to this, he served as General Manager of EFIX Foreign Exchange Ltd., an Israeli subsidiary of the Company, from March 2013 to June 2016, following a role as General Counsel at the same company from May 2011 to February 2013.

Before joining the Group, Itai held the position of General Counsel at RRsat Global Communications Network Ltd., then a public company listed on NASDAQ (it was later acquired by SES S.A.), which was at the time based in Re'em, Israel, from February 2007 to April 2011, where he managed the legal aspects of the corporate operations.

He is a qualified lawyer and a member of the Israeli Bar Association holding an LL.B. in Law from The Hebrew University of Jerusalem and an LL.M. in Commercial Law (with honours) from the executive program of the Tel Aviv University in collaboration with the University of California, Berkeley.

1.4 **Shirley Winkler Hollander, CFO (aged 40)**

Mrs Shirley Winkler Hollander is the Chief Financial Officer and was appointed as a Director on 30 April 2025.

Shirley Winkler Hollander joined as the Chief Financial Officer in October 2024. Shirley has over a decade of experience in finance and accounting and has expertise in financial regulation and policies.

Before joining the Group, Shirley served as the Director of Finance at STK Bio-Ag Technologies from June 2021 to July 2024. In this role, she was responsible for implementing financial strategies and supporting the company's growth and innovation. Prior to that, she was the Associate Director of Accounting at Teva Pharmaceuticals from October 2017 to June 2021.

Shirley was also an Assurance Manager at Ernst & Young specialising in auditing and financial analysis from December 2010 to September 2017. Her diverse experience has equipped her with a comprehensive understanding of the financial landscape.

Shirley holds a Bachelor's degree in Economics from Ben-Gurion University of the Negev.

1.5 **Ron Golan, Proposed Non-Executive Chairman (aged 59)**

Mr Ron Golan will join as Non-Executive Chairman in the event of and conditional upon any Admission.

Ron was a Director and the Chief Financial Officer of NASDAQ-listed Finnovate Acquisition Corporation from November 2021 to May 2023. He began his career at Morgan Stanley, where he served as a Managing Director and Head of Israel, Central and Eastern Europe (CEE), and Africa for Investment Banking and Capital Markets from 1997 to 2012. Following this role, Ron joined Renaissance Capital as Managing Director in 2012 and was Co-Head of Investment Banking when he left in 2015. He then took on the role of Managing Director and Head of Origination for Israel and Africa at VTB Capital Plc from 2017 to 2019.

Ron holds a BA in Economics and Management from Tel Aviv University and an MBA from Harvard Business School.

1.6 **Sir Michael Davis, Proposed Non-Executive Director (aged 66)**

Sir Michael Davis will join as a Non-Executive Director in the event of and conditional upon any Admission.

Sir Michael is currently Executive Chairman of Vision Blue Resources Ltd, a private equity firm investing in critical minerals which he founded in 2021 and Non- Executive Chairman of MacSteel, a global trading and shipping company.

He was Chief Executive Officer of Xstrata plc until 2013, one of the world's largest global diversified mining and metals companies which he grew in a 10-year period from a market value of USD 500 million to USD 60 billion, employing more than 90,000 people and operating in over 22 countries. Previously, Sir Michael was an Executive Director and Chief Financial Officer of Billiton plc and Chairman of Billiton Coal. Prior to joining Billiton, Sir Michael was an Executive Director of South African state-owned Eskom, one of the world's largest electricity utilities.

Sir Michael has extensive capital markets and corporate transactions experience. During his career, he has raised almost USD 40 billion from global capital markets and successfully completed over USD 120 billion of corporate transactions. Some of his successes are the creation of the Ingwe Coal Corporation in South Africa; the listing of Billiton on the London Stock Exchange; the merger of BHP and Billiton into the largest diversified mining company in the world; the initial public offering of Xstrata plc on the London Stock Exchange in 2002 and Xstrata's subsequent acquisitions of MIM Holdings and Falconbridge Ltd., amongst others, and most recently, the successful merger of Xstrata and Glencore and the establishment of Vision Blue Resources Ltd.

Sir Michael is a Chartered Accountant by profession. He holds an honours degree in Commerce from Rhodes University, South Africa and an Honorary Doctorate from Bar Ilan University. In the 2015 Queen's Birthday Honour's List, Sir Michael was made a Knight's Bachelor.

1.7 **Denzil Jenkins, Proposed Non-Executive Director (aged 57)**

Mr Denzil Jenkins will join as a Non-Executive Director in the event of and conditional upon any Admission.

Denzil Jenkins currently serves as the Chair of OneChronos Markets UK, a firm seeking authorisation from the FCA as a multilateral trading facility. Denzil has over 30 years of experience in financial services. Until 2022, he was Group Chief Compliance Officer at London Stock Exchange Group ("**LSEG**"), a leading global financial infrastructure and data provider. There, he oversaw regulatory compliance, including financial crime & sanctions prevention, across the group's many trading venues, clearing houses and index businesses. In his 12 years at LSEG, Denzil held several key positions including at the London Stock Exchange, as Head of UK Compliance & Group Regulatory Policy, Chief of Staff to the CEO, and notably, Interim CEO in 2020.

Before joining LSEG, Denzil was with Chi-X Europe from 2008, where he played a key role in its growth to become the leading pan-European equity trading platform. He was also at the FSA, where he managed the team supervising UK equity exchanges and trading platforms for four years, ensuring regulatory adherence in a rapidly evolving financial landscape. Prior to this, he was at Deutsche Bank including as a Director originating and executing corporate finance and equity capital markets transactions.

Denzil holds a Master's degree in Economics from the University of Cambridge.

1.8 The Senior Management comprises of the following persons:

Name	*Age*	*Position*	*Business Address*
Suzi Attal	42	Head of European Operations	iCFD Ltd., Corner of Agiou Andreou & Venizelou Streets, Vashiotos Agiou, Andreou Building, Second Floor, P.O.B 54216, Limassol, Cyprus
Eytan Yaron	60	Chief Commercial Officer	Formula Investment House Ltd., Commerce House, Wickhams Cay 1, Road Town, Tortola, VG1110, the British Virgin Islands
Erez Kotser	59	Risk Monitoring Manager(1)	I For Fintech Ltd., 85 Medinat Hayehudim, Herzliya, Israel
Niv Dalal	49	Chief Technology Officer	I For Fintech Ltd., 85 Medinat Hayehudim, Herzliya, Israel
Yaniv Lior	47	Chief Information Officer	I For Fintech Ltd., 85 Medinat Hayehudim, Herzliya, Israel

(1) Erez Kotser will be appointed Chief risk Officer conditional and effective upon Admission.

1.9 Brief biographical details of each of the Senior Managers are set out below:

1.10 **Suzi Attal**

Suzi Attal currently serves as Head of European Operations at the Group and has extensive experience in the financial services sector. Prior to this role, Suzi was the General Manger of FIH BOS from April 2016 to July 2018, where she successfully led the Group's back office operations.

Suzi has also acted as a Certified Public Accountant at Lion Orlizhaky & Co, where she worked from January 2006 to March 2009, developing a solid foundation in accounting and financial management. She then joined the Group in the finance department, an area she worked in from March 2009 to April 2016, where she played a pivotal role in overseeing financial operations.

Suzi holds a Bachelor's degree in Accounting from Ono Academic College and a Master's degree in Law from Bar-Ilan University.

1.11 **Eytan Yaron**

Eytan Yaron acts as the Chief Commercial Officer of the Group after having originally joined the Group in 2006. He has extensive experience in managing sales, customer retention and marketing.

Prior to joining the Group, Eytan worked for Easy-Forex as a sales and retention agent from October 2004 until January 2006, where he established the Easy-Forex's overseas operations from Cyprus into certain Gulf countries.

Eytan holds a Bachelor's degree in Business Studies from the University of North London, England and a financial planning certificate (one and two).

1.12 **Erez Kotser**

Erez Kotser originally joined the Group in 1996 and acts as the Risk Monitoring Manager. He originally started as a Dealer prior to progressing into the Chief Dealer and now, Risk Monitoring Manager. He has over 30 years of experience in risk management.

Prior to joining the Group, Erez worked from 1994 until 1995 as an independent in the roll of an investment portfolio manager.

Erez holds a Bachelor's degree in Economics from the Tel Aviv University, Israel.

1.13 **Niv Dalal**

Niv Dalal acts as VP of Technologies of the Group after having joined in 2011. He has more than 20 years of experience in managing development teams across complex projects. He is a senior Research & Development executive, who has led large software development groups in advanced and dynamic environments, possessing good business understanding and technical expertise. Niv began his career as a Software Engineer with a number of career progressions with Verint between May 1999 until June 2006. Following this, Niv served as the Project Manager for Giga (Orbotech) from December 2006 to December 2008, overseeing critical project initiatives. In December 2008, Niv took on the role of Development Manager for the Israel Defence Forces, contributing to innovative technological solutions until August 2010. He then transitioned to ScaleBase as the VP of R&D from August 2010 to October 2011, further expanding his expertise in research and development.

Since November 2011, Niv has been a key member of the Group. Initially serving as the R&D Manager until September 2016, he has since been the VP of Technologies, driving technological advancements and leading R&D initiatives.

Niv holds a Bachelor's degree in Computer Science and Economics from Tel Aviv University, where he was on the Dean's Honours list, as well as an MBA in Computer Science from the same institution.

1.14 **Yaniv Lior**

Yaniv Lior currently serves as the Group's Chief Information Security Officer where he is responsible for planning, monitoring and implementing the Group's information security policies and procedures. He has been in this role since 2008. He also acts as the Group's head of IT purchasing and has been in this role since 2009.

Prior to joining the Group, Yaniv was an information security officer at TADIRAN Communication Ltd. from 2006 to 2008.

Yaniv holds a Bachelor's degree in political science and Communications from Bar Ilan University.

2 CORPORATE GOVERNANCE

2.1 UK Corporate Governance Code 2024

The Board of Directors is committed to the highest standards of corporate governance and it is the policy of the Company to comply with corporate governance requirements to the extent appropriate for a company of its size. As at the date of this Registration Document, the Company is not listed on the FCA's Official List, nor admitted to trading on the LSE's Main Market and, as such, is not required to and does not comply with the principles and provisions of the UK Corporate Governance Code. In the event of and following any Admission, other than as noted below, the Company will ensure that it complies, and intends to continue to comply, with the relevant principles and provisions of the UK Corporate Governance Code.

The Company will report to its Shareholders on its compliance with the UK Corporate Governance Code in accordance with the UK Listing Rules.

As envisaged by the UK Corporate Governance Code, the Board of Directors will establish three committees: an Audit Committee, a Remuneration Committee and a Nomination Committee. In addition, the Board of Directors will also establish a Disclosure Committee. If the need should arise, the Board of Directors may establish additional committees as appropriate.

The UK Corporate Governance Code recommends that at least half of the board of directors of a UK-listed company, excluding the chair, should comprise non-executive directors determined by the Board of Directors to be independent in character and judgment and free from relationships or circumstances which may affect, or could appear to affect, the director's judgment. It is proposed that in the event of and following any Admission, the Board of Directors shall consist of 3 Non-Executive Directors (including the non-executive Chair) and 2 Executive Directors. The Company regards all of the proposed Non-Executive Directors, as "independent non-executive directors" within the meaning of the UK Corporate Governance Code and free from any business or other relationship that could materially interfere with the exercise of their independent judgment.

The UK Corporate Governance Code recommends that the Board of Directors of a company with a listing on the equity shares commercial companies segment of the FCA's Official List should appoint one of the independent Non-Executive Directors to be the Senior Independent Director (the "**SID**") to provide a sounding board for the chair and to serve as an intermediary for the other directors when necessary. The SID should be available to Shareholders if they have concerns that the normal channels of chairman, chief executive officer or other Executive Directors have failed to resolve or for which such channel of communication is inappropriate. In the event of and following any Admission, Sir Michael Davis shall be appointed as the SID.

The UK Corporate Governance Code further recommends that directors should be subject to annual re-election. The Company intends to comply with these recommendations.

There is no specific corporate governance guidelines which apply generally to companies registered in Guernsey.

2.2 Audit Committee

The Audit Committee has responsibility for, among other things, the monitoring of the financial integrity of the Company's financial statements, the review of its internal financial controls and the monitoring and review of the external auditor's independence and objectivity and the effectiveness of the audit process. Where requested by the Board of Directors, the Audit Committee should provide advice on whether the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for the Shareholders to assess the Company's performance, business model and strategy. The Board should establish procedures to manage risk, oversee the internal control framework, and determine the nature and extent of the principal risks the Company is willing to take in order to achieve its long-term strategic objectives.

In accordance with the requirements of the UK Corporate Governance Code, the Audit Committee shall be made up of at least two members who are independent Non-Executive Directors. At least one member should have recent and relevant financial experience. The Audit Committee, in the event of and following any Admission, shall be chaired by Sir Michael Davis, an independent Non-Executive Director and its other members shall be Ron Golan and Denzil Jenkins. The Audit Committee shall normally meet at least three times a year at the appropriate times in the reporting and audit cycle and otherwise as required. The chair of the board should not be a member of the Audit Committee. However, given the size of the Board, it has been decided that Ron Golan should participate in this committee even though he is chairman of the Board of Directors.

2.3 Remuneration Committee

The Remuneration Committee assists the Board of Directors in determining its responsibilities in relation to remuneration, including making recommendations to the Board of Directors on the Company's policy on executive remuneration, setting the over-arching principles, parameters and governance framework

of its remuneration policy and determining the individual remuneration and benefits package of each of its Executive Directors and the Company Secretary and chair, including pension rights and any compensation payments.

In accordance with the requirements of the UK Corporate Governance Code, the Remuneration Committee is made up of at least two members who are all independent Non-Executive Directors. The Remuneration Committee, in the event of and following any Admission, shall be chaired by Denzil Jenkins, an independent non-executive director and its other members shall be Ron Golan and Sir Michael Davis. Before appointment as chair of the Remuneration Committee, the appointee should have served on such a committee for at least 12 months. The Company chair can only be a member of the Remuneration Committee if they were independent on appointment and cannot chair the Remuneration Committee. As Ron Golan will be independent on appointment, he will therefore be able to participate in the Remuneration Committee in the event of any Admission. The Remuneration Committee shall normally meet at least twice a year.

2.4 **Nomination Committee**

The Nomination Committee is responsible for assisting the Board of Directors in determining the composition and make-up of the Board of Directors, the board committees, and the chair of each board committee. The Nomination Committee is also responsible for periodically evaluating the balance of skills, independence, knowledge and experience on the Board of Directors. Both appointments and succession plans should be based on merit and objective criteria and should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths. All directors should be subject to annual re-election.

In accordance with the requirements of the UK Corporate Governance Code, the Nomination Committee should be made up of a majority of members who are independent Non-Executive Directors. The Nomination Committee, in the event of and following any Admission, shall be chaired by Ron Golan and its other members shall be Sir Michael Davis and Denzil Jenkins. The Nomination Committee shall meet at least twice a year at appropriate times in the reporting cycle, one meeting of which will occur close to the year-end and otherwise as required. The chair should not chair the Nomination Committee when it is dealing with the appointment of a successor to the chair so in this scenario, Ron Golan will be required to hand over his duties to another member of the committee for this agenda item.

2.5 **Disclosure Committee**

The Disclosure Committee is responsible for monitoring, evaluating and enhancing disclosure controls and procedures of the Company. The Board of Directors has established the Disclosure Committee to ensure timely and accurate disclosure of all information that is required to be disclosed to the market and to meet the legal and regulatory obligations and requirements arising from the listing of the Company's securities on the London Stock Exchange, including the UK Listing Rules, the Disclosure Guidance and Transparency Rules and the UK Market Abuse Regulation.

The Disclosure Committee, in the event of and following an application for any Admission, shall consist, at least, of those in the Company who are occupying the positions from time to time of the Chief Executive Officer and the Chief Financial Officer. The chairperson shall be the same person as the Chief Financial Officer. The Disclosure Committee shall meet at such times and in such manner (including by telephone or video conference) as shall be necessary or appropriate, as determined by the Chairperson or, in their absence, by another member of the Committee. In addition, the Disclosure Committee shall meet at least annually to review the operation, adequacy and effectiveness of its own procedures.

2.6 **Share Dealing**

The Company intends to adopt, in the event of and with effect from any Admission, a code of securities dealings in relation to the Shares and a policy with respect to entry into transactions with persons related to the Company which aids compliance with the MAR and will apply to the Directors, the Proposed Directors and other relevant employees of the Company.

PART VI

OPERATING AND FINANCIAL REVIEW

*The following review is intended to convey the management of the Group's perspective on the Group's results of operations and financial condition as at and for the years ended 31 December 2022 ("**FY22**"), 31 December 2023 ("**FY23**") and 31 December 2024 ("**FY24**"), reported in accordance with IFRS.*

The following operating and financial review should be read in conjunction with the financial information set out in Part VIII: "Historical Financial Information" of this Registration Document and the other financial information relating to the Company included elsewhere in this Registration Document or incorporated by reference into this Registration Document.

This review contains forward-looking statements based on the current expectations and assumptions about the Group's future business. Such statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The actual investment performance, results of operations, financial condition and dividend policy of the Group, as well as the development of its financing strategies, may differ materially from the impression created by the forward-looking statements contained herein as a result of certain factors including, but not limited to, those discussed in the "Risk Factors" section of this Registration Document.

Some of the measures used in this review and analysis are not measurements of financial performance under IFRS and have important limitations as analytical tools. You should not consider them in isolation or as substitutes for analysis of our results as reported under IFRS. See "Presentation of Financial Information and Non-Financial Operating Data" on page 24 above. The selected financial information discussed in this Part VII has been extracted without material adjustment from the financial information of the Group as at, and for the three financial years ended 31 December 2022, 31 December 2023 and 31 December 2024, which would have been prepared in accordance with IFRS.

BUSINESS PERFORMANCE AND OPERATING AND FINANCIAL REVIEW

Overview

The Group is a FinTech firm, developing and operating an online and mobile CFD Trading Platform. The self-developed Trading Platform, available in 21 languages, is accessible across multiple operating systems and devices, offering a fully customisable trading experience enhanced by innovative trading tools.

The Company conducts its business through two primary subsidiaries, which serve as its brokers:

- *Formula Investment House Ltd.* – established in the British Virgin Islands, FIH is licensed by the BVI FSC, with its licence issued on 13 November 2013. FIH primarily serves clients in East Asia, the Middle East and Africa, South Asia and Latin America.
- *iCFD Ltd.* – established in Cyprus, iCFD is authorised as a CIF by CySEC, with its licence issued on 23 May 2011. iCFD primarily serves clients within the EEA.

The Company has a wide-reaching presence in Asia, Europe, Latin America, and the Middle East and Africa, managing over 28,500 active accounts across more than 30 countries. It offers access to more than 870 tradable instruments across various markets and industries, along with financial news, daily market analysis, and an economic calendar to assist traders.

The Group's headquarters and primary office are located in Herzliya, Israel, with additional facilities in Limassol and Athens. As of 6 May 2025, being the latest practicable date prior to the date of this Registration Document, the Company has a workforce of approximately 265, of which 154 are employed by the Group and 111 are contractors. The Group utilises call centres in Spain, Andorra, Sri Lanka, India, and Israel, as well as R&D technology centres in Romania and Israel. A large proportion of the Group's production servers are located in the Netherlands and its development servers are located in Israel.

Consolidated Results of Operations

This section sets out the consolidated results of operations. In summary, revenue decreased meaningfully between FY22 and FY23 largely due to increased competition, leading to tighter spreads and a lack of activity due to reduced volatility. The poor trading performance in FY23 in particular was a market wide trend.

The Group has seen a very slight increase in revenue in FY24 as the business rebounds from what the Directors and the Proposed Directors anticipate is a cyclical low. This is driven by an increase in spreads, increased volatility and a growing client profit and loss from client trading activity.

The Group is also increasing marketing spend (including entering into a new sponsorship agreement with the football club, PSV Eindhoven in FY24) and the Group has historically had a good return from marketing spend. This is anticipated to grow new client numbers and help drive further growth in revenue and profitability.

	Year ended 31 December 2022 USD '000 (audited)	*Year ended 31 December 2023 USD '000 (audited)*	*Year ended 31 December 2024 USD '000 (audited)*
Trading Income	76,792	49,657	50,148
Selling, General and Administrative Expenses:			
Selling and marketing	(46,861)	(38,244)	(37,406)
Administrative and general	(2,896)	(3,213)	(5,116)
Income from operations	27,035	8,200	7,626
Financial income	28	101	256
Financial expenses	(919)	(731)	(1,858)
Financial income (expenses) – net	(891)	(630)	(1,602)
Income before taxes on income	26,144	7,570	6,024
Taxes on income	(33)	(816)	(904)
Foreign currency translation difference	(357)	525	(521)
Profit and comprehensive income for the period	25,754	7,279	4,599

Description of key line items

Trading income

Revenues generated from the Group's operating activities are classified as trading income and consist of two primary elements:

- a dealing spread which is charged on all trades made on the Group's trading platform; and
- an overnight charge levied on certain positions held overnight.

The Group also generates net gains/losses on "Customer Trading Performance" which comprises gains and losses on customers' trading positions arising from client trading activity.

The Group's revenue is predominantly generated from dealing spreads, which accounted for 70 per cent. out of the revenue before deducting bonus of trading income in FY24, with revenues attributable to the dealing spread on any given day a function of trading volume of CFDs each day and corresponding spread. The following table sets out the split of the Group's Trading Income across the historical period:

	Year ended 31 December 2022 USD '000	*Year ended 31 December 2023 USD '000*	*Year ended 31 December 2024 USD '000*
Spreads	65,254	47,483	47,490
Overnight Financing	10,687	12,515	12,742
Trading P&L	18,561	3,858	6,242
Dormant Fee	363	320	214
Conversion	1,991	172	1,076

	Year ended 31 December 2022 USD '000	*Year ended 31 December 2023 USD '000*	*Year ended 31 December 2024 USD '000*
Bonus	(20,064)	(14,692)	(17,616)
Trading income (revenue)	76,792	49,657	50,148

The table above shows that revenues in FY23 and FY24 as compared to FY22 decreased, albeit the FY24 revenue is slightly stronger than the comparable period last year.

Revenue was down materially in FY23 due to a number of factors. The market remained competitive, and the notional value of transactions were down approximately 25 per cent. and spreads tightened further.

Overnight financing fees recovered in FY23 and was maintained in FY24 albeit the business did not have strong tailwinds from the client profit and loss incurred in FY22 which was impacted by greater market volatility.

For FY24, revenue marginally increased by 0.9 per cent. influenced by a relative increase in market volatility in core regions and improvements in competitiveness of the business.

Significant factors affecting the Company's Trading Income

(i) **Client activity and product demand**

The Group's results of operations largely depend on client activity and the demand for the Group's CFD offering. Demand for the Group's CFD offering can vary due to factors outside of the Group's control. Periods of high volatility in financial markets can increase client demand for the Group's CFD offering (although high volatility can also expose the Group to increased trading loss risk). Conversely, in periods of low market volatility, client activity can decrease due to a perceived lack of attractive trading opportunities for clients.

The table below sets out the client transaction volumes for the periods indicated:

	Year ended 31 December 2022 USD '000,000	*Year ended 31 December 2023 USD '000,000*	*Year ended 31 December 2024 USD '000,000*
Transactions volume	624,847	514,944	464,995

(ii) **Competition**

The Groups' profitability depends on its ability to offer its instruments at competitive spreads. In addition, the Group competes with other market participants not only in respect of spreads and its offerings, but also in other areas such as the speed, capacity and attractiveness of its trading platform. Average spreads are heavily influenced by the underlying assets traded with foreign exchange being the most competitive. Accordingly, business variety has a big impact on basis point spreads.

The Group experienced a contracting of spreads between FY22 to FY23 but, a small increase in spreads in aggregate in FY24 as opposed to FY23 influenced by market conditions and the addition of new local assets offering higher spreads.

(iii) **Number of Clients**

The Group's revenue depends on the number of Clients that the Group provides trading facilities to.

The following table sets out the number of Active Clients by geographic region during the periods under review:

	Year ended 31 December 2022	*Year ended 31 December 2023*	*Year ended 31 December 2024*
East Asia	11,033	9,107	9,299
LATAM	6,584	4,407	3,921

	Year ended 31 December 2022	*Year ended 31 December 2023*	*Year ended 31 December 2024*
South Asia	9,643	7,915	7,932
Middle East and Africa	5,430	5,469	5,646
Europe	3,321	2,440	1,970
Grand Total	36,011	29,338	28,768

(iv) **Revenue by geographic region**

The following table shows the Company's revenue breakdown by geographic region during the periods under review:

	Year ended 31 December 2022 USD '000	*Year ended 31 December 2023 USD '000*	*Year ended 31 December 2024 USD '000*
Middle East and Africa	18,223	14,372	15,123
South Asia	12,454	8,558	8,370
East Asia	26,853	19,349	19,621
Europe	9,107	2,602	2,607
Latin America	10,155	4,776	4,427
	76,792	49,657	50,148

There was a large decrease in revenue across geographic regions between FY22 and FY23, and in particular in Asia, Europe and Latin America, which was mainly due to a significant drop in spread revenues and trading P&L revenues. In FY24, the Group reported a modest revenue increase of 0.9 per cent. This growth is attributed to increased market volatility and improved competitiveness of the business.

Selling, General and Administrative Expenses

	Year ended 31 December 2022 USD '000 (audited)	*Year ended 31 December 2023 USD '000 (audited)*	*Year ended 31 December 2024 USD '000 (audited)*
Selling and marketing, General and Administrative Expenses:			
Selling and Marketing	(46,861)	(38,244)	(37,406)
Administrative and general	(2,896)	(3,213)	(5,116)

Selling and marketing expenses

Selling and marketing expenses include, among other items, advertising expenses, commissions to third parties who facilitate the Group's marketing to prospective and existing clients through the Affiliates Programme and call centres and commissions paid to processing companies (e.g., credit card providers for clients using credit card payments for transactions), as well as sponsorships and other promotional activity (such as prize draws).

The Group devotes significant resources to attracting New Clients to open accounts and take advantage of the trading functionality the Trading Platform offers. The Group's sales and marketing efforts encompass a variety of channels. The strategies and methods are data-driven and differ based on the geographic location and target clientele, adapting the language and tone to better connect with specific markets. The Group uses its own website, emails, social media channels and third-party websites (such as search engines) to promote its offering and services to existing clients and prospects. The Group also engages in targeted off-line marketing in more traditional media channels such as sponsorships, as well as marketing through partnerships with Affiliates.

The Directors and the Proposed Directors believe that the Group's marketing policy and initiatives are directly correlated to the Group's results of operations. The Directors and the Proposed Directors therefore believe that the amount of the Group's investment in marketing is, and will continue to be, a significant factor in generating revenue for the business.

The following table shows the Group's Marketing expenses for the periods indicated:

	Year ended 31 December 2022 USD '000 (audited)	*Year ended 31 December 2023 USD '000 (audited)*	*Year ended 31 December 2024 USD '000 (audited)*
Selling and Marketing expenses:			
Staff Costs	4,392	4,449	6,192
Information technology	1,060	765	897
Commissions expense	11,732	7,473	5,842
Research and development	9,758	9,732	8,188
Media expenses	6,190	5,614	5,470
Clearing charges	13,729	10,211	10,817
	46,861	38,244	37,406

In FY24, the Group's selling and marketing expenses decreased slightly by 2.19 per cent. to USD 37.41 million from USD 38.24 million. This decrease was primarily due to continued reduced payments to Affiliates commenced in 2023.

In FY23, the Group's selling and marketing expenses decreased by 18.4 per cent. This decrease was primarily due to the efficiency program undertaken by the Group which resulted in a smaller population of customer support staff. The Group also changed its bonus structure within one of its key markets resulting in lower trading volumes in that market and therefore reduced payments to Affiliates.

Administrative and General expenses

Administrative and General expenses include, among other items, professional advisory, legal and regulatory fees paid by the Group. The Group's administrative and general expenses increased in FY24 by 59.22 per cent. to USD 5.12 million from USD 3.21 million in FY23. The principal reason for this was due to additional audit, legal and regulatory costs related to the process for Admission.

The Group's general and administrative expenses increased in FY23 by 10.9 per cent. to USD 3.21 million from USD 2.90 million in FY22.

Employee Related Costs

As at 6 May 2025 (being the latest practicable date prior to the date of this Registration Document), the following table shows the Group's number of employees and contract personnel by country:

Country	*Employees*	*Contract personnel*
Israel	96	22
Cyprus	42	0
Greece	26	0
BVI	1	0
Spain	0	28
Andorra	0	6
UK	0	1
Romania	0	26
India	0	18
Sri Lanka	0	4
UAE	0	6
Total	164	111

Aside from marketing expenditure, the Group's cost structure is primarily driven by its workforce with employees and outsourced service providers (responsible for providing the contract personnel) accounting for 44.3 per cent. of total costs in the year ended 31 December 2024 (excluding financing and tax expenses).

The Group manages its workforce through a combination of direct employees and contract staff provided by outsourced service providers. Except for the contract personnel provided by Sky Labs, most of the Israeli-based workforce is directly employed, while global operations primarily rely on contract staff.

The following table sets out the Group's number of employees at the end of each of the periods indicated:

	As at 31 December 2022	*As at 31 December 2023*	*As at 31 December 2024*
Number of direct employees	59	138	154
Number of contract personnel	252	117	111

In FY23, the Group shifted the technology-related personnel previously employed by a third party outsourced service provider, Sky Labs, to a newly formed Israeli subsidiary, I For Fintech Ltd., resulting in the increase in direct employees and decrease in contract personnel in 2023.

Income from Operations

The consolidated financial statements of the Group are presented in USD, which is the Company's functional and presentation currency. Foreign currency transactions in currencies other than USD are translated into USD using the exchange rates prevailing at the date of such transactions (or valuation, where items are re-measured). Any foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are attributed to income or loss. Gains and losses arising from fluctuations in exchange rates are presented in the consolidated financial statement as "financial income" and "financial expenses".

In FY24, the Group's net financial expenses rose by USD 0.89 million from USD 0.63 million to USD 1.60 million, mainly due to fluctuations in foreign exchange rates of the EURO against USD and NIS. This is attributed to the fact that most of the Group's cash is held in EURO and throughout the year, the EURO weakened against USD.

In FY23, the Group's net financial expenses were USD 0.63 million, compared to net financial income of USD 0.89 million in the year ended 31 December 2022. The change in net financial expenses was primarily attributable to foreign exchange gains and losses, along with bank fees, partially offset by interest income.

Income tax expense

Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case it is recognised in equity.

The current income tax charge is calculated on the basis of the tax laws enacted at the statement of financial position date in the countries where the Company and its subsidiaries are resident and generate taxable income.

Until FY23, the majority of the Group's profits were recorded within FIH, a BVI incorporated entity subject to the BVI's statutory corporate tax rate of zero per. cent. In FY22, IFF was established and in FY23, the Group's intellectual property related to its self-developed trading platform was transferred from FIH to IFF. As a result, the other members of the Group now pay IFF for the use of the intellectual property and other services meaning the majority of the Group's profits are now recorded within IFF as part of the revised transfer prices model. IFF is considered a preferred technological enterprise in Israel and, as such it is eligible for a reduced tax rate of 12 per. cent. on its preferred technological income.

Current trading and prospects

Current trading and outlook

The Group has had a good start to the year with trading income for the first quarter of 2025 ahead of the first quarter of 2024. 3,558 new clients were added in Q1 2025 which is more than in the equivalent period last year and the previous quarter, which is an encouraging sign that the business is making progress. Nearly 34 per cent. of revenue was from foreign exchange transactions, with income from commodities being the second largest contributor to revenue. The Group has seen enhanced volatility in the second quarter following the announcement of US Tariffs on "Liberation Day" (2 April 2025) and other countries subsequently announcing or contemplating reciprocal tariffs. This has made markets more volatile, and the Group has seen increased trading activity from its clients as a consequence which resulted in revenues in April 2025 increasing by 46 per cent. compared to revenues in April of 2024. The Board expects volatility in markets (equities, foreign exchange, commodities) to remain elevated for some time as a consequence of the recent change in US foreign policy.

Liquidity and Capital Resources

The Group requires cash to fund its operations and as well as to comply with capital adequacy requirements in the jurisdictions where it is regulated. The Group's principal uses of cash have been for working capital and the payment of dividends to shareholders. To date, the Group has financed its operations primarily from cash flows from its operations.

Liquidity

As at 31 December 2022, 31 December 2023 and 31 December 2024, the Group had cash and cash equivalents of USD 11.73 million, USD 17.81 million and USD 8.61 million, respectively, held by the following financial facilities:

	As at 31 December 2022 USD '000	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
Gross cash and cash equivalents	11,739	17,810	8,613
Less: bank overdrafts	30	43	43
Own cash and cash equivalents	11,709	17,767	8,570

Cash flow

The following table sets out cash flows of the Group for the periods indicated:

	Year ended 31 December 2022 USD '000 (audited)	*Year ended 31 December 2023 USD '000 (audited)*	*Year ended 31 December 2024 USD '000 (audited)*
Net cash provided by operating activities	21,945	7,217	(55)
Net cash provided by (used in) investing activities	(298)	(1,138)	1,124
Net cash provided by (used in) financing activities	(16,788)	(200)	(9,741)
Net increase (decreased) in cash and cash equivalents	4,859	5,880	(8,672)
Balance of cash and cash equivalents at beginning of period	7,392	11,709	17,767
(Losses)/gains from exchange differences on cash and cash equivalents	(542)	178	(526)
Cash and cash equivalents at the end of the period	11,709	17,767	8,569

Net cash flows provided by operating activities

The Group generated net cash flow from operating activities of USD 21.95 million, USD 7.22 million and nil million in the years ended 31 December 2022, 2023 and 2024, respectively. The decrease in cash from operating activities in 2023 compared to 2022 was primarily attributable to decline in Trading Income. In FY24, the cash generated from operating activities, was influenced by the decline in net income, a positive change in net working capital and payment in advanced of a corporate tax liability. Throughout the period relevant for this review, cash generated from operating activities remained closely aligned with the Company's net income, supported by its tax structure and absence of financial debt.

Net cash used in investing activities

The Group incurred losses of net cash from investing activities of USD 0.30 million and USD 1.14 million in the years ended 31 December 2022 and 2023 respectively, but generated net cash from investing activities of USD 1.12 million in the year ended 31 December 2024. The movement in net cash from investing activities was primarily the result of the Company's USD 0.9 investment in BHP Billiton Finance Ltd's bond in FY23, which was then repaid in FY24.

Net cash used in financing activities

Net cash used in the Group's financing activities was USD 16.79 million, USD 0.2 million and USD 9.74 million, in the years ended 31 December 2022, 2023 and 2024, respectively. The Group's cash used in financing activities is primarily driven by its dividend distributions. The Company has historically paid significant annual dividends, despite not having a formal dividend distribution plan. However, the significant decrease in cash used in financing activities in 2022 as compared to 2023 was primarily due to the Group choosing not to distribute dividends due to lower income levels. The Group resumed annual dividend payments in FY24, albeit at a reduced level versus FY22. On 16 January 2024, the Company declared a dividend of USD 15.2 million, of which USD 9.3 million was paid by 31 December 2024, and the remainder was paid on 30 April 2025.

Critical Accounting Policies and Estimates

For a description of the Group's critical accounting judgments and key sources of estimation uncertainty, see Note 3 to the Historical Financial Information in Section B of Part VIII of this Registration Document.

Quantitative and Qualitative Disclosures about Market Risk

For a description of the Group's approach to management of market risk, credit risk, foreign exchange risk and liquidity risk, see Note 22 to the Historical Financial Information in Section B of Part VIII of this Registration Document.

Off-Balance Sheet Arrangements

The Group does not include client funds and commitments in its financial statements. Client funds held by FIH and iCFD are managed in accordance with the applicable client money rules, and are excluded from the statement of financial position. These amounts therefore represent off-balance sheet assets with corresponding liabilities for each cut-off date.

The Group ensures that sufficient cash is available in accounts to cover all potential client payout requests. These balances are monitored and verified during the audit process. If there are insufficient funds to meet client obligations, the shortfall is recorded as a liability. If there is cash in excess of client obligations, the excess is recorded as a receivable.

PART VII

SELECTED FINANCIAL INFORMATION

The selected consolidated financial information set out below has been extracted, without material adjustment, from Section B of Part VIII: "*Historical Financial Information*" of the Group for the three years ended 31 December 2022, 2023 and 2024. The selected financial and operating information presented below should be read in conjunction with Part VI: "*Operating and Financial Review*". Investors should read the whole of this Registration Document before making an investment decision and not rely solely on the summarised information in this Part VII: "*Selected Financial Information*".

Unless otherwise indicated, the financial information contained in this Part VII has been presented in USD.

Consolidated statements of profit or loss and other comprehensive income

	Year ended 31 December 2022	*Year ended 31 December 2023*	*Year ended 31 December 2024*
	USD '000 (except per share data)		
Trading income	76,792	49,657	50,148
Revenue	76,792	49,657	50,148
Selling and marketing expenses	(46,861)	(38,244)	(37,406)
Administrative and general expenses	(2,896)	(3,213)	(5,116)
Profit from operations	27,035	8,200	7,626
Finance income	28	101	256
Finance expense	(919)	(731)	(1,858)
Profit before tax	26,144	7,570	6,024
Taxes on income	(33)	(816)	(904)
Profit for the period	26,111	6,754	5,120
Profit attributable to:			
Owners of the parent	21,744	5,625	3,931
Non-controlling interests	4,367	1,129	1,189
	26,111	6,754	5,120
Other comprehensive income:			
(Loss)/ gain on foreign currency translation	(357)	525	(521)
Total comprehensive income	25,754	7,279	4,599
Total comprehensive income attributable to:			
Owners of the parent	21,453	6,058	3,476
Non-controlling interests	4,301	1,221	1,123
	25,754	7,279	4,599
Earnings per share attributable to the parent:			
Basic and diluted (USD)	217,440	56,250	39,310

Consolidated statements of financial position

	As at 31 December 2022 USD '000	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
Assets			
Non-current assets			
Property, plant, and equipment	669	714	593
Right of use assets	219	1,871	1,622
Total non-current assets	888	2,585	2,215
Current assets			
Trade and other receivables	7,847	3,862	9,295
Other current financial assets	–	940	–
Cash and cash equivalents	11,739	17,810	8,613
Total current assets	19,580	22,612	17,908
Total assets	20,468	25,197	20,123
Liabilities			
Current liabilities			
Bank overdrafts	30	43	43
Lease liabilities	55	400	314
Trade and other payables	7,071	2,650	8,306
Tax liabilities	6	172	–
Total current liabilities	7,162	3,265	8,663
Non-current liabilities			
Lease liabilities	165	1,512	1,411
Total non-current liabilities	165	1,512	1,411
Total liabilities	7,327	4,777	10,074
Net assets	13,141	20,420	10,049
Equity			
Share capital			
Reserve for transactions with non-controlling interests	–	–	(1,630)
Translation reserve	407	840	385
Retained earnings	10,536	16,161	8,370
Total	10,943	17,001	7,125
Non-controlling interest	2,198	3,419	2,924
Total equity	13,141	20,420	10,049

Consolidated statements of changes in equity

	Share capital USD '000	*Reserve for transactions with non-controlling interests USD '000*	*Translation reserve USD '000*	*Retained earnings USD '000*	*Total USD '000*	*Non-controlling interests USD '000*	*Total equity USD '000*
Balance as at 1 January 2022	–	–	698	2,761	3,459	699	4,158
Comprehensive Income for the year							
Profit for the year	–	–	–	21,744	21,744	4,367	26,111
Other comprehensive income							
Loss on foreign currency translation	–	–	(291)	–	(291)	(66)	(357)
Total comprehensive income for the year	–	–	(291)	21,744	21,453	4,301	25,754
Transactions with owners							
Dividends (Note 9)	–	–	–	(13,969)	(13,969)	(2,802)	(16,771)
Balance as at 31 December 2022	–	–	407	10,536	10,943	2,198	13,141
Balance as at 1 January 2023	–	–	407	10,536	10,943	2,198	13,141
Comprehensive Income for the year							
Profit for the year	–	–	–	5,625	5,625	1,129	6,754
Other comprehensive income							
Gain on foreign currency translation	–	–	433	–	433	92	525
Total comprehensive income for the year	–	–	433	5,625	6,058	1,221	7,279
Balance as at 31 December 2023	–	–	840	16,161	17,001	3,419	20,420
Balance as at 1 January 2024	–	–	840	16,161	17,001	3,419	20,420
Comprehensive Income for the year							
Profit for the year	–	–	–	3,931	3,931	1,189	5,120
Share based payment charge of subsidiary (Note 19)	–	252	–	–	252	5	257
Other comprehensive income							
Loss on foreign currency translation	–	–	(455)	–	(455)	(66)	(521)
Total comprehensive income for the year	–	252	(455)	3,931	3,728	1,128	4,856
Issuance of restricted shares by subsidiary	–	(1,882)	–	–	(1,882)	1,882	–
Dividends (Note 9)	–	–	–	(11,722)	(11,722)	(3,505)	(15,227)
Balance as at 31 December 2024	–	(1,630)	385	8,370	7,125	2,924	10,049

Consolidated statements of cash flows

	Year ended 31 December 2022 USD '000	*Year ended 31 December 2023 USD '000*	*Year ended 31 December 2024 USD '000*
Cash flows from operating activities			
Profit for the period	26,111	6,754	5,120
Adjustments required to reflect the cash flows from operating activities:			
Depreciation of property, plant, and equipment and amortisation of right of use assets	172	483	553
Share based payment charge	–	–	257
Finance income	(28)	(101)	(256)
Finance expense	3	100	153
Income tax expense	33	816	904
Net cash generated from operating activities before changes in working capital	26,291	8,052	6,730
(Increase)/ decrease in trade and other receivables	(5,241)	3,963	(4,558)
Increase/ (decrease) in trade and other payables	930	(4,148)	(276)
Cash generated from operations	21,980	7,867	1,896
Tax paid	(35)	(650)	(1,951)
Net cash flows from operating activities	21,945	7,217	(55)
Cash flows from investing activities			
Purchase of property, plant and equipment	(326)	(327)	(82)
Purchase of investment financial assets	–	(912)	950
Interest received	28	101	256
Net cash used in investing activities	(298)	(1,138)	1,124
Cash flow from financing activities			
Dividends paid	(14,004)	–	(5,791)
Dividend paid to non-controlling shareholders	(2,767)	–	(3,504)
Payments of lease liabilities	(14)	(100)	(293)
Interest paid	(3)	(100)	(153)
Net cash used in financing activities	(16,788)	(200)	(9,741)
Net increase in cash and cash equivalents	4,859	5,880	(8.672)
Effect of foreign exchange rate changes	542	178	(526)
Cash and cash equivalents at beginning of the period	7,392	11,709	17,767
Cash and cash equivalents at end of period	11,709	17,767	8,569
Cash and cash equivalents are defined as:			
Cash at bank and in hand	11,739	17,810	8,613
Bank overdrafts	(30)	(43)	(43)
	11,709	17,767	8,570
The principal non-cash transactions comprise:			
Recognition of right of use assets against lease liabilities	215	1,802	125
	215	1,802	125

Non-IFRS Financial Data

The following measures for the years ended 31 December 2022, 2023 and 2024 were used to monitor and manage financial performance.

These measures are non-IFRS measures that are not calculated in accordance with IFRS.

	For the year ended 31 December 2022 (unaudited) USD '000	*For the year ended 31 December 2023 (unaudited) USD '000*	*For the year ended 31 December 2024 (unaudited) USD '000*
Adjusted profit before tax[1]	26,144	7,570	7,592
Adjusted EBITDA[2]	27,207	8,683	9,747
Adjusted EBITDA margin[3]	35.4%	17.5%	19.4%

Notes:

(1) Adjusted profit before tax is calculated as profit before tax excluding the impact of share-based payment charges and other exceptional costs. The table below reconciles adjusted profit before tax to profit before tax for the years ended 31 December 2022, 2023 and 2024.

The following table presents a reconciliation of Adjusted Profit Before Tax to Profit before tax, the most directly comparable IFRS measure, for the period presented:

	For the year ended 31 December 2022 (unaudited) USD '000	*For the year ended 31 December 2023 (unaudited) USD '000*	*For the year ended 31 December 2024 (unaudited) USD '000*
Profit before tax	26,144	7,570	6,024
Share based payments	–	–	257
Other exceptional costs*	–	–	1,311
Adjusted profit before tax	26,144	7,570	7,592

*Other exceptional costs relate to costs associated with the Proposed Admission.

(2) Adjusted EBITDA is calculated as profit from operations before interest, taxes, depreciation and amortisation and excluding the impact of share based payment charges and other exceptional costs.

The following table presents a reconciliation of Adjusted EBITDA to Profit from operations, the most directly comparable IFRS measure, for the period presented:

	For the year ended 31 December 2022 (unaudited) USD '000	*For the year ended 31 December 2023 (unaudited) USD '000*	*For the year ended 31 December 2024 (unaudited) USD '000*
Profit from operations	27,035	8,200	7,626
Depreciation of property, plant, and equipment and amortisation of right of use assets	172	483	553
EBITDA	27,207	8,683	8,179
Share based payments	–	–	257
Other exceptional costs*	–	–	1,311
Adjusted EBITDA	27,207	8,683	9,747

*Other exceptional costs relate to costs associated with the Proposed Admission.

(3) Adjusted EBITDA margin is calculated by dividing adjusted EBITDA by revenue

PART VIII

HISTORICAL FINANCIAL INFORMATION

SECTION A

ACCOUNTANTS' REPORT ON THE GROUP HISTORICAL FINANCIAL INFORMATION RELATING TO THE GROUP

The Directors
iFOREX Financial Trading Holdings Ltd.
c/o New Street Management Limited
Les Echelons Court
Les Echelons
St Peter Port
Guernsey, GY1 1AR

9 May, 2025

Dear Sirs/Madams

iFOREX Financial Trading Holdings Ltd. (the "Company")

We report on the financial information set out in Section B of Part VIII of the registration document (the "**Registration Document**") dated 6 May 2025 of the iFOREX Financial Trading Holdings Ltd., for the years ended 31 December 2022, 2023, and 2024 (the "**Financial Information**").

This report is required by item 18.3.1 of Annex 1 of the UK version of Commission Delegated Regulation (EU) 2019/980 and is given for the purpose of complying with that item and for no other purpose.

Save for any responsibility that may arise under Prospectus Regulation Rule 5.3.2R (2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 1.3 of Annex 1 of the UK version of Commission Delegated Regulation (EU) 2019/980, consenting to its inclusion in the Registration Document.

Opinion on the Financial Information

In our opinion, the financial information gives, for the purposes of the Registration Document, a true and fair view of the state of affairs of the Company as at 31 December 2022, 2023 and 2024 and of its profits or losses and other comprehensive income, cash flows and changes in equity for the periods then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS**").

Responsibilities

The Directors of iFOREX Financial Trading Holdings Ltd. are responsible for preparing the Financial Information in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

It is our responsibility to form an opinion on the Financial Information and to report our opinion to you.

Basis of Preparation

The Financial Information has been prepared for inclusion in the Registration Document on the basis of the accounting policies set out in note 2 to the Financial Information.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Financial Reporting Council in the United Kingdom. We are independent in accordance with the FRC's Ethical Standard as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our work included an assessment of evidence relevant to the amounts and disclosures in the Financial Information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the Financial Information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Financial Information is free from material misstatement whether caused by fraud or other irregularity or error.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Conclusions Relating to Going Concern

In performing our work on the Financial Information, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the Financial Information is appropriate.

Based on the work we have performed, we have not identified any material uncertainties related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from the date of the Registration Document.

Declaration

For the purposes of item 1.2 of Annex 1 the UK version of Commission Delegated Regulation (EU) 2019/980 we are responsible for this report as part of the Registration Document and declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and that the report makes no omission likely to affect its import. This declaration is included in the Registration Document in compliance with item 1.2 of Annex 1 of the UK version of Commission Delegated Regulation (EU) 2019/980.

Yours faithfully

Kost Forer Gabbay & Kasierer

A member of EY Global

SECTION B

CONSOLIDATED HISTORICAL FINANCIAL INFORMATION OF THE GROUP FOR THE THREE YEARS ENDED 31 DECEMBER 2024

Consolidated statements of profit or loss and other comprehensive income

	Note	*Year ended 31 December 2022*	*Year ended 31 December 2023*	*Year ended 31 December 2024*
		USD '000 (except per share data)		
Trading income		76,792	49,657	50,148
Revenue	4	76,792	49,657	50,148
Selling and marketing expenses	5	(46,861)	(38,244)	(37,406)
Administrative and general expenses	5	(2,896)	(3,213)	(5,116)
Profit from operations		27,035	8,200	7,626
Finance income	7	28	101	256
Finance expense	7	(919)	(731)	(1,858)
Profit before tax		26,144	7,570	6,024
Taxes on income	8	(33)	(816)	(904)
Profit for the period		26,111	6,754	5,120
Profit attributable to:				
Owners of the parent		21,744	5,625	3,931
Non-controlling interests		4,367	1,129	1,189
		26,111	6,754	5,120
Other comprehensive income:				
(Loss)/gain on foreign currency translation		(357)	525	(521)
Total comprehensive income		25,754	7,279	4,599
Total comprehensive income attributable to:				
Owners of the parent		21,453	6,058	3,476
Non-controlling interests		4,301	1,221	1,123
		25,754	7,279	4,599
Earnings per share attributable to the parent:				
Basic and diluted (USD)	10	217,440	56,250	39,310

Consolidated statements of financial position

	Note	*As at 31 December 2022 USD '000*	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
Assets				
Non-current assets				
Property, plant, and equipment	11	669	714	593
Right of use assets	12	219	1,871	1,622
Total non-current assets		888	2,585	2,215
Current assets				
Trade and other receivables	14	7,841	3,862	9,295
Other current financial assets	13	–	940	–
Cash and cash equivalents	15	11,739	17,810	8,613
Total current assets		19,580	22,612	17,908
Total assets		20,468	25,197	20,123
Liabilities				
Current liabilities				
Bank overdrafts	15	30	43	43
Lease liabilities	12	55	400	314
Trade and other payables	18	7,071	2,650	8,306
Tax liabilities	8	6	172	–
Total current liabilities		7,162	3,265	8,663
Non-current liabilities				
Lease liabilities	12	165	1,512	1,411
Total non-current liabilities		165	1,512	1,411
Total liabilities		7,327	4,777	10,074
Net assets		13,141	20,420	10,049
Equity				
Share capital	19	–	–	–
Reserve for transactions with non-controlling interests	19	–	–	(1,630)
Translation reserve		407	840	385
Retained earnings		10,536	16,161	8,370
Total		10,943	17,001	7,125
Non-controlling interest		2,198	3,419	2,924
Total equity		13,141	20,420	10,049

Consolidated statements of changes in equity

	Share capital USD '000	*Reserve for transactions with non-controlling interests USD '000*	*Translation reserve USD '000*	*Retained earnings USD '000*	*Total USD '000*	*Non-controlling interests USD '000*	*Total equity USD '000*
Balance as at 1 January 2022	–	–	698	2,761	3,459	699	4,158
Comprehensive Income for the year							
Profit for the year	–	–	–	21,744	21,744	4,367	26,111
Other comprehensive income							
Loss on foreign currency translation	–	–	(291)	–	(291)	(66)	(357)
Total comprehensive income for the year	–	–	(291)	21,744	21,453	4,301	25,754
Transactions with owners							
Dividends (Note 9)	–	–	–	(13,969)	(13,969)	(2,802)	(16,771)
Balance as at 31 December 2022	–	–	407	10,536	10,943	2,198	13,141
Balance as at 1 January 2023	–	–	407	10,536	10,943	2,198	13,141
Comprehensive Income for the year							
Profit for the year	–	–	–	5,625	5,625	1,129	6,754
Other comprehensive income							
Gain on foreign currency translation	–	–	433	–	433	92	525
Total comprehensive income for the year	–	–	433	5,625	6,058	1,221	7,279
Balance as at 31 December 2023	–	–	840	16,161	17,001	3,419	20,420
Balance as at 1 January 2024	–	–	840	16,161	17,001	3,419	20,420
Comprehensive Income for the year							
Profit for the year	–	–	–	3,931	3,931	1,189	5,120
Share based payment charge of subsidiary (Note 19)	–	252	–	–	252	5	257
Other comprehensive income							
Loss on foreign currency translation	–	–	(455)	–	(455)	(66)	(521)
Total comprehensive income for the year	–	252	(455)	3,931	3,728	1,128	4,856
Issuance of restricted shares by subsidiary	–	(1,882)	–	–	(1,882)	1,882	–
Dividends (Note 9)	–	–	–	(11,722)	(11,722)	(3,505)	(15,227)
Balance as at 31 December 2024	–	(1,630)	385	8,370	7,125	2,924	10,049

Consolidated statements of cash flows

	Note	*Year ended 31 December 2022 USD '000*	*Year ended 31 December 2023 USD '000*	*Year ended 31 December 2024 USD '000*
Cash flows from operating activities				
Profit for the period		26,111	6,754	5,120
Adjustments required to reflect the cash flows from operating activities:				
Depreciation of property, plant, and equipment and amortisation of right of use assets	11/12	172	483	552
Share based payment charge	19	–	–	257
Finance income	7	(28)	(101)	(256)
Finance expense	7	3	100	153
Income tax expense	8	33	816	904
Net cash generated from operating activities before changes in working capital		26,291	8,052	6,730
(Increase)/ decrease in trade and other receivables		(5,241)	3,963	(4,558)
Increase/ (decrease) in trade and other payables		930	(4,148)	(276)
Cash generated from operations		21,980	7,867	1,896
Tax paid		(35)	(650)	(1,951)
Net cash flows from operating activities		21,945	7,217	(55)
Cash flows from investing activities				
Purchase of property, plant and equipment	11	(326)	(327)	(82)
(Purchase)/return of investment financial assets	13	–	(912)	950
Interest received	7	28	101	256
Net cash (used)/received from investing activities		(298)	(1,138)	1,124
Cash flow from financing activities				
Dividends paid	9	(14,004)	–	(5,791)
Dividend paid to non-controlling shareholders		(2,767)	–	(3,504)
Payments of lease liabilities		(14)	(100)	(293)
Interest paid	7	(3)	(100)	(153)
Net cash used in financing activities		(16,788)	(200)	(9,741)
Net increase/(decrease) in cash and cash equivalents		4,859	5,880	(8,672)
Effect of foreign exchange rate changes		(542)	178	(526)
Cash and cash equivalents at beginning of the period	15	7,392	11,709	17,767
Cash and cash equivalents at end of period	15	11,709	17,767	8,570
Cash and cash equivalents are defined as:				
Cash at bank and in hand	15	11,739	17,810	8,613
Bank overdrafts	15	(30)	(43)	(43)
		11,709	17,767	8,570
The principal non-cash transactions comprise:				
Recognition of right of use assets against lease liabilities	12	215	1,802	125
		215	1,802	125

Notes to the historical financial information

1 GENERAL INFORMATION

iFOREX Financial Trading Holdings Ltd. (the "**Company**") was originally incorporated in the British Virgin Islands ("**BVI**") on 30 June 2009 under the registered name "IPEC Holdings Ltd." as a BVI business company (registered number 1536671) under the BVI Business Company Act, 2004, as amended.

On 9 April 2025 the Company redomiciled to Guernsey whilst still under the name of "IPEC Holdings Ltd." and registered under the laws of Guernsey (registration number 75570). Its registered office is at c/o New Street Management Limited, Les Echelons Court, Les Echelons, St Peter Port, Guernsey, GY1 1AR.

On 6 May 2025, the Company changed its name from "IPEC Holdings Ltd." to its current registered name, "iFOREX Financial Trading Holdings Ltd.".

The principal place of business is 85 Medinat Hayehudim, 4676670, Herzliya, Israel.

The Company together with its subsidiaries (the "**Group**") has developed and operates a proprietary online and mobile contract for difference ("**CFD**") trading platform (the "**Trading Platform**") enabling its primarily retail clients to trade CFDs across hundreds of financial instruments comprising currencies, commodities, indices, cryptocurrencies, stocks and exchange traded funds.

1.1 Effects of Swords of Iron War

On 7 October 2023, Hamas terrorists launched an assault against Israel from the Gaza Strip involving strikes against military targets, attacks against civilians and missiles being launched on the Israeli population. These attacks resulted in extensive civilian and military deaths, injuries and kidnapping. In response, Israel declared war against Hamas and a military campaign commenced.

On 15 January 2025, a three-phase ceasefire agreement was reached between Israel and Hamas, with the first phase of the ceasefire agreement coming into effect on 19 January 2025. Following the failure of the negotiations over the implementation of the second phase of the ceasefire agreement, Israel renewed to military operations against Hamas in the Gaza Strip on 18 March 2025.

As of the date of approval of the Historical Financial Information, the War has not had a material impact on the Group. Nevertheless, the situation remains unstable and any escalation in hostilities involving Israel or change in the current position or the interruption or a significant downturn in the economic or financial condition of Israel as a result of any hostilities could affect adversely the Group's product development, business, prospects, financial condition and/or results of operations. Similarly, any political, economic and/or trade sanctions/boycotts against Israel and/or Israel-related businesses could adversely affect the Group's product development, business, prospects, financial condition and/or results of operations. Such efforts, particularly if they become more widespread, may materially and adversely impact the Group's ability to sell and provide its products and services outside of Israel.

2 ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated historical financial information of the Group is for the years ended 31 December 2022, 31 December 2023 and 31 December 2024, and has been prepared for the purposes of this Registration Document.

The historical financial information has been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("**IFRS**"), and the requirements of the Prospectus Delegated Regulation. This historical financial information is the responsibility of the Directors of the Group (the "**Directors**").

The historical financial information is prepared on a going concern basis, under the historical cost convention. The historical financial information is presented in United States Dollar (USD) and all values are rounded to the nearest thousand (USD '000), except when otherwise indicated.

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

The Historical Financial Information does not constitute statutory accounts within the meaning of Companies (Guernsey) Law 2008, as amended, and has been prepared specifically for the purpose of this Registration Document.

2.2 **Basis of consolidation**

Subsidiaries are entities controlled by the Group. Control exists where the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The subsidiary reporting periods are the same as those of the Company, using consistent accounting policies.

Non-controlling interests in subsidiaries are presented separately from the equity attributable to equity owners of the Company (the "**Parent**"). When changes in ownership of a subsidiary do not result in a loss of control, the non-controlling shareholders' interests are initially measured at the non-controlling interests' proportionate share of the subsidiaries net assets. Subsequent to this, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

2.3 **Going concern**

The Group has continued to trade throughout the historical financial period in a net asset position. The Directors are pleased with progress of trading to date.

The Directors have assessed the ability of the Group to continue as a going concern until the end of September 2026 using cash flow forecasts prepared from 1 June 2025. With the continued encouraging current trading results the Directors are satisfied that there are sufficient resources to continue in business for the foreseeable future and for at least 12 months from the date of approving this historical financial information.

Furthermore, there are no material uncertainties that may cast significant doubt upon the Group to continue as a going concern. Therefore, the historical financial information is prepared on a going concern basis.

2.4 **New standards and amendments to International Financial Reporting Standards**

Standards, amendments and interpretations issued but not yet effective:

IFRS 18 Presentation and Disclosures in Financial Statements

IFRS 18 Presentation and Disclosure in Financial Statements was issued by the International Accounting Standards Board in April 2024. IFRS 18 is effective on 1 January, 2027, and is required to be applied retrospectively to comparative periods presented, with early adoption permitted. IFRS 18, upon adoption replaces IAS Standards 1 - Presentation of Financial Statements.

IFRS 18 sets out new requirements focused on improving financial reporting by:

- requiring additional defined structure to the statement of profit or loss (i.e. consolidated statement of income), to reduce diversity in the reporting, by requiring five categories (operating, investing, financing, income taxes and discontinued operations) and defined subtotals and totals (operating income, income before financing, income taxes and net income);
- requiring disclosures in the notes to the financial statements about management-defined performance measures (i.e. non-IFRS measures); and

- adding new principles for aggregation and disaggregation of information in the primary financial statements and notes.

IFRS 18 will not impact the recognition or measurement of items in the financial statements, but it might change what an entity reports as its 'operating profit or loss', due to the classification of certain income and expense items between the five categories of the consolidated income statement. It might also change what an entity reports as operating activities, investing activities and financing activities within the statement of cash flows, due to the change in classification of certain cash flow items between these three categories of the cash flows statement. The Group is currently assessing the impact of adopting IFRS 18.

2.5 **Trading income**

Trading income represents revenue generated from Customer Income, which includes spreads and overnight charges, and Customer Trading Performance, comprising gains and losses on customers' trading positions arising from client trading activity.

Open client positions are carried at fair value through profit or loss, with gains or losses arising from these valuations recognised as trading income, as well as gains or losses realised on positions that have closed.

Trading income is accounted for under the provisions of IFRS 9, at fair value in accordance with IFRS 13, Fair Value Measurements, as the Company is a broker-dealer, and its operations are based on generating profits from variation in price of broker-traders' margin and fair value adjustments of client trading positions on currencies, commodities, indices, cryptocurrencies, stocks and exchange traded funds.

2.6 **Foreign currency translation**

(i) ***Functional currencies***

Items included in the financial statements of each Group entity are measured using the currency of the primary economic environment in which each entity operates ("the functional currency").

The historical financial information is presented in USD which is also the functional currency of the Company.

(ii) ***Transactions and balances***

Foreign currency transactions are translated into respective functional currencies of the Group companies using the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value is determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting date exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss and presented within finance expenses.

(iii) ***Foreign operations***

The assets and liabilities of foreign operations, including fair value adjustments arising on acquisition, are translated into USD at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into USD at the average exchange rates.

Foreign currency differences are recognised in other comprehensive income and accumulated in the translation reserve, except to the extent that the translation difference is allocated to non-controlling interest.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a

foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss as part of the gain or loss on disposal.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

2.7 **Research and development expenses**

Research expenditures are recognised in profit or loss when incurred.

Costs incurred in an internal development project are recognised as an intangible asset only if the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale; the Group's intention to complete the intangible asset and use or sell it; the ability to use or sell the intangible asset; how the intangible asset will generate future economic benefits; the availability of adequate technical, financial and other resources to complete the intangible asset; and the ability to measure reliably the expenditures attributable to the intangible asset during its development.

When an internally developed intangible asset cannot be recognised, the development costs are recognised as an expense in profit or loss as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. For all reporting periods presented, the above criteria have not been met and therefore all development costs have been recognised as an expense in profit or loss.

2.8 **Current and deferred taxation**

Income tax expense comprises of current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

Current tax

Tax liabilities and assets for all periods are measured at the amount expected to be paid to or recovered from the taxation authorities, using the tax rates and laws that have been enacted, or substantively enacted, by the reporting date. Current tax includes any adjustments to tax payable in respect of previous periods.

Deferred tax

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Currently enacted tax rates are used in the determination of deferred tax.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

2.9 **Property plant and equipment**

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Depreciation is recognised in profit or loss on the straight-line method over the useful lives of each part of an item of property, plant and equipment.

The annual depreciation rates used for the current and comparative periods are as follows:

	Per cent.
Leasehold improvements	10
Motor vehicles	15
Furniture's, fixtures and office equipment	7-15
Computer equipment	20-33

Depreciation methods, useful lives and residual values are reassessed at each reporting date and adjusted if appropriate.

Where the carrying amount of an asset is greater than its estimated recoverable amount, the asset is written down immediately to its recoverable amount.

2.10 **Leased assets**

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For the leases of land and buildings in which it is a lessee, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group as lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of the right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Groups has elected not to recognise the right of use assets and lease liabilities for short term leases that have a lease term of 12 months or less and leases of low value assets (i.e. IT equipment, office equipment etc.). The Group recognises the lease payments associated with these leases as an expense on a straight line basis over the lease term.

2.11 **Cash and cash equivalents**

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose only of the consolidated statement of cash flows.

2.12 **Segregated client funds**

The Group's clients maintain funds in the Group's bank accounts for their trading purposes.

iCFD Ltd. and Formula Investment House Ltd. are required to manage client funds in accordance with the applicable client money rules, ensuring these funds are segregated within a fiduciary capacity supported be law and cannot be used for any other purpose.

These arrangements are subject to regulation, as well as industry custom and practice. These assets are not included in the Group's statement of financial position as the ability to control the assets is restricted. The determination of control is based on several indicators that mainly examine who is entitled to the economic benefits derived from the cash flows arising from these assets, and if clients have a secured claim in case of the insolvency of iCFD Ltd. or Formula Investment House Ltd.

This determination is re-examined when there is a change in circumstances, laws, regulations and contracts with the client.

2.13 **Financial instruments**

Recognition and initial measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost or at FVTPL.

A financial asset is measured at amortised cost if it meets both of the following conditions:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets - Subsequent measurement and gains and losses:

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method and are subject to impairment. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss. The Group holds medium term bond notes which are recorded at amortised cost.

Financial liabilities - Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

2.14 **Impairment of financial assets**

The Group has short-term financial assets such as trade receivables in respect of which the Group applies the simplified approach in IFRS 9 and measures the loss allowance in an amount equal to the lifetime expected credit losses.

Write-off

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.

2.15 **Impairment of non-financial assets**

Assets (other than deferred tax assets) that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash flows from continuing use that are largely independent of the cash inflows of other assets or cash generating units.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating unit.

An impairment loss is recognised if the carrying amount of an asset or cash-generating unit exceeds its recoverable amount.

Impairment losses are recognised in profit or loss.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

2.16 **Employee benefits**

The Group operates an employee benefit plan whereby employees are granted the right to cash payments based on a pre-determined number of shares without owning those shares under the terms and conditions agreed with the employee in a Phantom Award Agreement.

2.17 **Segmental reporting**

IFRS 8 'Operating segments' requires the Group to determine its operating segments based on information which is provided internally. Based on the internal reporting information and management structures within the group, it has been determined that there is only one operating segment being from the online trading on CFDs through the Group's internally developed platform.

2.18 **Share based payments**

Employees of the Group and the Company's Board of Directors receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is determined by the fair value at the date when the grant is made using an appropriate valuation model, further details of which are given in Note 19.

The cost of equity-settled transactions is recognized as expense, together with a corresponding increase in equity, over the period during which the relevant employees become entitled to the award, and where applicable, the performance conditions are fulfilled (the "**vesting period**"). The cumulative

expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether the market condition is satisfied, provided that all other vesting conditions (service and/or performance) are satisfied.

3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the historical financial information in compliance with IFRS requires the use of certain critical accounting estimates. It also requires the Group management to exercise judgement and use assumptions in applying the Group's accounting policies. The resulting accounting estimates calculated using these judgements and assumptions will, by definition, seldom equal the related actual results but are based on historical experience and expectations of future events. Management believe that the estimates utilised in preparing the historical financial information are reasonable and prudent.

Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The judgements and key sources of estimation uncertainty that have a significant effect on the amounts recognised in the historical financial information are discussed below:

Key accounting estimates

The following are the areas requiring the use of estimates that may significantly impact the historical financial information.

Fair value of derivatives

The Group carries open client positions at fair value and gains and losses arising on this valuation are recognised in revenue as unrealised fair value gains or losses. Realised gains or losses arising from trading in derivatives are recognised in revenue on the day that the financial instrument to which they relate is closed.

The Group determines the fair value of derivatives financial instruments, in accordance with IFRS 9 and IFRS 13. Open client positions are measured at fair value through profit or loss, with unrealised gains or losses recorded as trading income.

Determining fair value requires significant judgment due to the complexity and variability of the inputs involved, including:

- Market volatility: Fluctuations in prices of underlying assets, such as commodities and cryptocurrencies, can materially impact valuations within short timeframes; and
- Liquidity and bid-ask spreads: In less liquid markets, observable inputs may be limited, requiring reliance on estimates.

4 TRADING INCOME

No single customer makes up 10 per cent. or more of revenue in any period. The Group generates revenue primarily from the online trading on CFDs through its internally developed platform.

	Year ended 31 December 2022 USD '000	*Year ended 31 December 2023 USD '000*	*Year ended 31 December 2024 USD '000*
Net gain realised on trading	68,000	41,003	45,715
Net gains on financial assets at fair value through profit or loss	8,792	8,654	4,433
Trading income	76,792	49,657	50,148

Geographical reporting

	Year ended 31 December 2022 USD '000	*Year ended 31 December 2023 USD '000*	*Year ended 31 December 2024 USD '000*
Middle East and Africa	18,223	14,372	15,123
South Asia	12,454	8,558	8,370
East Asia	26,853	19,349	19,621
Europe	9,107	2,602	2,607
Latin America	10,155	4,776	4,427
	76,792	49,657	50,148

5 EXPENSES BY NATURE

Profit from operations is stated after charging:

	Year ended 31 December 2022 USD '000	*Year ended 31 December 2023 USD '000*	*Year ended 31 December 2024 USD '000*
Selling and marketing expenses:			
Staff and director costs	4,392	4,449	6,192
Information technology	1,060	765	897
Commissions expense (Note 21)	11,732	7,473	5,842
Research and development	9,758	9,732	8,188
Media expenses	6,190	5,614	5,470
Clearing charges	13,729	10,211	10,817
	46,861	38,244	37,406
Administrative and general expenses:			
Rent and utilities	614	465	511
Sundry expenses	291	468	1,099
Staff expenses	–	63	–
Auditors' remuneration	81	83	150
Legal fees	763	413	1,474
Consulting fees	851	1,035	1,023
Office and other expenses	125	339	307
Depreciation	171	347	552
	2,896	3,213	5,116

6 EMPLOYEE BENEFIT EXPENSE

Employee benefit expenses comprise:

	Year ended 31 December 2022 USD '000	*Year ended 31 December 2023 USD '000*	*Year ended 31 December 2024 USD '000*
Wages and salaries	3,980	3,779	5,517
Social security and taxes	395	448	551
Other pension costs	17	222	124
	4,392	4,449	6,192

6.1 **Director emoluments:**

None of the Directors of the Company were employed by any entity of the Group during the year ended 31 December 2024 (2022: none; 2023: none). The Directors received no remuneration for their services in the year ended 31 December 2024 (2022: *USD* Nil; 2023: *USD* Nil).

As of the date of this Registration Document, Mr. Eyal Carmon holds 100 per cent. of the shares in the Company. In the year ended 31 December 2024 he received USD 11,722 (2022: USD 13,398k; 2023: USD Nil) in respect of dividend payable.

Key management personnel include all the Directors, who together have authority and responsibility for planning, directing, and controlling the activities of the Group's business. During the years 2022, 2023, and 2024, there were no key management personnel other than the Directors of the Group.

7 NET FINANCE INCOME AND EXPENSES

	Year ended 31 December 2022 USD '000	*Year ended 31 December 2023 USD '000*	*Year ended 31 December 2024 USD '000*
Finance Income			
Interest income	28	98	218
Interest from deposits	–	3	38
	28	101	256
Finance Expenses			
Interest expense on lease liabilities	3	100	151
Bank charges	209	313	364
Net foreign exchange loss	707	318	1,343
	919	731	1,858

8 TAXES ON INCOME

Tax rates applicable of the main entities in the Group:

	Country of incorporation	*Applicable tax rate – per cent.*
iFOREX Financial Trading Holdings Ltd.	British Virgin Islands	23*
iFOREX Holding Ltd.	British Virgin Islands	23*
Formula Investment House Ltd.	British Virgin Islands**	0
iCFD Ltd.	Cyprus	12.5
I For Fintech Ltd.	Israel***	23
FIH – Athens Branch	N/A	22

* The Company and iFOREX Holding Ltd. are Israeli resident for tax purposes commencing from 2023.

** Under the laws in the BVI Formula Investment House Ltd. is not subject to corporate tax.

*** The statutory corporate tax rate in Israel is 23 per cent. The Company received a pre-ruling from the Israeli Tax Authority (the "**ITA**") approving its eligibility to be classified, commencing from 2023, as PTE (see below) for which the tax rate is 12 per cent. Any other income that is not considered as PTE will be subject to ordinary income tax rate of 23 per cent.

Tax laws applicable in Israel

Amendment to the Law for the Encouragement of Capital Investments, 1959 (Amendment 73) (the "Encouragement Law"):

Amendment 73 to the Encouragement Law prescribes a special tax regime for technological enterprises as follows:

Preferred Technological Enterprise ("**PTE**") as defined in the Encouragement Law will be subject to tax at a rate of 12 per cent. on profits deriving from intellectual property which meets the conditions of being treated as "Preferred Technological Income."

Any dividends distributed from PTE to non-Israeli shareholders or individuals, sourced in the income from the technological enterprise is subject to reduced Israeli withholding tax rate of 20 per cent. (or lower rate under the applicable tax treaty). No withholding tax will be remitted upon distribution of dividend sourced from preferred technological income to an Israeli corporation.

Tax assessments

To date, there are no ongoing tax audits.

Analysis of charge

	Year ended 31 December 2022 USD '000	*Year ended 31 December 2023 USD '000*	*Year ended 31 December 2024 USD '000*
Total current tax	19	791	983
Adjustments in respect of prior periods	–	11	–
Other taxes	14	14	(79)
Current tax charge for the period	33	816	904
Tax charge per statement of comprehensive income	33	816	904

Reconciliation of tax expense and tax based on accounting profits:

	Year ended 31 December 2022 USD '000	*Year ended 31 December 2023 USD '000*	*Year ended 31 December 2024 USD '000*
Profit from ordinary activities before tax	26,144	7,570	6,024
Tax calculated on applicable domestic tax rate (2022 – 0 per cent. and 2023 and 2024 – 23 per cent.)	13	1,741	1,386
Effects of:			
Tax benefit arising from PTE	–	(708)	(745)
Different tax rates in other countries and jurisdictions	(25)	(339)	(214)
Expenses not deductible for tax purposes	18	18	35
Losses for which no tax benefit was recorded	–	74	411
Prior year tax adjustments and other tax differences	13	10	–
Other	14	20	31
Tax charge	33	816	904

Current tax assets and liabilities

	As at 31 December 2022 USD '000	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
Corporation tax assets (payable)	(6)	(172)	867
	(6)	(172)	867

9 DIVIDEND

	Year ended 31 December 2022 USD '000	*Year ended 31 December 2023 USD '000*	*Year ended 31 December 2024 USD '000*
Final dividend	13,969	–	11,722
	13,969	–	11,722

10 EARNINGS PER SHARE

Basic and diluted earnings per share is calculated by dividing the profit attributable to equity holders by the weighted average number of ordinary shares in issue. Diluted earnings per share is calculated by dividing the profit attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the period plus the weighted average number of ordinary shares that would have been issued on the conversion of all dilutive potential ordinary shares into ordinary shares.

	Year ended 31 December 2022	*Year ended 31 December 2023*	*Year ended 31 December 2024*
Profit used in calculating basic and diluted EPS (USD '000)	21,744	5,625	3,931
Weighted average number of shares	100	100	100
Diluted weighted average number of shares	100	100	100
Earnings per share (USD)	217,440	56,250	39,310
Diluted earnings per share (USD)	217,440	56,250	39,310

11 PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvement USD '000	*Furniture, fixtures and office equipment USD '000*	*Computer equipment USD '000*	*Total USD '000*
Cost				
Balance at 1 January 2022	–	419	2,824	3,243
Additions	73	5	248	326
Disposals	–	–	(1)	(1)
Exchange differences	1	(19)	(18)	(36)
At 31 December 2022	74	405	3,053	3,532
Depreciation				
At 1 January 2022	–	(382)	(2,361)	(2,743)
Depreciation for the year	(7)	(9)	(141)	(157)
Exchange differences	–	18	19	37
Balance at 31 December 2022	(7)	(373)	(2,483)	(2,863)
Net book amount				
Balance at 31 December 2022	67	32	570	669
Cost				
Balance at 1 January 2023	74	405	3,053	3,532
Additions	1	–	326	327
Exchange differences	3	10	9	22
At 31 December 2023	78	415	3,388	3,881
Depreciation				
At 1 January 2023	(7)	(373)	(2,483)	(2,863)
Depreciation for the year	(8)	(7)	(273)	(288)
Exchange differences	–	(10)	(6)	(16)
Balance at 31 December 2023	(15)	(390)	(2,762)	(3,167)
Net book amount				
Balance at 31 December 2023	63	25	626	714

	Leasehold improvement USD '000	*Furniture, fixtures and office equipment USD '000*	*Computer equipment USD '000*	*Total USD '000*
Cost				
Balance at 1 January 2024	78	415	3,388	3,881
Additions	–	1	81	82
Exchange differences	(16)	(4)	(15)	(35)
At 31 December 2024	62	412	3,454	3,928
Depreciation				
At 1 January 2024	(15)	(390)	(2,762)	(3,167)
Depreciation for the year	(8)	(1)	(190)	(199)
Exchange differences	13	5	13	31
Balance at 31 December 2024	(10)	(386)	(2,939)	(3,335)
Net book amount				
Balance at 31 December 2024	52	26	515	593

12 LEASED ASSETS

The Group leases a number of assets in the jurisdictions from which it operates in with all lease payments, in-substance, fixed over the lease term. All expected future cash out flows are reflected within the measurement of the lease liabilities at each period end.

	As at 31 December 2022	*As at 31 December 2023*	*As at 31 December 2024*
Number of active leases	1	2	3

The Groups leases include leasehold properties for commercial and head office use. The leases range in length from three to seven years.

Extension, termination, and break options

The Group sometimes negotiates extension, termination, or break clauses in its leases. In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

On a case-by-case basis, the Group will consider whether the absence of a break clause would expose the Group to excessive risk. Typically, factors considered in deciding to negotiate a break clause include:

- The length of the lease term;
- The economic stability of the environment in which the property is located; and
- Whether the location represents a new area of operations for the Group.

Incremental borrowing rate

The Group has estimated a rate with a range of 4.83-9 per cent. as its incremental borrowing rate, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. This rate is used to reflect the risk premium over the borrowing cost of the Group measured by reference to the Groups facilities.

Right of use assets	*Leasehold properties USD '000*
Cost	
Balance at 1 January 2022	–
Additions	215
Exchange difference	19
Balance at 31 December 2022	234
Depreciation	
Balance at 1 January 2022	–
Depreciation for the year	(15)
Balance at 31 December 2022	(15)
Net book amount	
Balance at 31 December 2022	219
Cost	
Balance at 1 January 2023	234
Additions	1,802
Exchange difference	61
Balance at 31 December 2023	2,097
Depreciation	
Balance at 1 January 2023	(15)
Depreciation for the year	(195)
Exchange differences	(16)
Balance at 31 December 2023	(226)
Net book amount	
Balance at 31 December 2023	1,871
Cost	
Balance at 1 January 2024	2,097
Additions	125
Exchange difference	(30)
Balance at 31 December 2024	2,192
Depreciation	
Balance at 1 January 2024	(226)
Depreciation for the year	(354)
Exchange differences	10
Balance at 31 December 2024	(570)
Net book amount	
Balance at 31 December 2024	1,622

Lease liabilities	*Leasehold properties USD '000*
At 1 January 2022	–
Additions	215
Interest expense	3
Lease payments	(17)
Exchange differences	19
At 31 December 2022	220
At 1 January 2023	220
Additions	1,802
Interest expense	101
Lease payments	(201)
Exchange differences	(10)
At 31 December 2023	1,912
At 1 January 2024	1,912
Additions	125
Interest expense	151
Lease payments	(444)
Exchange differences	(19)
At 31 December 2024	1,725

Reconciliation of minimum lease payments and present value:

	As at 31 December 2022 USD '000	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
Within 1 year	64	410	398
Later than 1 year and less than 5 years	177	1,505	1,444
More than 5 years	–	563	208
Total including interest cash flows	241	2,478	2,050
Less: interest cash flows	(21)	(566)	(325)
Total principal cash flows	220	1,912	1,725

Reconciliation of current and non-current lease liabilities:

	As at 31 December 2022 USD '000	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
Current	55	400	314
Non-current	165	1,512	1,411
Total	220	1,912	1,725

13 OTHER CURRENT FINANCIAL ASSETS

	Total USD '000
At 1 January 2023	–
Additions	912
Interest received	16
Exchange differences	12
At 31 December 2023	940
At 1 January 2024	940
Redemption	(950)
Interest received	12
Exchange differences	(2)
At 31 December 2023	–

Other assets held represented 3 per cent. EURO medium term notes issued by BHP Billiton Finance Limited with a maturity date of 29 May 2024.

14 TRADE AND OTHER RECEIVABLES

	As at 31 December 2022 USD '000	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
Trade receivables	4,260	593	6,904
Receivables from related parties (Note 21)	12	–	–
Advances and prepayments	3,440	3,086	1,248
Other receivables	82	173	200
Refundable VAT	47	3	76
Refundable tax	–	7	867
	7,841	3,862	9,295

The exposure of the Group to credit risk and impairment losses in relation to trade and other receivables is reported in Note 22 of the historical financial information.

Deposits are held in various banks and are denominated in USD and EUR. These deposits bear interest at varying rates dependent on the term, and bank.

15 CASH AND CASH EQUIVALENTS

	As at 31 December 2022 USD '000	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
Cash in hand	7	12	107
Cash at bank	11,548	17,628	8,022
Short term deposits	184	170	484
	11,739	17,810	8,613

For the purposes of the consolidated statement of cash flows, cash and cash equivalents include the following:

	As at 31 December 2022 USD '000	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
Cash and cash equivalents	11,739	17,810	8,613
Bank overdrafts	(30)	(43)	(43)
	11,709	17,767	8,570

The Group's clients maintain funds in the Group's bank accounts which are used for their trading purposes. As the funds cannot be used for the Group's own purposes and are designated as client's accounts, client funds are not included in the consolidated statement of financial position of the Group (Note 17).

The exposure of the Group to credit risk and impairment loss in relation to cash and cash equivalents is reported in Note 22 to the consolidated financial statements.

16 CAPITAL MANAGEMENT

The Group manages its capital to ensure that it will be able to continue as a going concern while increasing the return to owners through the strive to improve the debt/equity ratio. The Group's overall strategy remains unchanged in each period presented in the historical financial information.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to owners, return capital to owners or issue new shares.

Total capital is calculated as ''equity" as shown in the consolidated statement of financial position plus net debt.

iCFD Ltd., a subsidiary of the Group, must maintain adequate capital and liquidity requirements, as the Cyprus Securities and Exchange Commission regulated firm. Management prepares a capital plan, and review this on an on-going basis to ensure that future capital needs are aligned with its strategic plans. Internal processes ensure ongoing compliance with capital adequacy and liquidity needs in iCFD Ltd.

The Group's subsidiary Formula Investment House Ltd. maintains a liquidity cushion of at least USD 10 million to ensure compliance with regulations set by the Financial Services Commission in the British Virgin Islands.

The Internal Capital Adequacy Risk Assessment process includes liquidity adequacy assessment, stress testing, and wind-down planning. This ensures adequate capital and liquidity to cover risks.

17 CLIENT FUNDS

The Group's clients maintain funds in the Group's bank accounts which are used for their trading purposes. In cases when the funds cannot be used for Group's own purposes, they are kept in bank accounts which are designated as Clients' Accounts. Consequently, clients' funds with such limitations are not included in the consolidated statement of financial position of the Group. The funds held on behalf of clients are as follows:

	As at 31 December 2022 USD '000	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
EUR	6,835	6,229	11,646
USD	1,509	1,454	1,389
GBP	821	1,275	45
PLN	417	393	416
CHF	446	79	78
JPY	326	14	143
CZK	144	16	34
HUF	197	382	398
SEK	1	5	4
	10,696	9,847	14,153

18 TRADE AND OTHER PAYABLES

	As at 31 December 2022 USD '000	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
Trade payables	1,143	1,270	598
Other payables	1,920	812	744
Accruals	217	309	879
Payables to related parties (Note 21)	3,791	259	6,085
	7,071	2,650	8,306

The exposure of the Group to liquidity risk in relation to financial instruments is reported in Note 22 to the historical financial information.

19 SHARE CAPITAL

	As at 31 December 2022 USD	*As at 31 December 2023 USD*	*As at 31 December 2024 USD*
Allotted, called up and fully paid			
Ordinary shares of no-par value	100	100	100
	100	100	100

The Company has authorised share capital of 50,000 shares of no par value, of which 100 Ordinary shares were allotted for *USD* 1 per share, as at each year end presented in the Historical Financial Information.

Employee share incentive plan

iFOREX Holding Ltd., a subsidiary of the Company, adopted the 2024 Share Incentive Plan (the "2024 Plan") on 26 September 2024. The 2024 Plan provides for the grant of options, and restricted shares to its employees, directors, office holders, service providers and consultants of the Group. On and with effect

from Admission, the 2024 Plan will be amended so that it is adopted by the Company and, following Admission, the grant of the options and restricted shares will be in respect of Shares in the Company.

On 26 November 2024 the Group granted 141,800 restricted shares and 54,200 options on 29 December 2024, with an exercise price of USD 0.01, over ordinary shares. The exercise period ends on the 10th anniversary of the date of grant.

The vesting period, unless otherwise approved by the Board, is as follows:

1 Twenty-five per cent. (25 per cent.) of the shares covered by the award, on the 2nd anniversary of the grant date.

2 Additional twenty-five per cent. (25 per cent.) of the shares covered by the award, on the 4th anniversary of the grant date.

3 Additional fifty per cent. (50 per cent.) of the shares covered by the award, on the 5th anniversary of the grant date.

Voting Rights: Shares granted under the 2024 Plan are subject to an irrevocable proxy and power of attorney until the shares are listed for trading on a stock exchange or market. This proxy allows the designated person or persons, as determined by the Committee, to receive notices, vote, and take other actions in respect of the shares. The proxy holder will vote the shares in the same proportion as the result of the vote at the shareholders' meeting or written consent, unless directed otherwise by the Board.

Dividend Rights: Grantees are entitled to receive dividends distributed with respect to the shares, subject to certain provisions of the iFOREX articles of association and applicable laws. If a cash dividend is distributed with respect to restricted shares during the restricted period, the Trustee will transfer the dividend payment to the Grantee after withholding any applicable taxes, and the amount withheld will be remitted to the taxing authority upon the earlier of the lapse of the restricted period, termination of employment, or the Grantee's death, disability, or retirement.

As of the 31 December 2024 there were 141,800 restricted shares and 54,200 outstanding options with a weighted average exercise price of USD 0.01.

The fair value of Restricted shares, granted in 2024 was estimated based on independent valuation of the fair value of the shares on the date of the grant.

The fair value of options, granted in 2024 was estimated using the Black & Scholes option-pricing model with the following assumptions:

	As at 31 December 2024
Weighted average expected term (years)	7
Risk free interest rate	4.71%
Volatility	35.96%
Dividend yield	17.8%
Estimated share price (USD)	62.9

These assumptions and estimates were determined as follows:

Expected Volatility. Since iFOREX has no trading history of its ordinary shares, the expected volatility is derived from the average historical share volatilities of several unrelated public companies within the iFOREX industry that iFOREX considers to be comparable to its own business over a period equivalent to the option's expected term.

Risk-Free Interest Rate. The risk-free rate for the expected term of the options is based on the Black-Scholes option-pricing model on the yields of U.S. Treasury securities with maturities appropriate for the expected term of employee share option awards.

The share-based payment expense was recorded in the statement of profit or loss as follows:

	Year ended 31 December 2024 USD '000
Selling and marketing	103
General, administrative and operating	154
	257

20 SUBSIDIARIES AND OWNERSHIP

The Group is ultimately controlled by Mr. Eyal Carmon who holds 100 per cent. of the shares in the Company.

The Company has one direct subsidiary, iFOREX Holding Ltd., of which it owns 73 per cent. of the issued shares, as at 31 December 2024 (2022: 83 per cent; 2023: 83 per cent.).

The remainder of the shares are held by ESOP Management & Trust Services Ltd, further details of which are set out in Part IX: "*Additional Information*".

iFOREX Holding Ltd. directly and indirectly owns 100 per cent. of the issued shares of all other subsidiaries of the Group as at 31 December 2023.

The table below sets out the details of the active subsidiaries of the Company during the historical financial period.

Active subsidiaries	*Activity*	*Country of incorporation*
iFOREX Holding Ltd.	Holdings	BVI
Formula Investment House Ltd.	Trading	BVI
iCFD Ltd.	Trading	Cyprus
Formula Investment House B.O.S Ltd.	Trading	Cyprus
I For Fintech Ltd.	Trading	Israel
Athens Branch (of Formula Investment House Ltd.)	Ancillary Services	Greece

21 RELATED PARTY TRANSACTIONS

The transactions and balances with related parties are as follows:

(i) Commission and Management fee expense (Note 5)

		Year ended 31 December 2022 USD '000	*Year ended 31 December 2023 USD '000*	*Year ended 31 December 2024 USD '000*
Directors	Commission	3,300	2,606	2,803
Directors	Management Fee	407	386	455
		3,707	2,992	3,258

The above commission fees are in respect of governance, legal, and customer employee support service recharges, billed to the Group on a monthly basis. Historically, where appropriate, the Group enter into short term service agreements for these services which are then subsequently rolled over, or terminated, at the discretion of the Directors.

(ii) Receivables from related companies (Note 14)

		As at 31 December 2022 USD '000	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
	Nature of transactions			
Director	Trade	12	–	–
		12	–	–

(iii) Dividend payable to Director (Note 18)

		As at 31 December 2022 USD '000	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
	Nature of transactions			
Shareholder	Dividend payable	3,614	111	5,932
		3,614	111	5,932

(iv) Payables to related parties (Note 18)

		As at 31 December 2022 USD '000	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
	Nature of transactions			
Director	Commission	177	148	153

Compensation of key management personnel of the group recognized as an expense:

	As at 31 December 2022 USD '000	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
Short-term employee benefits	864	814	890
Share-based payment	–	–	41
Total compensation	864	814	931

22 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

Financial risk factors

The Group is exposed to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

The Board of Directors has the overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and monitor risks and adherence to limits. Risk management

policies and systems are reviewed regularly to reflect changes in market conditions and in the Group's activities

(i) ***Credit Risk***

Credit risk arises when a failure by counter parties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the reporting date. The Group has policies in place to ensure that transactions are conducted with counterparties with an appropriate credit history. Cash balances are held with high credit quality financial institutions and the Group has policies to limit the amount of credit exposure to any financial institution. The carrying amount of financial assets represents the maximum credit exposure.

The Group relies on third party credit card clearers, payment institutions and payment service providers including cryptocurrency exchanges in order to allow clients to fund their accounts with the Group. Such credit card clearers, payment institutions and payment service providers may hold funds owed to the Group for different durations, including between the time the client payment transaction is approved and when settlement is received by the Group. The Group credits the full amount of the client's transaction to the client's account with the Group, and therefore, the Group is exposed to a risk that such third-party provider will fail to make settlement of such funds to the Group. Failure to make settlement may have an adverse effect on the Group's financial results and operations.

To minimise such risks the Group operates a fully integrated proprietary cashier system (the Group's payment system) enabling client deposits to be made in multiple currencies across a wide range of payment methods for both online and offline transactions. The Cashier system was developed for the Group's clientele and designed to cater to clients across different locations with clients able to see the most compatible payment options. The cashier allows the Group to manage the flow of transactions between various payment service providers, prioritising providers based on fees, reliability and settlement timing, thus reducing costs, increasing efficiencies and reducing credit risk

(ii) ***Liquidity Risk***

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations arising from its financial liabilities that are settled by delivering cash or other financial assets. Liquidity risk is managed centrally and, on a Group wide basis. The Group's approach to managing liquidity is to ensure it will have sufficient liquidity to meet its financial liabilities when due, under both normal circumstances and stressed conditions. The Group has procedures with the object of minimising losses such as maintaining sufficient cash and other highly liquid current assets.

The following are the contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include contractual interest payments.

	Carrying Amount USD '000	*Contractual cash flows USD '000*	*Within 1 year USD '000*	*Between 1-5 years USD '000*	*More than 5 years USD '000*
31 December 2022					
Lease liabilities	220	(241)	(64)	(177)	–
Bank overdrafts	30	(30)	(30)	–	–
Trade and other payables	7,071	(7,071)	(7,071)	–	–
Payables to related parties	3,791	(3,791)	(3,791)	–	–
	11,112	(11,133)	(10,956)	(177)	–

	Carrying Amount USD '000	*Contractual cash flows USD '000*	*Within 1 year USD '000*	*Between 1-5 years USD '000*	*More than 5 years USD '000*
31 December 2023					
Lease liabilities	1,912	(2,478)	(410)	(1,505)	(563)
Bank overdrafts	43	(43)	(43)	–	–
Trade and other payables	2,650	(2,650)	(2,650)	–	–
Payables to related parties	259	(259)	(259)	–	–
	4,864	(5,430)	(3,362)	(1,505)	(563)
31 December 2024					
Lease liabilities	1,725	(2,050)	(398)	(1,444)	(208)
Bank overdrafts	43	(43)	(43)	–	–
Trade and other payables	8,306	(8,306)	(8,306)	–	–
Payables to related parties	6,085	(6,085)	(6,085)	–	–
	16,159	(16,484)	(14,832)	(1,444)	(208)

(iii) ***Market risk***

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The Group inherits risk from the positions its clients take within a market, as the Group matches the short and long positions of its clients and internally manages the residual net exposure, which could potentially lead to market losses. Such market risks can occur where a market fluctuates suddenly or sharply or where there is a steady demand for an instrument in one direction which the Group fails to manage promptly and effectively.

The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Group has in place a number of market risk management techniques to ensure that it is able to match client positions and manage any downside risk, including actively monitoring price movements, varying spreads in response to market movements, the use of overnight fees, increasing margin requirements and imposing USD 15m limits on the maximum exposure for each client position and lower limits on a per asset basis.

(iv) ***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 Group's functional currency. The Group is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the EURO, British Pound, Swiss Franc, Japanese Yen and Israeli Shekel. The Group's management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

If the USD had strengthened by 1 per cent. as at 31 December 2024, 2023, and 2022 in respect of balances denominated in other currencies, with all other variables unchanged, the exposure on income after taxes in respect of those balances is shown below. The exposure in respect of balances denominated in other currencies is immaterial.

	As at 31 December 2022 USD '000	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
Euro	(1,108)	(1,881)	(1,793)
British Pounds	(32)	(46)	(60)
Swiss Franc	(3)	(7)	(9)
Japanese Yen	319	416	440
Israeli Shekel	41	(14)	(204)
Polish Zloty	(44)	(49)	(54)

	As at 31 December 2022 USD '000	*As at 31 December 2023 USD '000*	*As at 31 December 2024 USD '000*
Chinese Yuan	(140)	118	24
Indian Rupee	74	78	98
Other currencies	(7)	8	1
	(900)	(1,377)	(1,557)

23 EVENTS AFTER THE REPORTING PERIOD

On 9 May 2025, iFOREX Financial Trading Holdings Ltd. announced that it is considering an initial public offering and that it is considering applying for admission of its ordinary shares to the equity shares (commercial companies) category of the FCA's Official List and to trading on the Main Market of the London Stock Exchange.

PART IX

ADDITIONAL INFORMATION

1 RESPONSIBILITY

The Company, the Directors and the Proposed Directors, whose names are set out in Part V: "*Directors, Proposed Directors, Senior Management and Corporate Governance*", accept responsibility for the information contained in this Registration Document. To the best of the knowledge of the Company, the Directors and the Proposed Directors, the information contained in this Registration Document is in accordance with the facts and this Registration Document makes no omission likely to affect the import of such information.

2 INCORPORATION AND STATUS OF THE COMPANY

2.1 The Company was originally incorporated in the British Virgin Islands on 30 June 2009 under the BVI Business Companies Act 2004, as amended, as a BVI business company with the name IPEC Holdings Ltd.

2.2 On 9 April 2025, the Company was discontinued from the British Virgin Islands and continued as a company registered under the Guernsey Companies Law. The Company re-registered as a non-cellular company limited by shares and was thereafter renamed as iFOREX Financial Trading Holdings Ltd. on 6 May 2025. The Company has a no par value share capital structure, and accordingly, no share issued by the Company shall have a nominal (or par) value.

2.3 The principal legislation under which the Company operates is the Guernsey Companies Law and the regulations made thereunder. The Company operates in conformity with its constitution.

2.4 The Company's legal and commercial name is iFOREX Financial Trading Holdings Ltd.

2.5 The registered and head office of the Company is at c/o New Street Management Limited, Les Echelons Court, Les Echelons, St Peter Port, Guernsey, GY1 1AR. The telephone number of the Company's registered office is +44 01481 755860. The Company's website address is www.iforex.com. The contents of the Company's website is not incorporated into and does not form part of this Registration Document.

2.6 The Company's business, and its principal activity, is to act as the ultimate holding company of the Group.

2.7 The Company's legal entity identifier is 213800DHYQM8426F7F96.

3 SHARE CAPITAL

3.1 As at 6 May 2025 (being the latest practicable date prior to the date of this Registration Document) the issued share capital of the Company (which includes treasury shares) is 100 issued Ordinary Shares of no par value.

3.2 There have been no changes in the share capital of the Company since 1 January 2022 and 6 May 2025 (being the latest practicable date prior to the date of this Registration Document) as the Founder continues to be the sole registered shareholder in the Company with 100 issued Ordinary Shares of no par value.

3.3 In the event of and in connection with any potential Admission, the Company will undertake a reorganisation of its share capital, which will take effect immediately prior to or, alternatively, with effect from, any Admission. Pursuant to this, the share capital will be reorganised as follows:

(a) the Company will sub-divide the existing 100 issued Ordinary Shares of no par value held by the Founder such that, in light of any proposed fundraising by the Company (on the basis the

Company raises the minimum free float), the Founder shall hold 64 per cent. of the issued share capital following such sub-division;

(b) the Company will enter into a Share Exchange Agreement with iFOREX and the Employee Shareholders, being the beneficial owners of 337,400 ordinary shares and 75,350 options over ordinary shares held by ESOP Management & Trust Services Ltd. in iFOREX (the "**Exchange Shares and Options**") pursuant to which the Employee Shareholders will exchange their Exchange Shares and Options on and with effect from Admission for new Ordinary Shares in the Company which will result in the Employee Shareholders holding 26 per cent. of the issued share capital of the Company; and

(c) the Company will be granted certain authorities to allow and purchase Shares and certain disapplications of pre-emption rights in relation to the allotment of Shares.

3.4 In connection with the Share for Share Exchange, the Company applied to the ISA for a routine exemption in which approval is sought for the issuance of the Company's securities to Israeli employees and consultants of iFOREX, as part of the Share for Share Exchange. The ISA approval was received on 09 March 2025.

3.5 Guernsey Companies Law does not confer statutory rights of pre-emption on Shareholders in respect of the allotment of equity securities which are, or are to be, paid up in cash and apply to any new shares in the share capital of the Company. However, the Articles contain pre-emption rights in favour of the Company's shareholders in respect of the issue of equity securities. If the Board of Directors proposes to issue Equity Securities (as defined in section 560 of the UK Companies Law 2006) for cash, Shareholders will generally have a right of pre-emption to those securities on a *pro rata* basis pursuant to the Articles. Pre-emption rights are transferable during the subscription period relating to a particular offering. The Shareholders may, by way of special resolution, grant authority to the Board of Directors to allot Equity Securities for cash as if the pre-emption rights did not apply. Issues of shares for a consideration other than cash, or partly for cash and partly for another form of consideration, are not subject to such pre-emption rights.

3.6 Save as disclosed:

(a) the Company does not have in issue any securities not representing share capital;

(b) no shares of the Company are currently in issue with a fixed date on which entitlement to a dividend arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived;

(c) the Company does not hold any treasury shares and no Shares are held by, or on behalf of, any member of the Group;

(d) no Shares have been issued otherwise than at no par value;

(e) no share or loan capital of the Company has, since 1 January 2022 to the date of this Registration Document, been issued or agreed to be issued, or is now proposed to be issued (other than pursuant to the Offer), fully or partly paid, either for cash or for a consideration other than cash, to any person;

(f) the Company has no outstanding convertible securities, exchangeable securities or securities with warrants;

(g) no commissions, discounts, brokerages or other special terms have been granted by the Company or any other member of the Group in connection with the issue or sale of any share or loan capital of any such company; and

(h) no share or loan capital of the Company is under option or agreed conditionally or unconditionally to be put under option.

3.7 The Company will be subject to the continuing obligations of the FCA with regard to the issue of Shares for cash. The provisions of the Guernsey Companies Law does not confer pre-emption rights on Shareholders relating to new share issues however, the Articles (which confer on Shareholders rights of pre-emption in respect of the allotment of equity securities) apply to the issue of shares in the capital of the Company except to the extent such provisions have been dis-applied.

3.8 The Shares are denominated in Pounds Sterling.

4 SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN ENGLISH AND GUERNSEY LAW

4.1 There are a number of differences between the UK Companies Act 2006 (which is the principal English company law legislation) and the Guernsey Companies Law (which is the principal Guernsey company law legislation) which could impact upon the rights of the Company's shareholders. The main differences between the UK Companies Act 2006 and the Guernsey Companies Law include (but are not limited to) the following:

(a) The UK Companies Act 2006 confers statutory pre-emption rights on shareholders relating to new share issues whereas the Guernsey Companies Law does not confer statutory pre-emption rights on shareholders relating to new share issues, however, the Articles contain pre-emption rights in favour of the Company's shareholders in respect of the issue of equity securities;

(b) Under the UK Companies Act 2006, the directors require the sanction of the shareholders to issue and allot shares, whereas under the Guernsey Companies Law, the directors do not, however, the Articles require authorities to be given to the directors in respect of certain share issues;

(c) The UK Companies Act 2006 requires that any partly paid shares to be allotted by a public company are paid up to at least one quarter of each share's nominal value, whereas the Guernsey Companies Law does not contain any requirement as to the proportion to be paid;

(d) The UK Companies Act 2006 requires a public company to publish on a website a statement setting out any matter relating to the audit of its accounts that are to be discussed at the next accounts meeting or any circumstances concerned with an auditor ceasing to hold office where it is requested to do so by a certain proportion of shareholders whereas the Guernsey Companies Law does not, but provisions to this effect have been included in the Articles;

(e) In the context of takeover offers, the Guernsey Companies Law includes provisions similar to those existing under English law in relation to schemes of arrangement, and in relation to the compulsory acquisition of shares following a tender offer, including the voting or acceptance thresholds (as the case may be) required to effect the same. In addition, the Guernsey Companies Law permits two or more companies (which need not all be Guernsey incorporated companies) to merge to form one successor company. In the case of any company incorporated in Guernsey, any such merger is subject to approval by its board of directors and, save where a company merges with any other company which is a wholly-owned subsidiary of it, or where two or more companies merge which are wholly owned-subsidiaries of the same company, to approval by special resolution of the company (and, where any provision in the merger proposal would, if contained in an alteration to a merging company's memorandum or articles of incorporation or otherwise proposed in relation to that company, require the approval of any particular class of members, by a special resolution of that class), in addition to certain other substantive and procedural requirements;

(f) The circumstances in which the Guernsey Companies Law permits a Guernsey company to indemnify its directors in respect of liabilities incurred by the directors in carrying out their duties are limited, albeit in a slightly different manner to English companies under the UK Companies Act 2006;

(g) Under the Companies Act, there is a general prohibition on the granting of loans by a company to its directors (unless a shareholder resolution is passed approving such loan or certain exceptions apply), whereas there is no general prohibition on the granting of loans by a company to its directors under the Guernsey Companies Law (but directors remain subject to fiduciary duties when considering the grant of any such loans) and any costs incurred in defending any proceedings which relate to anything done or omitted to be done by that director in carrying out his duties may be funded by way of loans;

(h) The Guernsey Companies Law does not require that shareholders approve compensation payments made to directors for loss of office, whereas under the UK Companies Act 2006, a payment by a company to a director (or a person connected to such director) for loss of office of that company or its holding company must be approved by a resolution of shareholders, however, the relevant UK Companies Act 2006 provisions have been incorporated into the Articles;

(i) The Guernsey Companies Law does not grant the directors of a Guernsey company a power to request information concerning the beneficial ownership of shares, however, the relevant

provisions of Chapter 5 of the Disclosure Guidance and Transparency Rules have been incorporated into the Articles which permit the directors to request such disclosure in the relevant circumstances;

(j) The Guernsey Companies Law does not require the directors of a Guernsey company to disclose to the company their beneficial ownership of any shares in the company (although they must disclose to the company the nature and extent of any direct or indirect interest which conflicts, or may conflict to a material extent with, a transaction into which the company or any of its subsidiaries is proposing to enter);

(k) The Guernsey Companies Law, unlike the UK Companies Act 2006, does not confer on members the right to require the directors of a company to obtain an independent report on any poll taken, or to be taken, at a general meeting, nor does it confer rights on members to require a company to circulate resolutions to be proposed at the next annual general meeting, or to circulate explanatory statements from the members relating to any matter regarding a resolution to be proposed at a general meeting in advance of that meeting, or rights for a nominee holder of shares to have the same information rights granted to the underlying beneficial owner of the share, however, provisions have been inserted into the Articles to give these rights to the shareholders;

(l) There is no restriction on donations by a company to political organisations under the Guernsey Companies Law as there is under the UK Companies Act 2006, however, a suitable restriction has been included in the Articles;

(m) Under Guernsey law, the circumstances in which a shareholder may bring a derivative claim against a company may be more limited than is the case under English law. However, the Guernsey Companies Law includes an equivalent provision to the UK Companies Act 2006 relating to protection of shareholders against unfair prejudice and in this respect Guernsey has (subject to certain exceptions) a broadly similar position under customary law to the common law position under English law;

(n) The Guernsey Companies Law does not contain restrictions on substantial property transactions equivalent to those contained in the UK Companies Act 2006;

(o) Pursuant to the Guernsey Companies Law, and subject to the Directors being able to make the required solvency statement, a Guernsey no par value company may make a distribution from any source whereas under the UK Companies Act 2006 distributions generally may only be made from distributable reserves;

(p) Under Guernsey law, the three procedures for pursuing a Guernsey company's unpaid debts are winding up, administration and désastre. Concepts such as receivership and voluntary arrangements do not exist under Guernsey law. If the company is solvent the winding up will typically be a voluntary winding up. If the company is insolvent, the winding up will be a compulsory winding up. A creditor may seek an order for the compulsory winding up of a company if: (a) they are owed a sum exceeding £750 which is then due and serve on the company through the office of Her Majesty's Sergeant at the company's registered office a written demand for payment and the company, for a period of 21 days immediately following the date of service, neglects to pay the sum or to secure payment to the reasonable satisfaction of the creditor; or (b) if it is proved to the satisfaction of the Court that the company fails to satisfy the solvency test as set out in the Guernsey Companies Law. The Royal Court may also, on application, order a company to be wound up on just and equitable grounds. A creditor may also seek to have the company's property declared en désastre (literally meaning "in disaster") by the Guernsey court. Once a creditor has obtained a court judgment against a company in the amount of its debt, other creditors of the same company can join in those proceedings (and do not themselves need to obtain judgment for the amount of their own debt) and the arresting creditor applies for a court order that the judgment be executed against the company's assets. This second judgment is presented to Her Majesty's Sheriff who arrests the company's assets and, with the court's consent, sells them by public auction and distributes the proceeds. Where there are insufficient funds to go round, the company will be declared en etat de désastre and a Commissioner appointed by the court to act as Commissioner and conduct the process. The Commissioner will convene a meeting at which they will assess the various claims and preferences of the creditors and declare the dividend payable to each of them out of the proceeds of sale; and

(q) The Guernsey Companies Law does not provide a statutory right to Shareholders to remove directors, as is provided under the UK Companies Act 2006, however, a right to remove Directors by ordinary resolution has been included in the Articles.

4.2 This list above is intended to be illustrative only and does not purport to be exhaustive or to constitute legal advice. In the event of any Admission, any potential shareholder wishing to obtain further information regarding their potential rights as a shareholder of the Company under Guernsey law should consult their Guernsey legal advisers.

4.3 Following and subject to any Admission, the Company will be required to comply with the UK Listing Rules (including the rules relating to related party transactions and class transactions), MAR and the Disclosure Guidance and Transparency Rules and, in instances where the UK Listing Rules and/or the Disclosure Guidance and Transparency Rules apply differently or do not apply to an overseas company, provision has been made in the Articles to apply certain rules as if the Company was a company incorporated in England and Wales. For example, the Articles provide that Shareholders must comply with the rules contained in DTR 5 of the Disclosure Guidance and Transparency Rules relating to disclosure of major shareholdings and other controlling voting rights in the Company as if it were a company incorporated in England and Wales.

4.4 In relation to those cases referred to above where the Articles seek to replicate the positions under the UK Companies Act 2006 as closely as possible, there can be no guarantee that these provisions will replicate English law exactly and inevitably small differences between English law and Guernsey law will remain.

5 ARTICLES

Under the Guernsey Companies Law, the capacity of a Guernsey company is not limited by anything contained in its memorandum or articles of incorporation. Accordingly, the memorandum of association of a Guernsey incorporated company, and hence the Company's memorandum, does not contain an objects clause as the Company's objects are not restricted by its articles of incorporation. Subject to the provisions of the Guernsey Companies Law, the shareholders may, by special resolution, alter the articles of incorporation.

The Articles, which were adopted by the Company upon its reregistration in Guernsey include provisions, *inter alia*, to the following effect:

5.1 Shares

5.1.1 *Rights attached to shares*

Without prejudice to any rights attached to any existing shares or class of shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or, in the absence of any such ordinary resolution, as the Board of Directors shall determine. The Board of Directors may also issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder, or convert existing shares into such redeemable shares, as the Board of Directors may determine.

5.1.2 *Voting rights*

Under the Guernsey Companies Law and the Articles, and subject to any rights or restrictions attached to any shares:

(a) matters which require the approval of Shareholders by ordinary resolution require to be passed by a simple majority of the Shareholders who (being entitled to do so) vote in person, or by proxy, on such resolution at a general meeting of the Company; and

(b) matters which require the approval of Shareholders by special resolution require to be passed by three-fourths of the Shareholders who (being entitled to do so) vote in person, or by proxy, on such resolution at a general meeting of the Company.

5.1.3 ***Variation of rights***

Pursuant to the Articles, rights attached to any class of shares in the capital of the Company may be varied or abrogated either with the written consent of the holders of at least three fourths in number of the issued share of the class, or with the sanction of a special resolution passed at a separate class meeting of the class of Shareholders affected.

5.1.4 ***Transfer of shares***

Transfers of certified shares must be in writing, either by the usual transfer form or in any other form which the Board approves. The transfer form must be signed by or on behalf of the person transferring the share and, unless the share is fully paid, by or on behalf of the person acquiring the share. The transfer form does not need to have a seal attached. If the certificated shares being transferred are only partly paid, the Board is entitled to refuse to register the transfer without giving any reason for the refusal as long as it does not prevent dealings in shares from taking place on an open and proper basis.

The Board can refuse to register the transfer of a certificated share if:

(a) the transfer form is not lodged, properly stamped (if stamping is required), at the registered office (or any other place chosen by the Board) together with the share certificate for the shares being transferred and any other evidence of the right of the transferor to make the transfer that the Board reasonably asks for;

(b) the transfer is for more than one class of share; or

(c) the transfer is to more than four joint Shareholders.

If the board refuses to register a transfer of a share, it must notify the transferee of this refusal. This notice must be sent out within two months of the date on which the transfer form was received by the Company (in the case of certificated shares). An instrument of transfer which the Board refuses to register shall be returned to the person lodging it when notice of the refusal is sent. If the transfer is of shares in CREST, the notice must be sent out within two months of the date on which the operator instruction was received by the Company. The Company cannot charge a shareholder for registering a transfer form or other documents relating to its shares or affecting its title to a share.

As the Guernsey Companies Law permits shares to be held in uncertificated form, the Articles provide that the Board of Directors may permit the holding of shares in any class of shares in uncertificated form through an authorised operator such as CREST, or an operator of an applicable computer system. The Board of Directors may lay down regulations in respect of uncertificated shares, including as to their issue, holding and transfer. Shares are not treated for the purposes of the Articles as being in a separate class simply by virtue of their being uncertificated. The Articles provide various powers to the Board of Directors in respect of shares held in uncertificated form, including the power to require them to be changed into certificated form, for the purposes of enforcing any rights the Company has under the Articles in respect of the disposal, forfeiture, surrender, enforcement of a lien over, or otherwise in respect of, such shares.

Save as aforesaid, the Articles contain no restrictions as to the free transferability of fully paid shares.

5.1.5 ***Restrictions on voting***

No shareholder shall be entitled to vote at a general meeting or a separate meeting of the holders of any class of shares in the capital of the Company, either in person or by proxy, in respect of any share held by it unless all moneys presently payable by it in respect of that share have been paid. If, at the time of the general meeting or class meeting, any moneys then payable by a shareholder in respect of a nil or partly paid share held by the shareholder have not been paid, they will not be entitled to vote that share or exercise any other right attached to that share.

Chapter 5 of the DTR is incorporated by reference into the Articles and Shareholders are required to comply with the notification requirements under Chapter 5 of the DTR as if the Company was a UK issuer (and not a non-UK issuer). Accordingly, Shareholders are required to notify the Company if the voting rights attached to shares held by them (subject to some exceptions) reach, exceed or fall below 3 per cent. and each 1 per cent. threshold thereafter up to 100 per cent.

Pursuant to the Articles, the Company may also send a notice to any person whom it knows or believes to be interested in its shares, requiring such person to confirm whether they have such an interest and, if so, details of that interest.

Under the Articles, if a shareholder fails to supply the information requested in such a notice or provides information that is false in a material particular, the Board of Directors may serve a restriction notice on such person stating amongst other things that the shareholder may not attend or vote at any general meeting or class meeting in respect of some or all of its shares. In relation to more significant holdings (being holdings of at least 0.25 per cent. in number of the shares comprised in the relevant share capital), the Board of Directors has further enforcement powers, including the ability to withhold dividends and place restrictions on transfers of the shares.

There are no provisions in the Articles that restrict persons from holding shares or from exercising voting rights attaching to shares, due to their nationality or residency.

5.1.6 ***Forfeiture and lien***

Where shares are allotted nil or partly paid, subject to the terms of allotment the Company may make a call at any time for some or all of the outstanding amounts due on that share. The Board of Directors may give the person from whom it is due not less than seven clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued and any costs, charges and expenses incurred by the Company by reason of such non-payment.

If that notice is not complied with, any share in respect of which it was sent may, at any time before the payment required by the notice has been made, be forfeited by a resolution of the Board of Directors. The forfeiture shall include all dividends or other moneys payable in respect of the forfeited share which have not been paid before the forfeiture.

A person shall cease to be a member in respect of any share which has been forfeited and shall, if the share is a certificated share, surrender the certificate for any forfeited share to the Company for cancellation. The person shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by it to the Company in respect of that share with interest on that amount at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the rate determined by the Board, not exceeding 15 per cent. per annum or, if higher, the appropriate rate (as defined in the Act), from the date of forfeiture until payment. The Board may waive payment wholly or in part or enforce payment without any allowance for the value of the share at the time of forfeiture or for any consideration received on its disposal.

The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys payable to the Company (whether presently or not) in respect of that share. The Board of Directors may at any time (generally or in a particular case) waive any lien or declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount (including without limitation dividends) payable in respect of it.

The Company may sell, in such manner as the Board determines, any share on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within 14 clear days after notice has been sent to the holder of the share, or to the person entitled to it by transmission, demanding payment and stating that if the notice is not complied with the share may be sold.

A share forfeited or surrendered shall be deemed to belong to the Company and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Board of Directors determines, either to the person who was the holder before the forfeiture or surrender or to any other person.

5.1.7 ***Alteration of capital***

The Company may alter its share capital in accordance with the provisions in any manner permitted by the Articles.

Pursuant to the Articles, all unissued shares for the time being in the capital of the Company are at the disposal of the Board. However, with a view to providing Shareholders with similar protections to those that would be available were the company incorporated in the UK, the Articles require the Board to be authorised from time to time by ordinary resolution to issue Equity Securities (as defined in section 560 of the Act) and the Board's authority to issue such Equity Securities will be limited by the terms of any such ordinary resolution.

Subject to having the authority to do so, the Board may reclassify, allot (with or without conferring a right of renunciation), grant options over, or otherwise dispose of unissued shares (including any interests in such shares) on such terms and conditions and at such times as the Board thinks fit.

5.1.8 ***Pre-emption rights***

If the Board of Directors propose to issue Equity Securities (as defined in section 560 of the UK Companies Act 2006) for cash, Shareholders will generally have pre-emption rights to those securities on a *pro rata* basis pursuant to the Articles. Pre-emption rights are transferable during the subscription period relating to a particular offering. The Shareholders may, by way of special resolution, grant authority to the Board of Directors to allot Equity Securities for cash as if the pre-emption rights did not apply. Issues of shares for a consideration other than cash, or partly for cash and partly for another form of consideration, are not subject to such pre-emption rights.

5.1.9 ***Purchase of own shares***

Subject to the Guernsey Companies Law, including the requirement that the Shareholders approve the same by way of ordinary resolution, the Company may purchase its own shares. Such shares may be held as treasury shares, which can subsequently be cancelled, sold, transferred or continue to be held by the Company. Pursuant to the Guernsey Companies Law, shares held in treasury are subject to various restrictions, including that they may not be voted while held as treasury shares.

5.1.10 ***Return of capital***

On a winding up of the Company and subject to Guernsey Companies Law, the Company's assets available for distribution shall be divided among the Shareholders in proportion to their Shares, subject to the terms of issue of or rights attached to any Shares.

5.2 **General meetings**

5.2.1 ***Annual general meetings***

An annual general meeting shall be held each year in accordance with the requirements of the Guernsey Companies Law. The first annual general meeting will be held in 2026.

5.2.2 ***Convening of general meetings***

The Board can call a general meeting to be held whenever and at such times and places and/or in such other manner as it determines.

Shareholders who, at the time of the deposit of such requisition, hold not less than one-tenth of the total voting rights of the Shareholders who have the right to vote at the meeting requisitioned, can requisition the Company to convene a general meeting in accordance with the Guernsey Companies Law.

5.2.3 ***Location***

The Articles provide the Board with the power to convene a general meeting in more than one location i.e. including satellite meeting places.

The Board may also make arrangements (not being arrangements for satisfying the conditions of 'virtual attendance'), for persons entitled to attend a general meeting to be able to view and hear, or hear, the proceedings of the general meeting, which may include the ability to speak at the meeting by attending a venue, but any person attending such a venue or venues will not be regarded as present at the general meeting.

5.2.4 ***Security arrangements and orderly conduct***

The Board of Directors and, at any general meeting, the chairperson may make any arrangement and impose any requirement or restriction it or s/he considers appropriate to ensure the security of a general meeting including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place. The Board of Directors and, at any general meeting, the chairperson are entitled to refuse entry to a person who refuses to comply with these arrangements, requirements or restrictions.

5.2.5 ***Notice of general meetings***

A period of at least 21 clear days' notice will be given of an annual general meeting, and at least 14 clear days' notice will be given of any other general meeting.

Notice of a general meeting must be sent to all of the Shareholders, the Board and the auditors. The notice calling a general meeting must specify the time and date (and, for a physical meeting, place or places) and general nature of the business of the meeting, and certain other information (as below) where the meeting is to be a 'virtual meeting' (where all persons entitled to participate in the meeting do so solely by participating in a communication in accordance with the Guernsey Companies Law) or is a physical meeting at which 'virtual attendance' is permitted ('virtual attendance' being attendance by means of participating in a communication in accordance with the Guernsey Companies Law where certain other persons entitled to do so attend by being physically present). Such other information to be specified in the notice includes the means of communication for attendance, the manner of identity or eligibility authentication and any special provisions for the exercise of votes by such persons who so attend the meeting. A notice calling an annual general meeting must state that the meeting is an annual general meeting.

Whether a meeting is to be a 'virtual meeting' or a physical meeting at which 'virtual attendance' is permitted, the Board may resolve to enable persons entitled to attend a general meeting to do so by participating in any means of communication (including communication by electronic means) by which, in accordance with the Companies Law, such persons are deemed to be present at a meeting with the other persons participating in such communication.

Shareholders of the Company may require the Company to circulate to Shareholders a resolution that may properly be moved and is proposed to be moved as a written resolution. For this purpose, the Shareholders must represent at least five per cent. of the total voting rights of all Shareholders who have a right to vote on the relevant resolution.

Where the members require a company to circulate a resolution they may require the company to circulate with it a statement of not more than 1,000 words on the subject matter of the resolution.

Pursuant to the Articles, a Shareholder has the right to nominate another person, on whose behalf it holds shares, to enjoy the same information rights, as if the provisions of sections 146 to 149 of the UK Companies Act 2006 (with certain exceptions) applied.

If so requested by Shareholders, the Company shall publish on its website a statement setting out any matter relating to the audit of its accounts or any circumstances connected with an auditor of the Company ceasing to hold office. For this purpose, the requesting Shareholders must represent (i) at least five per cent. of the total voting rights of all Shareholders who have a right to vote at the relevant general meeting, or (ii) not less than 100 in number who have a right to vote at such meeting and hold an average of at least £100, per Shareholder, of paid up shares in the Company.

5.2.6 ***Quorum***

A quorum for a general meeting is two qualifying persons (who in turn represent at least two Shareholders). For these purposes, a "qualifying person" means (i) an individual who is a Shareholder, (ii) a person authorised under the Guernsey Companies Law to act as a representative of a Shareholder which is a corporation, or (iii) a person appointed as proxy of a Shareholder.

5.2.7 ***Adjournment***

If a quorum is not present (including, by attorney or by proxy or in the case of a corporate Shareholder by representative; in relation to virtual meetings by participating in a communication in accordance with the Guernsey Companies Law; or, in the case of a physical meeting at which virtual attendance is permitted, by way of virtual attendance) within 30 minutes of the time set for the general meeting (or such longer time not exceeding one hour as the chairperson of the meeting may determine), the meeting shall be adjourned to such later time and (in the case of a physical meeting, whether or not virtual attendance is permitted) place as the chairperson of the meeting may determine, unless the meeting was called at the request of the Shareholders in which case it shall be dissolved. If the general meeting is adjourned for more than 30 days, the Board must give Shareholders at least seven clear days' notice of the adjourned meeting.

5.2.8 ***Chair***

The chairperson of the Board, or in their absence the deputy chairperson, or in their absence any other director nominated by the Board, shall preside as chairperson of a general meeting.

The Chairperson is given various procedural powers pursuant to the Articles, including in respect of adjournments of general meetings.

5.2.9 ***Method of voting and demand for poll***

At a general meeting, any resolution will be put to a vote by show of hands or will be put to a poll vote if a poll has been demanded in accordance with the Articles or the meeting is held in a manner such that it appears to the chairperson that voting on a show of hands is impossible or impracticable.

At a general meeting, subject to any special rights or restrictions attached to any class of shares:

(a) on a vote by a show of hands, every shareholder present has one vote (although where a person acts as proxy for more than one shareholder, such person has one vote for and one against the resolution if it is has contrasting instructions from the Shareholders for whom they act as proxy); and

(b) on a poll vote, each shareholder present shall have one vote for every share of which it is the holder and a shareholder entitled to more than one vote need not, if it votes, use all its votes or cast all the votes it uses in the same way.

Pursuant to the Articles, Shareholders may require the Board to obtain an independent report on any poll taken, on the terms set out in the Articles.

A shareholder who is in contravention of the Disclosure and Transparency Rules as incorporated into the Articles may be prevented from voting the shares held by that shareholder.

5.2.10 ***Proxies***

A shareholder may attend and/or vote at general meetings or class meetings in person or by proxy. The Articles contain provisions for the appointment of proxies, including electronic communication of appointments and cut off times for appointments prior to general meetings.

The Articles provide that a shareholder will have until at least 48 hours before the meeting to deliver its proxy (although, in calculating this period, the Company may specify that any part of a day which is not a working day can be ignored). The notice of general meeting will state the time by which any proxy must be delivered.

A proxy appointment entitles the proxy to exercise all or any of the appointing Shareholder's rights to attend and speak and vote at the general meeting in respect of the shares to which the proxy appointment relates.

A corporation may, by resolution of its directors or other governing body, authorise such persons as it thinks fit to act as its representative at any general meeting. Such persons are entitled to exercise on behalf of such corporation the same powers as such corporation could exercise if it were an individual Shareholder.

5.3 **Directors**

5.3.1 ***General powers***

Subject to the provisions of the Guernsey Companies Law and the Articles, the Board of Directors is empowered to manage the business of the Company and to exercise all powers of the Company, save as otherwise directed by special resolution of Shareholders and save for any powers which require shareholder approval under the Guernsey Companies Law or the Articles. The powers include without limitation the power to dispose of all or any part of the undertaking of the Company.

5.3.2 ***Number of Directors***

The Company must have at least two Directors on the Board (not counting alternate directors). There is no maximum number of directors.

5.3.3 ***Directors entitled to attend and speak***

Directors shall not be required to hold any shares in the capital of the Company by way of qualification. A director shall, notwithstanding that s/he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the capital of the Company.

5.3.4 ***Remuneration***

The ordinary remuneration of the directors who do not hold executive office for their services (excluding amounts payable under any other provision of these Articles) shall not exceed in aggregate USD 500,000 per annum or such higher amount as the Company may from time to time by ordinary resolution determine. Subject thereto, each such director shall be paid a fee for their services (which shall be deemed to accrue from day to day) at such rate as may from time to time be determined by the Board.

Any director who does not hold executive office and who performs special services which in the opinion of the Board are outside the scope of the ordinary duties of such a director, may (without prejudice to the provisions of their ordinary remuneration) be paid such extra

remuneration by way of additional fee, salary, commission or otherwise as the Board may determine.

Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at board, committee and Shareholder meetings or otherwise in connection with the discharge of their duties.

5.3.5 ***Appointment of directors***

A person will only be eligible for appointment as a Director of the Board if: (a) they are a director who has retired by rotation; or (b) they are recommended by the Board; or (c) a shareholder who is entitled to vote at the general meeting has given the Company a written notice at least seven days (but not more than 42 days) before the date for which the meeting is called of its intention to propose someone (other than itself) as a director. The notice must include all the details of that person which would be required to be included in the register of directors, and be accompanied by a written confirmation from the proposed director confirming their willingness to be appointed as a director.

Subject to the above, Shareholders (by ordinary resolution) or the board can appoint any person willing to be a director either to fill a vacancy or as an additional director. Where the appointment is made by the board, the director must retire at the next general meeting and can then be put forward by the board for reappointment by Shareholders in accordance with the Articles.

The Board may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director and in either case whether or not for a fixed term. Irrespective of the terms of his/her appointment, a director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, s/he shall vacate office at its conclusion.

5.3.6 ***Executive Directors***

The Board can appoint a director to any executive position (except that of auditor), on such terms and for such period as it thinks fit. The Board can also terminate or vary an executive appointment whenever it wishes and decide on any fee or other form of remuneration to be paid for such appointment. This fee or other remuneration may be as well as or instead of any fees payable to the director as a director.

5.3.7 ***Non-Executive Directors***

The Board is empowered to enter into, vary and terminate arrangements with any director who does not hold executive office for the provision of their services to the Company.

The ordinary remuneration of such Non-Executive Directors shall not exceed in aggregate USD 500,000 per annum or such higher amount as the Shareholders by ordinary resolution may determine from time to time. The Board of Directors is empowered to pay additional remuneration to such Non-Executive directors for special services which in the opinion of the Board are outside the scope of the ordinary duties of such a director.

5.3.8 ***Retirement of directors***

At every annual general meeting, the Articles require that one third of the Directors on the Board must retire or, if the number of directors is not divisible by three, the number of directors nearest to one third shall retire from office. A director who retires at an annual general meeting may be re-appointed if they are willing to act as a director. The directors to retire by rotation will firstly be those directors who wish to retire without re-appointment, and secondly those who have served the longest as a director since their last appointment or re-appointment. If directors were last re-appointed directors on the same day, they can agree among themselves who is to retire. If they cannot agree, then they must draw lots to decide.

5.3.9 ***Position of retiring directors***

A director who retires at an annual general meeting may, if willing to act, be re-appointed, either by an ordinary resolution of the Company or if the Company does not fill the vacancy at the meeting at which the director retires by rotation or otherwise, the retiring director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the director is put to the meeting and lost. If a retiring director is re-appointed, s/he is treated as having remained a director continuously.

5.3.10 ***Disqualification and removal of Directors***

In certain circumstances a director may be disqualified from acting as a director in which case they cease to be a director. Those circumstances include where the director becomes bankrupt or is prohibited by law from acting as a director.

The Shareholders by ordinary resolution may remove a director from office. Any such removal will be without prejudice to any claim the director may have for damages for breach of any agreement between the director and the Company.

The Articles provide that the Company shall comply with the provisions contained in sections 215 to 221 of the UK Companies Act 2006 in relation to payments made to directors (or persons connected to such directors) for loss of office, and the circumstances in which such payments would require the approval of members, as if the Company were subject to such sections of the UK Companies Act 2006.

5.3.11 ***Power to appoint alternate Directors***

Any director may appoint any other director, or any other person approved by resolution of the Board, to be the alternate director of that director. An alternate director is entitled to attend and vote at meetings at which their appointing director is not personally present and generally to perform the functions of their appointor.

5.3.12 ***Conflicts of interest***

Subject to the provisions of Guernsey Companies Law, as long as a director has disclosed the nature and extent of their interest to the Board, a director can: (a) be a party to, or otherwise have an interest in, any transaction or arrangement with the Company or in which the Company has a direct or indirect interest; (b) act by themselves or through their firm in a paid professional role for the Company (other than as auditor); and (c) be a director, officer or employee of or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company has any interest whether direct or indirect.

A director who has, and is permitted to have, any interest referred to in the above paragraph can keep any remuneration or other benefit which they derive as a result of having that interest as if they were not a director. Any disclosure may be made at a meeting of the Board, by notice in writing or by general notice or otherwise in accordance with the Guernsey Companies Law.

5.3.13 ***Conflicts of interest requiring board authorisation***

The Board may authorise directors' actual and potential conflicts of interests, provided that any director concerned does not vote or count towards the quorum at the meeting where the matter is considered. Where a director's relationship with another person has been authorised and such relationship gives rise to an actual or potential conflict of interest, the director will not be in breach of the general duties they owe to the Company if they absent themselves from meetings, or make arrangements not to receive documents and information, relating to the actual or potential conflict of interest for so long as they reasonably believe that the same subsists.

5.3.14 ***Confidential information***

A director shall be under no duty to the Company with respect to any information which s/he obtains or has obtained otherwise than as a director of the Company and in respect of which

s/he owes a duty of confidentiality to another person. However, to the extent that his/her relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this Article applies only if the existence of that relationship has been approved by the Board when considering potential conflicts of interest. In particular, the director shall not be in breach of the general duties s/he owes to the Company because s/he fails:

(a) to disclose any such information to the Board or to any director or other officer or employee of the Company; and/or

(b) to use or apply any such information in performing his/her duties as a director of the Company.

5.3.15 ***Borrowing powers of the board***

The Board can exercise all the Company's powers relating to borrowing money, giving security over all or any of the Company's business and activities, property, assets (present and future) and uncalled capital, and issuing debentures and other securities.

5.3.16 ***Indemnity of officers***

Subject to the restrictions set out in the Guernsey Companies Law relating to the indemnification of officers, the Company will indemnify every director or other officer of the Company out of the assets of the Company against any liability incurred by them for negligence, default, breach of duty, breach of trust or otherwise in relation to the affairs of the Company, except to the extent that such an indemnity is not permitted by section 157 of the Guernsey Companies Law. This provision does not affect any indemnity which a director or officer is otherwise entitled to.

5.3.17 ***Delegation of Board powers to individual Directors***

The Board is authorised to delegate to any director holding executive office such of its powers as the Board considers desirable to be exercised by them. Any such delegation shall, unless otherwise provided, include the authority to sub-delegate to one or more directors or to any employee or agent of the Company or its group. The Board may co-opt onto any committee persons other than directors, who may enjoy voting rights in the committee, provided that such co-opted persons comprise less than one-half of the total membership of the committee and a resolution of any committee shall only be effective if a majority of the persons present are directors.

The Board may also establish local or divisional boards or agencies for managing any of the affairs of the Company.

The Board may also, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes, with such powers, authorities and discretions (not exceeding those vested in the Board) and on such conditions as the Board determines.

5.3.18 ***Committees appointed by the Board of Directors***

The Board may delegate any of its powers to any committee consisting of one or more directors. The Board may also delegate to any director holding any executive office such of its powers as the Board considers desirable to be exercised by him/her. Any such delegation shall, in the absence of express provision to the contrary in the terms of delegation, be deemed to include authority to sub-delegate to one or more directors (whether or not acting as a committee) or to any employee or agent of the Company or its group all or any of the powers delegated and may be made subject to such conditions as the Board may specify, and may be revoked or altered. The Board may co-opt on to any such committee persons other than directors, who may enjoy voting rights in the committee. The co-opted members shall be less than one-half of the total membership of the committee and a resolution of any committee shall be effective only if a majority of the members present are directors. Subject to any conditions imposed by the Board, the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of directors so far as they are capable of applying including, but not limited to the requirements that meetings, including

meetings by electronic means, be held outside the United Kingdom and written resolutions be signed outside the United Kingdom and include a statement by each signatory that such resolution has been signed outside the United Kingdom, except that such requirements shall apply only to committees appointed by the Board and not to the various administrative committees of the Company.

5.3.19 ***Board meeting***

Subject to the provisions of the Articles, the Board may regulate its proceedings as it thinks fit. A director may, and the secretary at the request of a director shall, call a meeting of the Board by giving notice of the meeting to each director.

5.3.20 ***Notice of board meetings***

Notice of a Board meeting shall be deemed to be given to a director if it is given to him/her personally or by word of mouth or sent in hard copy form to him/her at his/her last known address or such other address (if any) as may for the time being be specified by him/her or on his/her behalf to the Company for that purpose, or sent in electronic form to such address (if any) for the time being specified by him/her or on his/her behalf to the Company for that purpose.

A director may also request the Board that notices of Board meetings shall be sent in hard copy form or in electronic form to any temporary address for the time being specified by him/her or on his/her behalf to the Company for that purpose, but if no such request is made to the Board, it shall not be necessary to send notice of a Board meeting to any director who is for the time being absent from the usual address specified to the Company for the purpose of providing notices to that director. No account is to be taken of directors absent from the usual address specified to the Company for the purpose of providing notices to that director when considering the adequacy of the period of notice of the meeting.

Any director may waive notice of a meeting and any such waiver may be retrospective. Any notice need not be in writing if the Board so determines and any such determination may be retrospective.

5.3.21 ***Quorum***

The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be two. A person who holds office only as an alternate director may, if his/her appointor is not present, be counted in the quorum. Any director who ceases to be a director at a Board meeting may continue to be present and to act as a director and be counted in the quorum until the termination of the Board meeting if no director objects.

The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but if the number of directors is less than the number fixed as the quorum the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

5.3.22 ***Voting***

Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.

5.3.23 ***Restrictions on voting***

Except as otherwise provided by the Articles, a director shall not vote at a meeting of the Board or a committee appointed by the Board on any resolution of the Board concerning a matter in which s/he has an interest (other than by virtue of his/her interests in shares or debentures or other securities of, or otherwise in or through, the Company) which can reasonably be regarded as likely to give rise to a conflict with the interests of the Company,

unless his/her interest arises only because the resolution concerns one or more of the following matters:

(a) the giving of a guarantee, security or indemnity in respect of money lent or obligations incurred by him/her or any other person at the request of or for the benefit of, the Company or any of its subsidiary undertakings;

(b) the giving of a guarantee, security or indemnity in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which the director has assumed responsibility (in whole or part and whether alone or jointly with others) under a guarantee or indemnity or by the giving of security;

(c) a contract, arrangement, transaction or proposal concerning an offer of shares, debentures or other securities of the Company or any of its subsidiary undertakings for subscription or purchase, in which offer s/he is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which s/he is to participate;

(d) a contract, arrangement, transaction or proposal concerning any other body corporate in which s/he or any person connected with him/her is interested, directly or indirectly, and whether as an officer, member, creditor or otherwise, if s/he and any persons connected with him/her do not to his/her knowledge hold an interest (as that term is used in sections 820 to 825 of the Act) representing one per cent. or more of either any class of the equity share capital (excluding any shares of that class held as treasury shares) of such body corporate (or any other body corporate through which his/her interest is derived) or of the voting rights available to members of the relevant body corporate (any such interest being deemed for the purpose of this Article to be likely to give rise to a conflict with the interests of the Company in all circumstances);

(e) a contract, arrangement, transaction or proposal for the benefit of employees of the Company or of any of its subsidiary undertakings which does not award him/her any privilege or benefit not generally accorded to the employees to whom the arrangement relates; and

(f) a contract, arrangement, transaction or proposal concerning any insurance which the Company is empowered to purchase or maintain for, or for the benefit of, any directors of the Company or for persons who include directors of the Company.

For the purposes of this Article, in relation to an alternate director, an interest of his/her appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of the Board or of a committee appointed by the Board.

5.3.24 ***Chairperson of the Board of Directors***

The Board may appoint one of their number to be the chairperson, and one of their number to be the deputy chairperson, of the Board and may at any time remove either of them from such office. Unless s/he is unwilling to do so, the director appointed as chairperson, or in his/her stead the director appointed as deputy chairperson, shall preside at every meeting of the Board at which s/he is present. If there is no director holding either of those offices, or if neither the chairperson nor the deputy chairperson is willing to preside or neither of them is present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.

5.3.25 ***Telephone and video conference meetings***

Without prejudice to the Board being able to regulate its proceedings as it thinks fit, all or any of the persons entitled to be present at a meeting of the Board or of a committee appointed by the Board shall be deemed to be present for all purposes if each is able (directly or by electronic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A director so deemed to be present shall be entitled to vote and be counted in

a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairperson of the meeting is.

5.3.26 ***Resolutions in writing***

A resolution in writing agreed to by all the directors entitled to receive notice of a meeting of the Board or of a committee appointed by the Board (not being less than the number of directors required to form a quorum of the Board) shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee appointed by the Board duly convened and held. For this purpose:

(a) a director signifies his/her agreement to a proposed written resolution when the Company receives from him/her a document indicating his/her agreement to the resolution authenticated in the manner permitted by the Act for a document in the relevant form (as if the Company were a company incorporated in the United Kingdom to which such provisions apply);

(b) the director may send the document in hard copy form or in electronic form to such address (if any) for the time being specified by the Company for that purpose;

(c) if an alternate director signifies his/her agreement to the proposed written resolution, his/her appointor need not also signify his/her agreement; and

(d) if a director signifies his/her agreement to the proposed written resolution, an alternate director appointed by him/her need not also signify his/her agreement in that capacity.

5.4 **Dividends**

Subject to the provisions of the Guernsey Companies Law, Shareholders may by ordinary resolution declare any dividend or distribution, but no dividend or distribution shall exceed the amount recommended by the Board. Subject to the provisions of the Guernsey Companies Law, the Board may pay interim dividends or distributions if it appears to the Board that this is justified by the financial position of the Company.

If the share capital is divided into different classes and Shareholders with preferential dividend or distribution rights suffer as a result of an interim dividend or distribution being paid to other Shareholders, the Board will not be liable for the loss if it acted in good faith.

Except as otherwise provided by the rights attached to shares, all dividends or distributions shall be declared and paid according to the proportions paid up on the shares on which the dividend or distribution is paid by reference to the amount agreed to be paid up on such shares at the time of allotment or issuance. All dividends or distribution shall be apportioned and paid proportionately to the proportions paid up on the shares during the whole period in respect of which the dividend or distribution is paid.

The Company does not have to pay interest on any dividend or distribution or other money due to a Shareholder in respect of its shares, unless the rights of the share state otherwise.

If a dividend or distribution or other money payable in respect of a share remains unclaimed for 12 years from the date it became due for payment, the Board can pass a resolution to forfeit the payment and the Shareholder will lose the right to the dividend or distribution.

If recommended by the Board, Shareholders can pass an ordinary resolution to direct that a dividend or distribution will be satisfied in whole or in part by distributing assets instead of cash. This includes, amongst other things, paid up shares or debentures of another company.

The Board can make any arrangements it wishes to settle any difficulties which may arise in connection with a distribution, including for example (a) the valuation of the assets, or (b) the payment of cash to any Shareholder on the basis of that value in order to adjust the rights of Shareholders, and (c) the transfer of any asset to a trustee.

The Board may, if authorised by ordinary resolution, offer Shareholders the right to elect to receive shares by way of scrip dividend (which are credited as fully paid) instead of cash in respect of some or all of a dividend.

6 SHARE INCENTIVES

6.1 2024 Share Option Scheme

The Company's, subsidiary, iFOREX Holding Ltd. ("**iFOREX**"), adopted its 2024 Share Incentive Plan (the "**2024 Plan**") on 26 September 2024. The 2024 Plan provides for the grant of options, shares and restricted shares to its employees, directors, office holders, service providers and consultants of iFOREX and its subsidiaries and affiliates. In the event of and subject to any Admission, the 2024 Plan will be amended so that it is adopted by the Company and, following any Admission, the grant of the options, shares and restricted shares will be in respect of Shares in the Company. For Israeli employees and contractors who (i) participate in the Share for Share Exchange and are issued with new Ordinary Shares on any Admission and/or (ii) following any Admission, are granted new options and restricted shares in the Company under the 2024 Plan, it is intended that these shares and options will be held by ESOP Management & Trust Services Ltd. as trustee of an employee stock ownership trust established by the Company on behalf of the relevant employees and contractors.

Authorised Shares: As of 6 May 2025, being the latest practicable date prior to the date of this Registration Document, there were 500,000 ordinary shares in iFOREX reserved for issuance under the 2024 Plan, of which 271,700 are available. Following any Admission, the grant of the options, shares and restricted shares will be in respect of Shares in the Company.

6.1.1 *Administration*

iFOREX's board of directors, or a duly authorized committee of the board of directors, administers the 2024 Plan (the "**Administrator**"). Under the 2024 Plan, the Administrator has the authority, subject to applicable law, to (among other things) interpret the terms of the 2024 Plan and any notices of grant or options granted thereunder, designate recipients of option grants, determine and amend (in certain cases, with the consent of the grantee) the terms of awards, including: the number of shares underlying each award, the class and the exercise price of an option or purchase price per share covered by an award, the fair market value of the iFOREX's ordinary shares, the time of grant and vesting schedule applicable to an award (including the determination to accelerate an award and/or amend the vesting schedule), the method of payment for shares purchased upon the exercise or (if applicable) vesting of an award or for satisfaction of any tax withholding obligation arising in connection with the award or such shares, the time of the expiration of the awards, substitution and exchange of the awards, the effect of the grantee's termination of employment, prescribe the forms of agreement under which each award is granted, and take all other actions and make all other determinations necessary or desirable for, or incidental to, the administration of the 2024 Plan and any award under the 2024 Plan.

6.1.2 *Eligibility*

The 2024 Plan provides for the grant of awards under various tax regimes, including, without limitation, in compliance with Section 102 ("**Section 102**") of the Israeli Income Tax Ordinance (New Version), 5721-1961 (the "**Ordinance**"), and Section 3(9) of the Ordinance, and for awards granted under other jurisdictions or under other tax regimes.

Section 102 of the Ordinance allows employees, directors and officers who are not controlling shareholders (as defined by the Ordinance) and are considered Israeli residents to receive favourable tax treatment for compensation in the form of shares or options under certain prescribed terms and conditions. The Group's non-employee service providers and controlling shareholders (as defined by the Ordinance) of iFOREX (and the Company, post any Admission) who are considered Israeli residents may only be granted options under section 3(9) of the Ordinance, which does not provide for similar tax benefits. Section 102 includes two alternatives for tax treatment involving the issuance of options or shares to a trustee for the benefit of the grantees and also includes an additional alternative for the issuance of options or shares directly to the grantee. Section 102(b)(2) of the Ordinance, the most favourable tax treatment for the grantee, permits the issuance to a trustee under the "capital gain track".

6.1.3 ***Grant***

All awards granted pursuant to the 2024 Plan are evidenced by a written or electronic agreement between iFOREX and the grantee or a written or electronic notice delivered by iFOREX (the "**Award Agreement**"). The Award Agreement sets forth the terms and conditions of the award, including the type of award, number of shares subject to such award, manner of exercise, term and vesting schedule (including performance goals or measures) and the exercise price, if applicable. Post any Admission, these Award Agreements will be entered into between the Company and the relevant grantee.

To the extent required by applicable law, if the shares have a par value, the exercise price shall be an amount not less than such par value (but such exercise price may be in such form and in such amount as the Administrator shall determine, or in any of the forms allowed under applicable law, including but not limited to, consideration consisting of cash, any tangible or intangible property or any benefit to iFOREX, or any combination thereof).

The Award Agreement may contain performance goals and measurements, and the provisions with respect to any award need not be the same as the provisions with respect to any other award. Such performance goals may include, but are not limited to, sales, earnings before interest and taxes, return on investment, earnings per share, any combination of the foregoing or rate of growth of any of the foregoing, as determined by the Administrator.

Each award will expire ten years from the date of the grant thereof, unless such shorter term of expiration is otherwise designated by the Administrator.

6.1.4 ***Awards***

The 2024 Plan provides for the grant of options to acquire ordinary shares or shares of such other class as may be designated by iFOREX's board of directors, restricted shares, restricted share units and other share-based awards.

6.1.5 ***Exercise***

An award under the 2024 Plan may be exercised by providing to the Chief Executive Officer or Chief Financial Officer of iFOREX or to such other person as determined by the Administrator, or in any other manner as the Administrator shall prescribe from time to time with a written notice of exercise and full payment of the exercise price for such shares underlying the award, if applicable, in such form and method as may be determined by the Administrator and permitted by applicable law. An award may not be exercised for a fraction of a share. With regard to tax withholding, exercise price and purchase price obligations arising in connection with awards under the 2024 Plan, the Administrator may, in its discretion accept cash or otherwise provide for net withholding of shares in a cashless exercise mechanism.

6.1.6 ***Transferability***

Other than by will, the laws of descent and distribution or as otherwise provided under the 2024 Plan, and unless otherwise determined by the Administrator, neither the awards nor any right in connection with such awards are assignable or transferable.

6.1.7 ***Termination of Employment***

In the event of termination of a grantee's employment or service with a Group entity, all vested and exercisable awards held by such grantee as of the date of termination may be exercised within three months after such date of termination, unless otherwise determined by the Administrator. Any awards which are unvested as of the date of such termination, or which are vested but not exercised within the three-month period following such termination, will terminate and the shares covered by such awards shall again be available for issuance under the 2024 Plan.

In the event of termination of a grantee's employment or service with a Group's entity due to such grantee's death (including, at the Administrator's discretion, within three months period after the date of termination) or "disability" (as defined in the 2024 Plan), all vested and exercisable awards held by such grantee as of the date of termination may be exercised by

the grantee or the grantee's estate or by a person who acquired the legal right to exercise such awards by bequest or inheritance, or by a person who acquired the legal right to exercise such awards in accordance with applicable law in the case of disability of the grantee as applicable, within one year after such date of termination, unless otherwise provided by the Administrator. Any awards which are unvested as of the date of such termination or which are vested but not exercised within the one-year period following such termination, will terminate and the shares covered by such awards shall again be available for issuance under the 2024 Plan.

Notwithstanding any of the foregoing, if a grantee's employment or services with a Group's entity is terminated for "Cause" (as defined in the 2024 Plan), unless otherwise determined by the Administrator, all outstanding awards held by such grantee (whether vested or unvested) will terminate on the date of such termination and the shares covered by such awards shall be deemed to be irrevocably offered for sale to iFOREX, any of its affiliates or any person designated by iFOREX to purchase, at iFOREX's election and subject to applicable law, either for no consideration, for the par value of such shares or against payment of the exercise price previously received by iFOREX for such shares upon their issuance.

In addition, until the earlier of (i) the actions contemplated under this Registration Document, or (ii) a Merger/Sale, all vested awards, for a period of 180 days, following the date of termination of grantee, shall be subject to a right of repurchase by iFOREX, subject to a payment by iFOREX of an amount equal to the fair market value of the shares, or other consideration as shall be determined by the Administrator, subject to applicable law and a ruling to be issued by the ITA in connection with the repurchase right. Such repurchase right may be assignable by iFOREX to the shareholders of iFOREX, on a *pro-rata*, as converted basis.

6.1.8 ***Transactions***

In the event of division or subdivision of the issued shares of iFOREX, any distribution of bonus shares (division), consolidation or combination of share capital of iFOREX (combination), reclassification with respect to the shares or any similar recapitalization events, a merger (including a reverse merger and a reverse triangular merger), consolidation, amalgamation or like transaction of iFOREX with or into another corporation, a business combination, a SPAC transaction, a reorganization (which may include a combination or exchange of shares, spin-off or other corporate divestiture or division), or other similar occurrences, the Administrator shall have the authority to make, without the need for a consent of any holder of an award, such adjustments in order to adjust the number and class of shares reserved and available for grants of awards, the number and class of shares covered by outstanding awards, the exercise price per share covered by any award, the terms and conditions concerning vesting and exercisability and the term and duration of the outstanding awards, and any other terms of the award that in the opinion of the Administrator should be adjusted. Any fractional shares resulting from such adjustment shall be treated as determined by the Administrator, and in the absence of such determination shall be rounded to the nearest whole share, and iFOREX shall have no obligation to make any cash or other payment with respect to such fractional shares. No adjustment shall be made by reason of the distribution of subscription rights or rights offering to outstanding shares or other issuance of shares by iFOREX, unless the Administrator determines otherwise.

In the event of a merger (including, a reverse merger and a reverse triangular merger) or consolidation of iFOREX, or a reorganization (which may include a combination or exchange of shares, spin-off or other corporate divestiture or division, or other similar occurrences or a sale of all, or substantially all, of iFOREX's shares or assets or a scheme of arrangement for the purpose of effecting such merger, consolidation, sale or such other transaction having a similar effect on iFOREX (as described in the 2024 Plan)), or liquidation or dissolution of iFOREX, or such other transaction or circumstances as determined by iFOREX's Board of Directors ("**Merger/Sale**"), then without the consent of the grantee, the Administrator may, but is not required to, among other things, (i) cause any outstanding award to be assumed or substituted by us, or by the successor corporation in such Merger/Sale, or (ii) regardless of whether or not awards are assumed or substituted (a) provide the grantee with the right to exercise the

award as to all or part of the shares, and may provide for an acceleration of vesting of unvested awards, or (b) cancel the award and pay the grantee an amount in cash, shares of iFOREX, shares of the acquirer or of other corporation which is a party to such transaction or such other property as determined by the Administrator as fair under the circumstances. Notwithstanding the foregoing: (1) the Administrator may upon such event of Merger/Sale amend, modify or terminate the terms of any award as it shall deem, in good faith, appropriate and (2) iFOREX's Board of Directors may determine, in its discretion, that such transaction should be excluded from the definition of Merger/Sale set forth above.

In the event of (i) an admission of all or any of the shares or securities representing shares, (ii) a direct listing of the shares or securities representing shares, or (iii) a SPAC transaction (each, a "**Plan IPO**"), then, without derogating from the general authority and power of iFOREX's Board of Directors or the Administrator under the 2024 Plan, without the grantee's consent or action and without any prior notice requirement, the Administrator may make any determination as to the treatments of awards, in its sole and absolute discretion, to any substitution of an award into a security of the company undertaking such Plan IPO based on an exchange ratio (and adjustment to the terms of such award, including to its exercise price) and otherwise at a value to be determined by the Administrator in its discretion. Any substituted awards shall be subject to the same vesting and expiration terms of the awards applying immediately prior to the Plan IPO, unless determined by the Administrator, in its discretion, that the substituted awards shall be subject to different vesting and expiration terms, or other terms, and the Administrator may determine that it be subject to other or additional terms.

Regardless of whether awards are substituted or not pursuant to a Plan IPO, the Administrator has a broad discretion concerning the treatment of the awards as outlined in the 2024 Plan, including to (i) provide for a different exercise rights, per the Administrator discretion, (ii) provide for a cancellation of awards, (iii) provide for a change of terms of Awards, and (iv) provide for the suspension or cancellation of any portion of the awards, and (v) sign any definitive agreements related to the Plan IPO, including terms, conditions, and other obligations as determined by the Administrator.

6.1.9 ***Amendment***

iFOREX's Board of Directors at any time and from time to time may suspend, terminate, modify or amend the 2024 Plan, whether retroactively or prospectively. Any amendment effected in accordance with the terms of the 2024 Plan shall be binding upon all Grantees and all awards, whether granted prior to or after the date of such amendment, and without the need to obtain the consent of any grantee.

6.2 **2009 Global Equity Incentive Plan**

iFOREX's board of directors adopted its 2009 Global Equity Incentive Plan (the "**2009 Plan**") on 5 August 2009, and it was aimed at attracting and retaining persons in positions of substantial responsibility.

For any existing shares that have already been issued by iFOREX pursuant to the 2009 Plan, those shares will be exchanged for new Ordinary Shares in the capital of the Company on any Admission. For Israeli employees who participate in the Share for Share Exchange, these new Ordinary Shares which related to shares in iFOREX issued under the 2009 Plan will be held by ESOP Management & Trust Services Ltd. as trustee of an employee stock ownership trust established by the Company on behalf of the relevant employees and contractors. The details of that Share for Share Exchange are set out in paragraph 3.3 of this Part IX.

6.2.1 ***Eligibility***

The 2009 Plan was made available to those who provide services to iFOREX and/or its affiliate Group companies, whether they are employees of iFOREX or an affiliate, or otherwise merely a consultant, office holder or adviser. It was also available to those to whom offers of employment or engagement as employees or service providers have been extended.

6.2.2 ***Reserved Shares***

The maximum aggregate number of ordinary shares of iFOREX which could have been subject to share or option awards under the 2009 Plan (and any other share and option plans adopted by iFOREX, unless otherwise approved by the board of iFOREX) is 202,000 ordinary shares. These shares can be authorised but unissued ordinary shares or reacquired ordinary shares of iFOREX. If an award under the 2009 Plan expires or otherwise becomes un-exercisable for any reason without having been exercised first, then those relevant shares become available for future grant. However, given the 2009 Plan is no longer open for future grants, this is no longer applicable.

The shares under the 2009 Plan constitute part of the ordinary share capital of iFOREX and have equal rights as the rights attached to any other ordinary shares, subject to the 2009 Plan's and any individual award agreement's provisions.

6.2.3 ***Administration***

The 2009 Plan is administered by the board of directors of iFOREX, or a committee of the board if so delegated (the "**Administrator**"). The Administrator, amongst other things, was entitled to grant option or share awards to its participants and determine the terms and provisions of each award granted (which do not need to be identical). The Administrator may also amend, modify or supplement the terms of each outstanding award (though only with the participant's consent if this would adversely affect the award's terms), interpret the 2009 Plan and make all other decisions and determinations which are necessary for the 2009 Plan's administration.

6.2.4 ***Options***

Grant and Vesting

The Administrator was permitted under the 2009 Plan to grant to 2009 Plan participants share options on a personal basis from time to time. The grant of options under the 2009 Plan is evidenced by a written award agreement between iFOREX and the participant in whatever form the Administrator approves, and that written award will provide for the number of options granted to the participant, the vesting dates, the exercise price and any other terms and conditions which the Administrator may prescribe. The Administrator sets its vesting criteria at its discretion. The vesting criteria may, for instance, be based on iFOREX-wide achievements, the achievements of a business unit, or alternatively, individual metrics, including the 2009 Plan participant's length of service.

Exercise and Consideration

To exercise an option award, the participant must submit an exercise notice to iFOREX, after which the relevant shares are to be issued as soon as practicable assuming that the exercise price and tax has been fully paid. Options can be exercised in full or in part but not for a fraction of share, and participants must pay the exercise in cash or by cheque at the time of exercise. The exercise price is denominated in the currency of either the functional currency of iFOREX or the currency in which the participant is paid, as iFOREX determines.

6.2.5 ***Shares***

Grant and Vesting

The Administrator was permitted under the 2009 Plan to grant to 2009 Plan participants share awards on a personal basis from time to time. Such share awards are evidenced by a written award agreement between iFOREX and the participant in the form that the Administrator approves from time to time. The award agreements were required to state, amongst other things, the number of share awards granted, the vesting dates any other terms and conditions which the Administrator prescribes at its discretion (assuming they are consistent with the 2009 Plan). The Administrator is entitled under the 2009 Plan to set the vesting criteria in its discretion, which, depending on the extent to which the criteria is met, determines the number of shares which will be paid out to the participant. As with option awards, share award vesting criteria may be based upon company-wide achievement, business unit achievement or individual metrics, including length of service, and these criteria will always be set out in the relevant award agreement.

Exercise and Consideration

Upon the vesting date, the participant will then be entitled to receive the number of shares specified in the relevant award agreement in exchange for the payment of the exercise price as determined in the award agreement. The issuance shares is then to occur as soon as practicable after the vesting date, subject to compliance with the applicable law – assuming that the exercise price and any applicable tax are paid.

6.2.6 *Terms and Conditions of the Awards*

Option and share awards granted under the 2009 Plan are subject to various terms and conditions (in addition to those which, as mentioned, may be stipulated in the award agreements of the participants themselves). Such terms and conditions include that the awards may not be transferred or assigned (including by pledge) by the participant other than by will, or by the laws of descent. Neither awards nor the underlying shares (nor the rights arising from them) may be subject to mortgage or other encumbrances, and no power of attorney can be issued in respect of them. Further, the awards and the underlying shares are extraordinary, one-time benefits to the 2009 Plan participants and they are not to be deemed a component of any participant's salary.

6.2.7 *Rights Attached to the Shares*

Shares cannot be sold or transferred prior to a structural change, pursuant to which iFOREX's shares are being sold, or prior to an IPO, unless otherwise determined by the Administrator. The participants do not have any rights to vote in respect of the shares until they have actually been issued to the participant, but once issued, the shares have the same voting rights as other holders of ordinary shares in iFOREX as well as the rights to receive dividends. The issued shares have no protections against dilution.

6.2.8 *Termination of Participant's Employment/Engagement*

Unless otherwise determined by the Administrator, if the participant's employment/engagement is terminated for any reason, any unvested award (or a portion of one) expires immediately. In the case of termination of employment/engagement other than for cause, any option or a portion of one which is vested as of the termination date may be exercised but only within the period of time ending on the earlier of 90 days following the termination date or the expiration date, but only to the extent to which the option was exercisable at the time of the termination date. If, after the termination date, the participant does not exercise the option within this time then the option terminates. Under certain conditions, for instance, if termination occurs because of a participant's death or disability, then the option may be exercised to the extent possible by the participant's estate.

If the participant's employment/engagement is terminated for cause, any option that has not been exercised as of the termination date expires and is no longer exercisable, and any shares already issued to such terminated participant under the 2009 Plan shall be deemed to be irrevocably offered for sale to iFOREX and its controlling shareholder, at iFOREX's discretion and subject to applicable law, either for no consideration or against payment of the exercise price previously paid to iFOREX.

In addition, unless otherwise determined by the Administrator, and until the consummation of the actions contemplated under this Registration Document, the Administrator shall be entitled, at its discretion, to instruct each participant who ceases to be employed or engaged by iFOREX or an affiliate thereof to sell the participant's shares (in whole or in part) to iFOREX or its controlling shareholder. The sole consideration for the shares shall be the market value of the shares determined based on a valuation study conducted by an independent third party expert appointed by the Administrator at the time of repurchase.

6.2.9 *Taxation*

Any tax imposed in respect of the awards and/or the shares is borne by the participants only and in the event of death, by the participants' heirs. iFOREX and any group company is not required to bear any tax and is not required to gross up such tax in the participants' salaries

or remuneration, and under the 2009 Plan, the participants indemnify any group company for any tax for which they are liable under the applicable law or the 2009 Plan which the group company was or is required to pay. The relevant group company can deduct any amounts owed by this indemnification from the participants' salaries or remuneration.

6.2.10 *Changes to the 2009 Plan*

The Administrator can update and/or change the terms of the 2009 Plan in whole or in part at its sole discretion, provided that this doesn't materially derogate from the rights attached to the awards and/or shares already granted or issued under the 2009 Plan. The Administrator can also terminate the 2009 Plan at any time provided that the termination doesn't materially affect the rights of participants to whom awards have already been granted. The 2009 Plan is also binding upon any successor company.

On 5 May 2025, the Board of Directors of iFOREX signed an amendment to the 2009 Plan for the purposes of introducing several of the provisions contained within the 2024 Plan. These amendments state that in the event of a Plan IPO, without derogating from the general authority and power of the Administrator under the 2009 Plan, without the participant's consent or action and without any prior notice requirement, the Administrator may make any determination as to the treatment of awards in its sole and absolute discretion, and as to any substitution of an award into a security of the company undertaking such Plan IPO based on an exchange ratio (and adjustment to the terms of such award, including to its exercise price) and otherwise at a value to be determined by the Administrator at its discretion. Any substituted awards shall be subject to the same vesting and expiration terms of the awards applying immediately prior to the Plan IPO, unless determined by the Administrator, in its discretion, that the substituted awards shall be subject to different vesting and expiration terms, or other terms, and the Administrator may determine that it be subject to other and/or additional terms.

Regardless of whether awards are substituted or not pursuant to a Plan IPO, the Administrator has a broad discretion as regards the treatment of the awards under the 2009 Plan, including in respect of (i) providing for different exercise rights, per the Administrator's discretion, (ii) providing for a change of terms of awards, and (iii) signing any definitive agreements related to the Plan IPO, including terms, conditions, and other obligations as determined by the Administrator.

Between the date of this Registration Document and any proposed Admission, each of the participants under the 2009 Plan will be asked to provide their consent to such changes to the 2009 Plan to ensure the Share for Share Exchange can be entered into and each 2009 Plan participant shall also be asked to sign a new irrevocable proxy to the chairman of the Board of Directors of iFOREX or such other person determined by the Board of Directors of iFOREX, granting full power to vote the shares in any written resolution or shareholders' meeting, and sign, exercise, waive, or take actions regarding rights or obligations related to the shares, including with respect to any Plan IPO or any structural change of iFOREX (including the Share for Share Exchange).

6.3 **Phantom Awards**

FIH. has granted phantom awards to certain of its employees and service providers pursuant to a standard form of phantom award agreement (the "**Phantom Awards**"). Each participant with a right to a Phantom Award is entitled to receive a cash bonus equal to a Dividend Equivalent (as discussed below). The Phantom Awards have a vesting mechanism as provided in each award agreement. Phantom Awards cannot be converted into shares in FIH, iFOREX or the Company.

6.3.1 *Dividend Equivalents*

Each participant shall be entitled to receive from FIH (or an affiliate), a cash bonus in respect of awards which are vested upon the date on which iFOREX announces the distribution of a dividend to its shareholders, as determined by iFOREX in its sole and absolute discretion (the "**Dividend Equivalent**"). The Dividend Equivalent shall be an amount equal to the number of vested awards, multiplied by the per-share dividend amount declared by iFOREX.

6.3.2 ***Termination of Engagement***

In the event that a participant's engagement with FIH or its affiliate is terminated by either party and for any reason, including in the event that the participant is no longer engaged in providing services to FIH or an affiliate, or the participant's death, the participant's entitlement to any portion of the applicable Phantom Award, whether vested or un-vested upon such date, shall expire and shall no longer be due by FIH as of the date of termination.

6.3.3 ***Non-Transferability***

The Phantom Awards, and any right thereunder, are not transferable or assignable by the participant.

6.3.4 ***Amendments***

FIH may assign the award agreements to any affiliate without a prior approval of a participant. FIH may also, at any time and at its absolute discretion, amend the Dividend Equivalent such that it shall be calculated based on the dividends announced by any other company in the Group. The phantom awards shall be cancelled also in the event that the participant exercised any right granted to him/her to holds shares in FIH or in any other company in the Group. In addition, award agreements may be amended or modified only by a written document executed by FIH and the participant

7 DIRECTORS, PROPOSED DIRECTORS AND SENIOR MANAGEMENT

7.1 Details of the Directors, the Proposed Directors and Senior Management and their functions in the Company are set out in Part V: *"Directors, Proposed Directors, Senior Management and Corporate Governance"*.

7.2 The Directors, the Proposed Directors and members of the Senior Management currently hold, and have during the five years preceding the date of this Registration Document held, the following directorships, partnerships or been a member of the Senior Management:

Name	*Current appointments*	*Past appointments*
Itai Sadeh	iFOREX Holding Ltd. (BVI) I For Fintech Ltd. (Israel) Itai Sadeh, Attorney at Law (Israel) iFOREX Financial Trading Holdings Ltd.	Vallister Ltd (UK) Agricola Direct Limited (UK) iCFD Ltd (Cyprus)
Shirley Winkler Hollander	iFOREX Financial Trading Holdings Ltd.	STK Bio-ag Technologies Teva Pharmaceutical Industries Ltd
Ron Avshalom Golan	GCM Advisors Ltd GCM Capital Ltd GCM Advisors Limited (Isle of Man) Myrtleberry Limited	Finnovate Acquisition Corp.
Sir Michael Lawrence Davis	Institute for Strategic Dialogue Macsteel Global Limited Jordana Holdings Limited Vision Blue Advisors UK LLP UK Onward Thinktank LTD Beacon Rock Limited Chief Rabbinate Trust QTEC Analytics Limited The Portland Trust MacSteel Global Limited Vision Blue Resources Limited Ferr-Alloy Resources Limited	X2 Alpha LLP Macglobal Management Limited (formerly Macsteel Global Limited and Macglobal Services Limited) MUR Shipping Holdings Limited Macsteel International Trading Holdings Limited Niron Metals plc ESM Acquisition Company Corporation

Name	*Current appointments*	*Past appointments*
	NextSource Materials Inc. Vision Blue Capital Limited Haven Cyber TopCo S.A.r.l Sinova Global Inc Institute for National Security Studies of Israel Nosmas Protector Corporation Nosmas Investment Advisor Corporation SVRE Holdings Ltd	Arq Ltd Macsteel Holdings Luxembourg SARL Macsteel Global S.à.r.l. B.V. Sàrl Rabbi Sacks Legacy Trust Triple Flag Precious Metals Corp. Dangote Cement PLC Arie Capital Investment (ACBM) Ltd Carmel Innovations Ltd Coronado Global Resources Inc
Denzil Manistre Benedict Jenkins	OneChronos Markets UK Limited	Turquoise Global Holdings Limited London Stock Exchange Plc FTSE International Limited LSEG Regulatory Reporting B.V. (formerly known as Unavista Tradecho B.V.)
Suzi Attal	iCFD Ltd.	Formula Investment House B.O.S. Ltd.
Eytan Yaron	Sokotra Investments SL	None
Erez Kotser	I For Fintech Ltd.	None
Niv Dalal	I For Fintech Ltd.	None
Yaniv Lior	I For Fintech Ltd.	None

7.3 As at 6 May 2025 (being the latest practicable date prior to the date of this Registration Document) the interests (all of which unless stated, are beneficial) or are interests of a person connected with the Directors, the Proposed Directors or Senior Management were as follows:

Director/Proposed Director/Senior Management	*Current Number of Shares*	*Current Percentage of Issued Share Capital*	*Number of Shares/ options awarded under the 2009 and/ or the 2024 Plan*
Itai Sadeh[(1)]	Nil	Nil	25,000
Shirley Winkler Hollander[(1)]	Nil	Nil	4,000
Ron Avshalom Golan[(1)]	Nil	Nil	24,500
Sir Michael Lawrence Davis	Nil	Nil	Nil
Denzil Manistre Benedict Jenkins	Nil	Nil	Nil
Suzi Attal[(1)]	Nil	Nil	9,500
Eytan Yaron[(2)]	Nil	Nil	35,050
Erez Kotser[(1)]	Nil	Nil	22,000
Niv Dalal[(1)]	Nil	Nil	18,000
Yaniv Lior [(1)]	Nil	Nil	8,000

(1) All the Directors, Ron Golan and Senior Management have been granted shares in iFOREX under the 2024 Plan and/or the 2009 Plan and their shares (or options over shares) in iFOREX will be, in the event of and subject to any Admission, exchanged for shares (or options over shares) in the Company in accordance with the Share for Share Exchange.

(2) Eytan Yaron holds an interest in 30,050 shares in iFOREX and an interest in 5,000 options over shares in iFOREX. Each of those shares and options over shares will be exchanged for shares or options over shares in accordance with the Share for Share Exchange.

7.4 Save as disclosed, none of the Directors, the Proposed Directors or members of the Senior Management has at any time within the last five years:

(a) had any convictions (whether spent or unspent) in relation to offences involving fraud or dishonesty;

(b) been the subject of any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) or been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company;

(c) been a director or senior manager of a company which has been put into receivership, compulsory liquidation, administration, company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors; or

(d) been the subject of any bankruptcy or been subject to an individual voluntary arrangement or a bankruptcy restrictions order.

7.5 No Director or Proposed Director has any interest in any transactions which are or were unusual in their nature or conditions or which are or were significant to the business of the Group and which were effected by any member of the Group in the current or immediately preceding financial year or which were effected during an earlier financial year and which remain in any respect outstanding or unperformed.

7.6 Save as disclosed, there are no arrangements or understandings with major Shareholders, clients, suppliers or others, pursuant to which any Director, Proposed Director or member of the Senior Management was selected.

7.7 Save as disclosed, there are no restrictions agreed by any Director, Proposed Director or member of the Senior Management on the disposal within a certain period of time of their holdings in the Company's securities.

7.8 Save as disclosed, there are no outstanding loans or guarantees provided by any member of the Group for the benefit of any of the Directors or the Proposed Directors nor are there any loans or any guarantees provided by any of the Directors or the Proposed Directors for any member of the Group.

7.9 No Director or Proposed Director has any conflict of interest between duties to the Company and his private interests or other duties.

8 INTERESTS OF MAJOR SHAREHOLDERS

8.1 As at 6 May 2025 (being the latest practicable date prior to the date of this Registration Document) the Company is aware of the following persons who, in addition to the Directors, the Proposed Directors and Senior Management set out in Part V: "*Directors, Proposed Directors, Senior Management and Corporate Governance*", directly or indirectly, were interested in 3 per cent. or more of the Company's capital or voting rights:

Name	*Number of Shares*	*Percentage of voting rights*
Mr. Eyal Carmon	100	100 per cent.

8.2 Save as disclosed in paragraph 8.1 above, the Company is not aware of any person who directly or indirectly, jointly or severally, exercises or could exercise control over the Company nor is it aware of any arrangements, the operation of which may at a subsequent date result in a change of control of the Company.

9 DIRECTORS' AND PROPOSED DIRECTORS' SERVICE AGREEMENTS AND LETTERS OF APPOINTMENT

9.1 ***Executive Directors' Service Agreements and Letters of Appointments***

Each of the Executive Directors shall provide their services to the Company pursuant to a service contract, which are to be entered into in the event of and conditional upon any Admission.

Itai Sadeh, Chief Executive Officer

(a) ***Letter of Appointment***

The Company and Itai Sadeh have entered into a letter of appointment, pursuant to which Itai will be appointed by the Company as an executive director of the Company, in the event of and conditional upon any Admission. The appointment includes standard summary termination provisions (including termination should the employment agreement noted below be terminated) and can be renewed subject to board review and re-election. Itai will receive a annual gross fee for such appointment of NIS 6,500 (USD 1,797.39) exclusive of VAT.

(b) ***Employment Agreement***

Itai Sadeh will enter into a new comprehensive employment agreement with I For Fintech Ltd., in a scope of 90 per cent. of a full time position, including a non-disclosure, unfair competition and ownership of intellectual property undertaking (as detailed in paragraph c below), in the event of and conditional upon any Admission. Itai will be entitled to a monthly gross salary of NIS 50,000 (USD 13,826.10). The employment agreement can be terminated by either party with 180 days' written notice. His employment agreement includes standard summary termination provisions.

Itai will be entitled to pension arrangements pursuant to his choice and in accordance with the employment agreement. Additionally, the Company and Itai shall contribute, on a monthly basis, 7.5 per cent. of the salary and 2.5 per cent. of the salary (to be deducted from the salary in the case of Itai) respectively to maintain the Keren Hishtalmut (subject to the tax-exempt ceiling).

Itai will be entitled to be reimbursed for necessary and customary expenses incurred in accordance with the Company's policy. Itai will not be able to associate with, work or engage in any other paid or unpaid occupations or pursuits (without prior written consent of the Company).

(c) ***Non-Disclosure, Unfair Competition and Ownership of Intellectual Property Undertaking ("Undertaking")***

Simultaneously with the employment agreement detailed in the paragraph above becoming effective, Itai shall enter into the Undertaking, in the event of and conditional upon any Admission. Itai will be subject to confidentiality undertakings during the course of his employment and following his termination or expiration of employment.

During the course of his employment and for a 12 month period post termination or expiration of employment, Itai will be subject to non-compete and non-solicitation covenants. The Undertaking confirms that intellectual property, inventions and works created or made will be the sole property of the Company and its assignees and any title, rights (including moral rights) and interest will be assigned to the Company.

Shirley Winkler Hollander, Chief Financial Officer

(a) ***Letter of Appointment***

The Company and Shirley Winkler Hollander have entered into a letter of appointment, pursuant to which Shirley will be appointed by the Company as an executive director of the Company, in the event of and conditional upon any Admission. The appointment includes standard summary termination provisions (including a termination should the employment agreement noted below be terminated) and can be renewed subject to board review and re-election. Shirley will receive a annual gross fee for such appointment of NIS 5,200 (USD 1,437.91) exclusive of VAT, which shall be subject to an annual review by the Board.

(b) ***Employment Agreement***

Shirley Winkler Hollander will enter into a new comprehensive employment agreement with I For Fintech Ltd., including a non-disclosure, unfair competition and ownership of intellectual

property undertaking in the event of and conditional upon any Admission, under which she will continue in her role as Chief Financial Officer. Shirley will be entitled to a monthly gross salary of NIS 34,000 (USD 9,457.05). The employment agreement can be terminated by either party with 90 days' written notice. Her employment agreement includes standard summary termination provisions.

Shirley will be entitled to pension arrangements pursuant to her choice and in accordance with the employment agreement. The Company and Shirley shall contribute, on a monthly basis, 7.5 per cent. of the salary and 2.5 per cent. of the salary (to be deducted from the salary in the case of Itai) respectively to maintain the Keren Hishtalmut (subject to the tax-exempt ceiling).

Shirley will be entitled to be reimbursed for necessary and customary expenses incurred in accordance with the Company's policy. Shirley will not be able to associate with, work or engage in any other paid or unpaid occupations or pursuits (without prior written consent of the Company).

(c) ***Non-Disclosure, Unfair Competition and Ownership of Intellectual Property Undertaking ("Undertaking")***

Simultaneously with the employment agreement detailed in paragraph b above becoming effective, Shirley shall enter into the Undertaking in the event of and conditional upon any Admission. Shirley will be subject to confidentiality undertakings during the course of his employment and following his termination or expiration of employment.

During the course of her employment and for a 12 month period post termination or expiration of employment, Shirley will be subject to non-compete and non-solicitation restrictive covenants. The Undertaking confirms that intellectual property, inventions and works created or made will be the sole property of the Company and its assignees and any title, rights (including moral rights) and interest will be assigned to the Company.

9.2 ***Proposed Directors' Letters of Appointment***

Each of the Proposed Directors have entered into a letter of appointment with the Company, which are conditional upon any Admission, details of which are set out below:

(a) Ron Avshalom Golan, Sir Michael Lawrence Davis and Denzil Manistre Benedict Jenkins have entered into letters of appointment as Non-Executive Chair and Non-Executive Directors of the Company respectively, which are conditional upon any Admission.

(b) Each appointment is for an initial term of three years on and from any Admission, with an expected commitment of two to three days per month. The appointments include standard summary termination provisions and can be renewed subject to board review and re-election.

(c) Each appointment can be terminated by either party with one month's written notice. The duties of the Proposed Directors include, *inter alia*, challenging and developing strategy proposals, scrutinising management performance, and considering Shareholders' views.

(d) Ron will receive an annual gross fee of £40,000 (USD 53,096.00) and has received on 26 November 2024, 24,500 share awards under the 2024 Plan which will be converted to shares in the Company in accordance with the Share for Share Exchange.

(e) Sir Michael Davis and Denzil Jenkins will receive an annual gross fee of £36,000 (USD 47,786.40) and options over shares equating to 0.33 per cent. of the Company's issued share capital, in the event of and conditional upon any Admission. They may also receive a bonus fee if the Company pays a dividend.

(f) Each Proposed Director will be subject to confidentiality undertakings during the course of their appointment and following its termination. During the course of their appointment and for a six month period post termination or expiration of their appointment, each Non-Executive Director will be subject to non-compete restrictions and cannot represent or claim any connection with the Company.

9.3 In the Financial Year ended 31 December 2024, the aggregate remuneration (including pension fund contributions and benefits in kind) of the Directors and Senior Management was USD 1.2 million. The aggregate remuneration (including pension fund contributions and benefits in kind but excluding bonuses) of the Directors and Senior Management in respect of the current financial year (under the arrangements in force at the date of this Registration Document) is expected to be USD 1.2 million.

9.4 There are no arrangements under which any Director has waived or agreed to waive future emoluments nor have there been any such waivers of emoluments during the financial year immediately preceding the date of this Registration Document.

10 DIRECTORS' REMUNERATION

10.1 Under the terms of their service contracts, letters of appointment and applicable incentive plans, in the financial year ended 31 December 2024, the Directors were remunerated as set out below:

Name	*Annual Salary/ fees*	*Benefits*	*Bonuses*	*Total (exc. Pension)*	*Pension*	*Total (inc. pension)*	*Date of joining the group*
	(NIS)	*(NIS)*	*(NIS)*	*(NIS)*	*(NIS)*	*(NIS)*	
Director							
Itai Sadeh[(1)]	840,000	None	248,861.81	1,088,861.81	None	1,088,861.81	2011
Shirley Winkler Hollander[(2)]	117,725	3,535	None	121,260	16,171	137,431	2024

(1) Itai Sadeh was engaged by the Group in the financial period ended 31 December 2024 pursuant to a consultancy agreement. On any proposed Admission, Itai Sadeh will became an employee of IFF and his annual salary will be reduced to 600,000 NIS but he will be entitled to additional social benefits equal to approximately 150,000 NIS.

(2) Shirley Winkler Hollander joined the Group on 6 October 2024. As a result, the amount she received in the financial period ended 31 December 2024 for benefits, bonuses and pension only represents that period of service. On an annualised basis, she would have received in aggregate 14,141 NIS, nil and 64,685 NIS in benefits, bonuses and pension had she been employed for this full period.

10.2 The aggregate of the remuneration paid and benefits in kind (including bonus payments) paid by any member of the Group to Senior Management in respect of the financial year ended 31 December 2024 was approximately USD 1.2 million.

10.3 Following any Admission, the Directors shall each be eligible to receive a one-off cash bonus in a sum which may be up to a maximum of USD 100,000 to recognise the Directors' roles in bringing the Company to any eventual successful Admission. Whether such bonuses are granted as well as any bonus' specific sum are matters which would be decided at the sole discretion of the Board of Directors following any Admission.

11 THE COMPANY AND ITS SUBSIDIARIES

The Company is the holding company of the Group and has the following subsidiaries:

Name	*Country of registration or incorporation*	*Principal activity*	*Percentage of issued share capital held by the Company and (if different) proportion of voting power held*
iFOREX Holding Ltd.[(1)]	British Virgin Islands	Holding company	83.28 per cent.
iCFD Ltd.	Cyprus	Cyprus investment firm licensed by CySEC. The Group through iCFD Ltd. offers financial services mainly within the European Economic Area.	100 per cent.

Name	*Country of registration or incorporation*	*Principal activity*	*Percentage of issued share capital held by the Company and (if different) proportion of voting power held*
Formula Investment House Ltd.	British Virgin Islands	An investment business licensed by the BVI Financial Services Commission. The Group through FIH offers financial services mainly to clients in Asia, the Middle East and Latin America.	100 per cent.
Clio G.S. Ltd.	Israel	Inactive to Group operations.	100 per cent.
Clio Tech Ltd.	Israel	Inactive to Group operations.	100 per cent.
I For Fintech Ltd.	Israel	The technological division of the iForex Group, responsible for developing the systems used by the Group, namely, the Trading Platform, SCMM and EMERP.	100 per cent.
Formula Investment House B.O.S Ltd.	Cyprus	The provision of back office services to FIH.	100 per cent.
Athens Branch of Formula Investment House Ltd.	Greece	The provision of advertising, marketing, central accounting support and data processing services to FIH and IFF.	100 per cent.

(1) ESOP Management and Trust Services Ltd. currently holds 16.72 per cent. in iFOREX Holding Ltd. pursuant to the 2024 Plan and the 2009 Plan. The remainder is held by another Group company. The shares held by these entities in iFOREX Holding Ltd. will be exchanged for shares in the Company pursuant to the Share for Share Exchange, in the event of and subject to any Admission.

12 MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of the Group in the two years immediately preceding the date of this Registration Document or which are expected to be entered into prior to any Admission and which are, or may be, material or contain any provision under which any member of the Group has any obligation or entitlement which is, or may be, material to the Group as at the date of this Registration Document.

12.1 **Recap Ltd. Consultancy Agreement**

On 9 May 2025, IFF entered into a consultancy agreement with Recap Ltd., the service entity for Mr. Eyal Carmon, whereby Recap Ltd. agreed to provide certain services to the Company and the Group, in the event of and conditional on any Admission. The services include advising the Company's board and management on strategy, product development, risk management and seeking new business opportunities.

Recap Ltd. is entitled to a monthly fee of USD 10,000 plus VAT, to be paid on a quarterly basis and Eyal is entitled to be reimbursed for necessary and customary expenses incurred in accordance with the Company's policy.

The Consultancy Agreement contains immediate termination provisions for serious breaches and non-compliance. Standard summary termination provisions also apply. The Consultancy Agreement is for

a minimum term of two years, following which it can be terminated by either party with six months' prior written notice.

Recap Ltd. and Eyal are subject to confidentiality undertakings during and after the termination of the Consultancy Agreement. All intellectual property created during the agreement is owned by the Company. Recap Ltd. also assigns all rights to the Company. For a 12 month period post termination or the termination of the relationship agreement discussed in paragraph 12.2 below, Recap Ltd. and Eyal will be subject to the following restrictive covenants: non-compete, non-solicitation (with respect to senior employees and executives) and non-poaching.

The Consultancy Agreement is governed by the laws of Israel.

12.2 **Relationship Agreement**

The business was founded by Mr. Eyal Carmon (the "**Founder**") in 1996 as an independent FX speciality broker and the Founder has continued to take an active role in growing and developing the business up until 2018, when he decided to slowly relinquish day-to-day control. Following any Admission, the Founder will hold approximately 64 per cent. of the Company's issued share capital and will be a controlling shareholder, as defined in the UK Listing Rules. To help to ensure that the Founder does not use his controlling position to the detriment of the minority shareholders, the Company has entered into a both the consultancy agreement (discussed in paragraph 12.1 above) and a relationship agreement with the Founder.

On 9 May 2025 the Company entered into a Relationship Agreement with the Founder, the terms which will come into force in the event of and conditional on any Admission. The Relationship Agreement ensures that the Company is capable at all times of carrying on its business independently of the Founder and his respective associates.

The Relationship Agreement provides that the independent directors, being Sir Mick Davis, Denzil Jenkins and Ron Golan (together, the "**Independent Directors**") must not have had a material business relationship with the Founder or his associates in the last three years, nor been employees in the last five years, nor have close family ties with the Founder.

Under the Relationship Agreement, the Founder and his associates shall, *inter alia:*

(a) ensure the Company operates independently of the Founder and his associates;

(b) conduct transactions between the Company and the Founder at arm's length and on normal commercial terms; and

(c) prevent actions that would hinder the Company's compliance with UK Listing Rules.

In addition, the Relationship Agreement provides that only Independent Directors can vote on board reserved matters unless otherwise consented by a majority of Independent Directors. The Founder and his associates will be subject to non-compete and non-solicit restrictive (with respect to senior employees and executives) covenants. Further, subject to the Independent Directors constituting a majority of the Board, the Founder may appoint up to two directors to the Board.

The Relationship Agreement terminates if the Founder and his concert parties cease to control 25 per cent. or more of the Company's voting rights.

The Relationship Agreement is governed by the laws of England and Wales.

The Directors and the Proposed Directors believe that the Founder's ample experience and advice will prove to be valuable as the Company seeks to embark on a renewed growth phrase. Accordingly, the Company has also entered into an agreement with Recap Ltd.

13 RELATED PARTY TRANSACTIONS

Save as described in Note 21 to Section B of Part VIII: "*Historical Financial information*" and in paragraph 12 of this Part IX*:* "*Additional Information*", there have been no related party transactions that were or may be material to the Company which were entered into by the Company or any other member of the Group during the period commencing on 1 January 2022 up to the date of this Registration Document, or which have terminated immediately prior to the date of this Registration Document. Each of the transactions was concluded at arm's length.

14 LITIGATION

There are not and have not been any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during a period covering at least the previous 12 months, which may have, or have had in the recent past, a significant effect on the Group's financial position or profitability.

15 SIGNIFICANT CHANGE

There has been no significant change in the financial position or the financial performance of the Group since 31 December 2024, being the date to which the latest historical financial information of the Group has been published.

16 GENERAL

16.1 Kost Forer Gabbay and Kasierer, a member of EY Global ("**KFGK**"), whose registered address is at Menachem Begin Road, Tel-Aviv, Israel, 6492102, has been appointed as the statutory auditor of the Company. KFGK is registered with Guernsey Society of Chartered and Certified Accountants ("**GSCCA**") to perform audit work.

16.2 KFGK has also reported on the consolidated Historical Financial Information of the Group as set out in Part VIII: "*Historical Financial Information*". KFGK has no material interest in the Company.

16.3 KFGK has given and not withdrawn its written consent to the inclusion in this Registration Document of its accountant's report set out in Section A of Part VIII: "*Historical Financial Information*" and has authorised the contents of this report as part of the Registration Document for the purposes of item 1.3 of Annex 1 of the UK version of Commission Delegated Regulation (EU) 2019/980.

16.4 A written consent under the Prospectus Regulation Rules is different from a consent filed with the US Securities and Exchange Commission under Section 7 of the US Securities Act. KFGK has not filed and will not be required to file a consent under Section 7 of the US Securities Act.

16.5 Where third party information has been referenced in this Registration Document, the source of that third party information has been disclosed. All information in this Registration Document that has been sourced from third parties has been accurately reproduced and, as far as the Company is aware and able to ascertain from information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

16.6 Save as otherwise disclosed in this Registration Document there are no patents or other intellectual property rights, licences, industrial, commercial or financial contracts or new manufacturing processes which are material to the Group's business or profitability.

17 DOCUMENTS AVAILABLE

17.1 Copies of the following documents will be available for inspection on the Company's website from the date of this Registration Document until 9 May 2026:

(a) the Articles;

(b) the written consent referred to in paragraph 16.3 of this Part IX; and

(c) this Registration Document.

Dated: 9 May 2025

PART X

DEFINITIONS

The following definitions apply throughout this Registration Document, unless the context otherwise requires:

"**£**" and "**p**"	means respectively pounds and pence sterling, the lawful currency of the UK.
"**2009 Plan**"	means the 2009 share incentive plan which was originally adopted by iFOREX in 2009, which, on any Admission, will be adopted by the Company.
"**2024 Plan**"	means the 2024 share incentive plan which was originally adopted by iFOREX in 2024, which, on any Admission, will be adopted by the Company.
"**Active Client**"	means a client who makes at least one trade using real money on the trading platform in the relevant period.
"**Admission**"	means proposed admission of the Shares, in issue and to be issued to the equity shares (commercial companies) category of the Official List and to trading on the Main Market of the London Stock Exchange, in respect of which the Company intends to make applications in due course.
"**Admission and Disclosure Standards**"	means the current edition of the Admission and Disclosure Standards produced by the London Stock Exchange.
"**AFA**"	means the Andorran Financial Authority.
"**AI**"	means artificial intelligence.
"**AML**"	means anti-money laundering.
"**Articles**"	means the articles of incorporation of the Company which will be in force in the event of and as at any Admission, a summary of which is set out in paragraph 5 of Part IX of this Registration Document.
"**Audit Committee**"	means the audit committee of the Board of Directors.
"**Board of Directors**" or the "**Board**"	means the board of directors of the Company.
"**Business Day**"	means a day (excluding Saturdays, Sundays and UK public holidays) on which banks are open in London and Guernsey for the transaction of normal banking business.
"**BVI FSC**"	means the British Virgin Islands Financial Services Commission.
"**CDD"**	means client due diligence.
"**certificated**" or "**in certificated form**"	means not in uncertificated form (that is, not in CREST).
"**CFD**"	means contract for difference.
"**CIF**"	means a Cyprus Investment Firm.

"**Company**"	means iFOREX Financial Trading Holdings Ltd., non-cellular company limited by shares and incorporated in Guernsey with company number 75570.
"**Consultancy Agreement**"	means the consultancy agreement to be entered into on or around the date of this Registration Document between Recap Ltd. (the service entity of the Founder) and IFF, by which Recap Ltd. agreed to provide certain services to the Company and the Group in the event of and conditional upon any Admission.
"**CNV**"	means the Comisión Nacional de Valores, or the National Securities Commission of Argentina, the official body responsible for the promotion, supervision and control of equity markets in Argentina.
"**CREST**"	means the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations) in accordance with which securities may be held and transferred in uncertificated form.
"**CREST Regulations**"	means the Uncertificated Securities Regulations 2001 (SI 2001/3755) or the Companies (Uncertificated Securities) (Guernsey) Order 1999, as applicable and as amended.
"**CySEC**"	means the Cyprus Securities and Exchange Commission.
"**CySEC Rules**"	means the Investment Services and Activities and Regulated Markets Laws of 2017 as subsequently amended, as well as the CySEC relevant directives and circulars and guidelines issued by CySEC
"**Directors**" or "**Board**"	means the current directors of the Company whose names are set out on page 73 of this Registration Document.
"**DTRs**"	means the Disclosure Guidance and Transparency Rules sourcebook published by the FCA from time to time.
"**Employee Shareholder**"	means each of the employees and contractors that are proposed to take part in the Share for Share Exchange.
"**EURO**" or "**€**"	means the Euro, the lawful currency of various of the member states of the European Union.
"**Euroclear**"	means Euroclear UK & International Limited, the operator of CREST.
"**Exchange Shares and Options**"	means ordinary shares of no par value and the options over the shares in iFOREX.
"**Executive Directors**"	means the executive Directors of the Company.
"**FCA**"	means the Financial Conduct Authority of the UK.
"**FIH**"	means Formula Investment House Ltd., an indirect subsidiary of the Company incorporated and registered in the British Virgin Islands.
"**Founder**"	means Mr. Eyal Carmon.
"**FSA**"	means the Financial Services Authority, the predecessor to the FCA.
"**FSMA**"	means Financial Services and Markets Act 2000, as amended.

"**Guernsey Companies Law**"	means the Companies (Guernsey) Law, 2008, as amended.
"**Group**"	means the Company and its subsidiary undertakings from time to time.
"**Historical Financial Information**"	means the Group's historical financial information for the years ended 31 December 2022, 31 December 2023 and 31 December 2024.
"**HMRC**"	means His Majesty's Revenue and Customs (which shall include its predecessors, the Inland Revenue and HM Customs and Excise).
"**iCFD**"	means iCFD Ltd., an indirect subsidiary of the Company incorporated and registered in Cyprus.
"**IFF**"	means I For Fintech Ltd., an indirect subsidiary of the Company incorporated and registered in Israel.
"**iFOREX**"	means iForex Holding Ltd., the direct subsidiary of the Company incorporated and registered in the British Virgin Islands.
"**IFRS**"	means the International Financial Reporting Standards as issued by the International Accounting Standards Board.
"**ITA**"	means the Israeli Tax Authority.
"**Keren Hishtalmut**"	means the saving arrangement common in contracts of employment in Israel whereby after either a three or six year period the amounts accumulated in the relevant savings fund contributed by the employer and employee over the saving period may be released to the employee, such monies being tax exempt.
"**KFGK**"	means Kost Forer Gabbay and Kasierer, a member of EY Global, the Company's Reporting Accountants.
"**KYC**"	means "know your client".
"**London Stock Exchange**"	means London Stock Exchange plc.
"**New Client**"	means a client who has deposited real money into his or her own account for the first time in the relevant financial period.
"**Non-Executive Directors**"	means the non-executive Directors of the Company.
"**Official List**"	means the Official List of the FCA.
"**Ordinary Shares**"	means the ordinary shares of no par value in the capital of the Company.
"**Proposed Directors**"	means Sir Michael Davis, Ron Golan and Denzil Jenkins.
"**Prospectus Regulation**"	means the UK version of the Prospectus Regulation (EU) No 2017/1129 which is part of UK law by virtue of the European Union (Withdrawal) Act 2018.
"**Prospectus Regulation Rules**"	means the prospectus regulation rules of the FCA made under section 73A of the FSMA.
"**Registration Document**"	means registration document published by the Company and approved by the FCA in accordance with the Prospectus Regulation Rules.

"**Regulatory Information Service**"	means one of the regulatory information services authorised by the FCA to receive, process and disseminate regulatory information from listed companies.
"**Relationship Agreement**"	means the relationship agreement to be entered into on or around the date of this Registration Document between the Founder and the Company.
"**Remuneration Committee**"	means the remuneration committee of the Board of Directors.
"**Senior Managers**"	means those persons whose names are set out in paragraph 1.8 of Part V: "*Directors, Proposed Directors, Senior Management and Corporate Governance*" of this Registration Document.
"**Share Exchange Agreement**"	means the share for share exchange agreement which will be entered into prior to any Admission between the Company, iFOREX and the Employee Shareholders.
"**Share for Share Exchange**"	means the share for share exchange whereby, the shares held by the certain employees and contractors of the Group in iFOREX are exchanged for shares in the Company pursuant to the terms of the Share Exchange Agreement.
"**Shareholders**"	means holders of Shares in the capital of the Company.
"**Sky Labs**"	means Sky Labs Ltd., an Israeli-incorporated subsidiary of Matrix I.T. Integration & Infrastructures Ltd., which provides outsourcing services to FIH.
"**subsidiary undertakings**"	means as defined in section 1162 of the 2006 Act.
"**Trading Platform**"	means the trading platform which is defined in paragraph 1 of Part I of this Registration Document.
"**UK**"	means the United Kingdom of Great Britain and Northern Ireland.
"**UK Companies Act 2006**"	means the Companies Act 2006, as such act may be amended, modified or re-enacted from time to time.
"**UK Corporate Governance Code**"	means the UK Corporate Governance Code published by the Financial Reporting Council, as amended from time to time.
"**UK Listing Rules**"	means the listing rules relating to admission to the Official List made under section 73A(2) of the FSMA.
"**uncertificated**" or "**in uncertificated form**"	means Shares recorded on the Company's share register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST.
"**US**" or "**USA**" or "**United States**"	means the United States of America, its territories and possessions, any state or political sub-division of the United States of America, the District of Columbia and all other areas subject to the jurisdiction of the United States of America.
"**USD**"	means United States Dollars, the lawful currency of the United States.
"**US Securities Act**"	means the US Securities Act of 1933.
"**VAT**"	means value added tax.

All references to legislation in this Registration Document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.