

iFOREX Financial Trading Holdings Ltd.
(trading as "iFOREX")

("iFOREX", the "Company" or the "Group")

Final Results for the year ended 31 December 2025

Foundations laid for future growth, positive start to FY26

30 April 2026

iFOREX (LSE:IFRX), a leading fintech business with a proprietary online and mobile trading platform for multi-asset contracts for difference ("CFD"), today announces its final results for the year ended 31 December 2025 ("FY25"), and that it is today publishing its Annual Report and Accounts for FY25 (the "**2025 Annual Report**"). iFOREX is also pleased to announce that the Board has declared a dividend of \$0.055 per share in respect of FY25, the details of which are set out in this announcement.

Financial Highlights

The Company delivered a financial performance for 2025 in line with the Board's expectations at the time of the IPO, reflecting global volatility trading conditions and investment activity during the year.

	FY25	FY24	Change %
	\$m	\$m	
Revenue	49.1	50.1	(2.0)
Adjusted EBITDA ^[1]	4.3	9.7	(55.7)
Adjusted EBITDA margin	8.8%	19%	(53.7)
Adjusted profit before tax	1.6	5.9	(4.3)
Reported (Loss) / Profit before tax	(3.2)	6.0	(153)
Dividend per share (\$)	0.055	-	-

During the year, the Group incurred non-recurring IPO-related costs of \$4.1 million and a non-cash Share Based Payments charge of \$3.7 million. In addition, the delay to the Group's IPO, which was originally planned for June 2025, created disruption including increased marketing spend ahead of the IPO without the anticipated revenue benefit from being a listed company.

Operational and Strategic Highlights:

- Total trading volume increased by 1.5% to \$470.8bn (FY 2024: \$461.0bn)
- Total active clients of 28,141, a 2.5% decline (FY 2024: 28,863)
- Average revenue per user of \$1,746 (FY 2024: \$1,737)
- Onboarded 13,579 new clients (FY 2024: 13,632)
- Average client acquisition cost increased to \$695 (FY 2024: \$401), reflecting higher marketing expenditure associated with the delayed IPO
- Investments in platform automation and AI tools continued, with 37% of new clients onboarded without human intervention
- Group system uptime increased to 99.985% (FY 2024: 99.965%)
- Appointed a new Chief Marketing Officer to lead marketing efforts, customer acquisition and brand positioning

Current Trading and Outlook:

- The Group has made a positive start to the new financial year. Trading has been supported by elevated levels of market volatility which has resulted in healthy levels of profitability. Client KPIs are also encouraging.
- The Board continues to focus on driving progress in the Group's core activities, including ongoing investment in proprietary technology and data-driven capabilities to support client engagement and activity levels in existing markets.
- The Group continues to explore opportunities for geographical expansion, including in the UAE

Itai Sadeh, CEO of iFOREX, commented:

"2025 was a year of significant progress for iFOREX, culminating in our successful Admission to the Main Market of the London Stock Exchange in February 2026. This milestone marks a pivotal moment in the Group's evolution, enhancing our visibility, governance, and strategic flexibility as we position ourselves for long-term growth."

During the year, we made meaningful strides against our strategic priorities through investment in our proprietary Trading Platform, operational capabilities and geographic footprint. Trading conditions were mixed, with strong activity and macro-driven volatility in the first half of the year giving way to a period of lower volatility in Q3, before recovering towards year-end. While costs were higher, this largely reflected non-recurring IPO-related investment, supporting the ongoing development and scalability of the business.

We have started FY2026 positively, aided by elevated market volatility. We look forward to harnessing the benefits of our Main Market listing and delivering on our strategic priorities in year ahead."

2025 Annual Report

In accordance with UK Listing Rules 6.4.1R and 6.4.3R and UK Disclosure Guidance and Transparency Rules ("DTRs") 6.2.10R and 6.3.5R, the 2025 Annual Report is being submitted to the Financial Conduct Authority's National Storage Mechanism today, in both structured electronic format and in unedited full text. A copy of the 2025 Annual Report will shortly be available for viewing at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Additionally, in accordance with DTR 6.3.5R, the 2025 Annual Report will shortly be available on the Company's website at: <https://www.iforex.com/investors/corporate-documents>.

Dividend declaration

The Board of Directors of the Company is pleased to announce the declaration of a dividend of \$0.055 per share in respect of FY25, the details of which are set out below.

ISIN	GG00BN7RXN80
TIDM	IFRX
Ex-Date	14 May 2026
Record Date	15 May 2026
Pay Date	12 June 2026
Dividend Type	Final
Dividend Amount & Currency	\$0.055 per share
Currency of Dividend payment	USD

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About iFOREX

iFOREX is a long-established broker in the global financial services industry. Founded in 1996, the company operates a proprietary online and mobile trading platform, enabling retail clients to trade Contracts for Difference (CFDs) across more than 870 financial instruments.

iFOREX combines advanced technology with a strong focus on customer service, offering free training, support and educational resources to help clients navigate global markets and develop their trading skills.

iFOREX Europe is authorised and regulated by the Cyprus Securities and Exchange Commission (CySEC) under license number 143/11 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 under license number SIBA/L/13/1060.

The Group listed on the London Stock Exchange on 25 February 2026 under the ticker LSE: IFRX.

For further information, please visit www.iforex.com

Important Disclaimers

Disclaimer

This announcement and the 2025 Annual Report are for information purposes only and are not intended to and do not constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell, otherwise dispose of or issue, or any solicitation of any offer to sell, otherwise dispose of, issue, purchase, otherwise acquire or subscribe for, any security.

Cautionary statement regarding forward-looking statements

Certain statements in this announcement and in the 2025 Annual Report may constitute 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 current beliefs and expectations of the directors of the Company (the "Directors") about future events. The Company often, but not always, uses 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, to generally identify forward-looking statements. Forward-looking statements may be set forth in a number of places throughout this announcement and the 2025 Annual Report and include statements regarding the intentions, beliefs or current expectations of the Directors or the Group concerning, among other things, the results of operations, financial condition, prospects, growth, strategies, corporate governance and the Group's dividend policy and the industry in which the Group operates.

These forward-looking statements and other statements contained in this announcement and the 2025 Annual Report 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, 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 announcement and the 2025 Annual Report reflect the 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 speak only as of the date of this announcement (or, in the case of forward-looking statements in the 2025 Annual Report, as of the date of the 2025 Annual Report). Subject to any obligations under the UK Listing Rules, the Disclosure Guidance and Transparency Rules or any other applicable UK, Guernsey or other applicable laws, as appropriate, the 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 announcement or the 2025 Annual Report that may occur due to any change in the Directors', the Company's or the Group's expectations or to reflect events or circumstances after the date of this announcement (or, in the case of forward-looking statements in the 2025 Annual Report, the date of the 2025 Annual Report).

Chair's Statement

It is with great pride that I present iFOREX's first full year results as a publicly listed company, a historic milestone in our journey of innovation and growth. Our admission to the Main Market of the London Stock Exchange marked an important step for the Group, strengthening client confidence, enhancing our regulatory standing and supporting long-term development and shareholder value creation.

2025 Overview

2025 was a year of significant progress for iFOREX, culminating in the Group's successful admission to trading on the

Main Market of the London Stock Exchange in early 2026. This milestone underscores the strength of our business model, the growing stakeholder confidence and the dedication of our teams. During the year, the Group made targeted investments to reinforce its operational and organisational foundations, with particular focus on leadership capability, technology platforms and infrastructure. These investments were made in anticipation of the Group's growing scale and the resulting increase in regulatory responsibilities, and to support sustainable performance in an increasingly complex global trading environment.

2026 marks the 30th anniversary of iFOREX's founding. As the Group enters its fourth decade, having evolved across multiple market cycles, our mission remains unchanged: to provide secure, advanced trading solutions for clients across multiple regions and languages. This continued focus, now strengthened by the credibility and discipline of a Main Market listing, positions the Group well for the next stage of its development.

On behalf of the Board, I would like to thank our colleagues for their commitment and professionalism throughout the year, and our shareholders for their continued support and trust.

Financial Review

The Company delivered a financial performance for 2025 that was in line with the Board's expectations at the time of our IPO and reflected volatile trading conditions and investment activity during the year.

A delay to the IPO, originally planned for June 2025, affected the timing of certain marketing initiatives undertaken by the company ahead of the initial admission date. The Board considers the associated costs to be appropriate investment that have supported the Group's transition to a listed company.

Strategy

The Board remains focused on overseeing the execution of the Group's strategy, with an emphasis on sustainable organic growth and long-term profitability. During 2025, the Group continued to invest in strengthening its marketing capabilities, including affiliate networks and online channels to support client acquisition in existing markets. These initiatives have helped inform a more disciplined and targeted approach to marketing investment going forward.

Central to the Group's strategy is the continued development of its proprietary Trading Platform. During the year, further enhancements were made to user experience, automation and AI-enabled functionality, supporting client engagement while ensuring the platform continues to meet evolving regulatory requirements.

In parallel, management advanced preparations for geographic expansion, including the evaluation of regulatory licensing opportunities in a number of key markets, including the UAE. The Group's diversified revenue model and proprietary technology support entry into new jurisdictions, complemented by targeted marketing efforts, localised interfaces, and tailored payment solutions.

The Group's admission to the Main Market has already delivered tangible benefits, including improved visibility and a strengthened regulatory profile.

Corporate Governance

The Board of Directors is committed to the highest standards of corporate governance and becoming a listed company has further strengthened our corporate governance systems. Over the course of the year, and in preparation for the IPO, the Group strengthened its Board of Directors by bringing in highly experienced leaders whose expertise aligns with the Company's long-term strategic ambitions. These additions were made to enhance governance capabilities, deepen sector knowledge and ensure the Board has the appropriate skills and insight for life as a listed company.

As part of this process, Sir Michael (Mick) Lawrence Davis, Denzil Jenkins and I joined as Independent Non-Executive Directors. Sir Mick brings extensive global leadership and transactional experience, having raised almost US 40 billion from global capital markets and successfully completed over USD 120 billion of corporate transactions, while Denzil contributes significant regulatory, compliance and financial-markets expertise gained through senior roles within leading exchanges and regulatory bodies. I also bring extensive experience in capital markets and the management of international organisations. Together, our diverse backgrounds reinforce the Board's ability to provide effective oversight and guide the Group's strategic direction.

Itai Sadeh, who has held multiple leadership roles across the business, continued as Chief Executive Officer and joined the Board during the year. Shirley Winkler Hollander, the Group's Chief Financial Officer, also joined the Board, bringing significant financial governance and regulatory expertise.

Together, the Board now combines extensive industry, financial markets and operational experience, ensuring the Company is well equipped to deliver its strategy, meet the requirements of a Main Market listing and provide the appropriate oversight as the Group continues to progress its growth strategy.

Shareholder Returns

The Group remains highly cash generative, and the Board is committed to a progressive dividend policy that balances sustainable shareholder returns with the capital needed to enable future growth.

As part of our commitment to shareholder returns, the Board proposes a dividend of \$ 0.055 per share, reflecting FY 2025 performance and the timing of the IPO. From FY 2026, dividends are expected to be set at approximately 50 percent of adjusted net profits, subject to prevailing conditions and capital requirements.

Outlook

The Group has made a positive start to the new financial year. Trading has been supported by elevated levels of market volatility which has resulted in healthy levels of profitability. Client KPIs are also encouraging.

The Group's admission to the Main Market is delivering tangible benefits, enhancing visibility, reinforcing governance, and providing greater strategic flexibility. The Board remains focused on driving progress in the Group's core activities, including ongoing investment in proprietary technology and data-driven capabilities to support client engagement and activity levels in existing markets.

Management is also actively evaluating opportunities for geographical expansion and selective initiatives that complement the Group's organic growth strategy.

Ron Golan
Chair
29 April 2026

Chief Executive Officer's Review

The successful admission of iFOREX to the Main Market of the London Stock Exchange represented a defining moment in our journey and has provided a strong platform for the next phase of the Group's growth.

As CEO, I am excited about the opportunities this creates to accelerate the growth of the business and deliver long-term, sustainable returns for our shareholders.

Financial Overview

In 2025, the financial performance was shaped by a dynamic market environment and strategic investments aligned with our public listing preparations. The first half of the year saw a notable uplift in activity, driven by global geopolitical events that increased market volatility and client engagement supporting favourable trading conditions and revenue growth.

However, market conditions evolved in the second half of the year, with unusually low global volatility in the third quarter weighing on activity levels. Additionally, the IPO delay created disruption and in light of low market volatility the Company implemented a short term revenue initiative which was ineffective and promptly reversed.

Despite these factors, continued operational developments - including streamlined onboarding, enhanced data-driven marketing efficiency, and upgrades to our proprietary Trading Platform - together with normalisation of market volatility, contributed to a stronger finish in the fourth quarter.

With a debt-free balance sheet and solid cash reserves, the Group is well positioned to execute its strategic priorities across both new and existing markets.

Strategic Update

Our strategy builds on foundations established over nearly three decades and centers on four core pillars designed to support sustainable growth:

(a) Attracting New Clients in Existing Markets

Our marketing engine remains a key driver of growth. In 2025, we appointed a new Chief Marketing Officer to lead our in-house marketing efforts. Under his leadership, the Group made greater use of data-driven insights, supporting improvements in campaign quality across search engine marketing, affiliates, social media and direct channel advertising. Ongoing refinement across the customer journey, from initial awareness through to long-term retention, has contributed to greater marketing efficiency and continued client acquisition.

(b) Increasing Active Client Longevity

Delivering a high-quality client experience is central to our strategy. During the year, we introduced AI-powered tools, and new features across our proprietary Trading Platform, including interactive walkthroughs, integrated customer support, expanded access to financial instruments, strategy copying capabilities, and options to receive stock dividends (alongside cash dividends). Enhancements to our payment infrastructure, such as the introduction of ApplePay and GooglePay in select jurisdictions, have further improved convenience and supported deeper client engagement.

(c) Expanding into New Markets

Geographic expansion remains one of our most exciting growth opportunities. Ongoing evaluations of regulatory licenses in key regions, including the UAE, alongside continued assessment of additional jurisdictions, support this ambition.

Tailoring the platform to local languages, payment infrastructures and regulatory frameworks has positioned us well for expansion into high-potential markets.

(d) Strategic M&A Opportunities

Recognising the fragmented nature of the CFD broker market, we remain open to selective bolt-on acquisitions that complement our technology, product range, and geographic footprint. Our listing on the Main Market enhances our ability to pursue these opportunities and leverage scale and brand recognition to accelerate growth.

People

Our people are the foundation of our success. We are committed to attracting, developing, and retaining top talent through structured career development, mentorship and a supportive culture that prioritises wellbeing. Our teams across technology, marketing, compliance, payments, risk, customer support and corporate functions deliver the operational excellence that underpins our growth.

In 2025, we strengthened our organisational capabilities with the appointment of a new Chief Marketing Officer, to lead our in-house marketing function. This team drives brand positioning and awareness across multiple online channels, ensuring consistent and effective engagement with our international client base.

As the industry evolves with technological and regulatory changes, we remain focused on building a diverse, agile workforce equipped to innovate and deliver exceptional client value.

Market Overview

The retail leveraged trading industry continues to evolve rapidly, driven by shifts in global market dynamics, increasing client engagement, and the broadening of access to financial markets. Structural developments, including expanded internet access, mobile trading and more advanced trading platforms, have increased market participation and contributed to the growing popularity of retail trading. As of Q1 2026, there are more than 6 million active retail trading accounts worldwide, reflecting sustained interest from an increasingly diverse user base.

iFOREX is well positioned within this environment, serving clients across more than 30 countries via a multilingual, scalable Trading Platform. The Group's business model, underpinned by proprietary technology delivering real-time pricing, automated tools, and robust risk management, is designed to ensure a reliable and engaging user experience and to operate effectively across varying market conditions, including periods of lower volatility. Geographic expansion opportunities, particularly in developing regions such as Southeast Asia and India, remain attractive as wealth levels rise and digital access expands. These markets, alongside others currently under regulatory review, represent promising opportunities for the Group.

Summary

2025 was a transformational year for iFOREX, culminating in the Group's successful admission to trading on the Main Market of the London Stock Exchange. Against a backdrop of evolving market conditions, we made good progress against our strategic priorities, enhancing our technology and operations, and delivered a strong finish to the year.

Becoming a listed company has strengthened our visibility, governance, and strategic flexibility, providing a solid foundation to pursue our growth objectives. Continued investment in technology, marketing capabilities and operational

infrastructure supports our long-term ambitions and the Group's continued development across existing and new markets.

I would like to thank our employees and service providers, whose commitment and dedication are at the core of our business, as well as our clients for their loyalty and our shareholders for their continued support. As we enter FY 2026, we remain confident in our strategy and the opportunities ahead.

Itai Sadeh
Chief Executive Officer
29 April 2026

Financial Review

While 2025 financial performance reflected variable market conditions and strategic investment associated with our public market transition, the operational enhancements implemented across the Group and our strengthened balance sheet have positioned iFOREX with greater scalability and flexibility entering FY26.

FY 2025 Performance Overview

FY 2025 was a year of two distinct halves for the Group. The first half of FY 2025 ("H1 2025") delivered strong revenue growth compared to H1 2024, driven by a material increase in market volatility. Two significant macroeconomic events were particularly impactful: in February 2025, statements by President Donald J. Trump legitimising cryptocurrencies and their potential use as a recognised means of payment resulted in increased trading activity and higher revenues across the cryptocurrency asset class, which resulted in higher dealing spread revenues; and in April 2025, the declaration of "Liberation Day" tariff measures generated further heightened market volatility and a sharp rise in revenues. H1 2025 revenues amounted to USD 27.6 million, compared to USD 22.6 million in H1 2024, an increase of approximately 22 per cent.

During the second half of FY 2025 performance was impacted by lower global market volatility, and as a result, reduced trading activity. The delay of the Group's Admission to the London Stock Exchange, which was initially planned to take place in June 2025, created disruption including an increase in marketing spend in the prior months not benefitting from brand recognition and public profile associated with being a listed company. In addition, a short-term revenue initiative implemented in response to the low volatility environment proved ineffective and was promptly reversed. As a result, full year FY 2025 revenue was USD 49.1 million, broadly in line with FY 2024 revenue of USD 50.1 million. Adjusted EBITDA for FY 2025 is USD 4.3 million (FY 2024: USD 9.7 million). The Group's balance sheet remains strong with a net cash balance as at 31 December 2025 of USD 6.2 million and no debt.

Summary Consolidated Income Statement

The table below summarises the Group's consolidated results of operations for the three financial years ended 31 December 2025:

\$m	FY 2025 (audited)	FY 2024 (audited)
Trading Income (Revenue)	49.1	50.1
Selling and Marketing Expenses	(42.5)	(35.9)
Administrative and General Expenses	(10.8)	(6.6)
Profit / (Loss) from Operations	(4.2)	7.6
Finance Income	1.5	0.3
Finance Expense	(0.5)	(1.9)
Net Finance (Expense) / Income	1.0	(1.6)
Profit / (Loss) Before Tax	(3.2)	6.0
Tax on Income	0.3	(0.9)
Profit / (Loss) for the Period	(2.8)	5.1
Attributable to owners of parent	(2.0)	3.9
Attributable to non-controlling int.	(0.8)	1.2
FX Translation Difference	(0.6)	(0.5)
Total Comprehensive Income / (Loss)	(3.4)	4.6

Trading Income (Revenue) Trading income decreased by USD 1 million (2.0 per cent.) to USD 49.1 million in FY 2025 (FY 2024: USD 50.1 million). The reduction was modest and reflects broadly stable client trading activity, with lower average spread revenue. The overall performance demonstrates resilience in the Group's core business.

Revenue by geography

\$m	FY 2025	FY 2024
Middle East and Africa	14.7	15.1
South Asia	9.4	8.4
East Asia	18.7	19.6
Europe	1.9	2.6
Latin America	4.4	4.4
Total Revenue	49.1	50.1

Asia (Rest) remained the largest region at USD 18.7 million, broadly stable year-on-year (FY 2024: USD 19.6 million). South Asia grew to USD 9.4 million (FY 2024: USD 8.4 million), reflecting improved client acquisition. The Middle East and Africa were broadly stable at USD 14.7 million (FY 2024: USD 15.1 million). Europe declined to USD 1.9 million (FY 2024: USD 2.6 million), reflecting the Group's limited EEA-regulated client base. Latin America was broadly flat at USD 4.4 million.

Selling and Marketing Expenses Selling and marketing expenses increased by USD 6.6 million (18.2 per cent.) to USD 42.5 million in FY 2025 (FY 2024: USD 35.9 million). Three items account for most of the increase:

First, media expenses increased by USD 4.0 million to USD 9.4 million (FY 2024: USD 5.5 million). Approximately USD 3.5 million of cash marketing expenditure was deployed in the European market ahead of Admission. This spend was front-loaded in anticipation of the benefits of a listed company status; however, the delay in Admission meant the Group did not enjoy the expected uplift during the period in which these costs were recognised.

Second, non-cash share-based compensation ("SBC") charges of USD 0.5 million were allocated to this line in FY 2025 (FY 2024: USD 0.1 million), arising from the vesting of awards under the 2024 Share Incentive Plan. This cost is non-cash and is added back in the Adjusted EBITDA calculations.

Third, R&D and technology costs rose to USD 10.9 million (FY 2024: USD 8.2 million). The increase reflects two distinct items: non-cash SBC charges of USD 1.1 million allocated to this line under the 2024 Share Incentive Plan which is also non-cash and added back in the Adjusted EBITDA calculations; and c USD 0.8 million of Admission-related expenses

allocated to I For Fintech Ltd. ("IFF"), the Group's Israeli technology subsidiary, in connection with the listing process.

Administrative and General Expenses

Administrative and general expenses increased by USD 4.4 million to USD 10.8 million in FY 2025 (FY 2024: USD 6.6 million).

First, USD 3.3 million of Admission-related expenses were recognised within this line in FY 2025, comprising legal, advisory and professional costs directly attributable to the listing process. This compares to USD 1.3 million of Admission costs in FY 2024. These costs are classified as adjusted one-time exceptional items.

Second, non-cash SBC charges of USD 2.2 million were allocated to this line (FY 2024: USD 0.2 million), arising from the 2024 Share Incentive Plan. This cost is non-cash and is added back in the Adjusted EBITDA calculations.

Profit / (Loss) from Operations

The Group recorded a loss from operations of USD 4.2 million in FY 2025 (FY 2024: profit of USD 7.6 million), a swing of USD 11.8 million. This is explained by three major factors: (i) the USD 3.7 million increase in non-cash SBC charges (from USD 0.4 million to USD 4.0 million) allocated across selling & marketing and G&A; (ii) approximately USD 3.5 million of European marketing spend

front-loaded ahead of Admission without the anticipated revenue benefit due to the delay in the IPO; and (iii) USD 4.1 million of Admission-related costs recognised in G&A and technology expenses. The modest USD 1.0 million revenue decline was a secondary factor.

Net Finance Income / (Expense)

Net finance income of USD 1.0 million was recorded in FY 2025 (FY 2024: net expense of USD 1.6 million), a positive swing of USD 2.6 million. This was primarily driven

by a net foreign exchange gain of USD 1.4 million (FY 2024: loss of USD 1.3 million), reflecting the depreciation of the US dollar against the Euro and NIS during FY 2025, which benefited the Group's predominantly foreign currency-denominated assets on its statement of financial position.

Taxes on Income

A tax credit of USD 0.3 million was recognised in FY 2025 (FY 2024: tax charge of USD 0.9 million), reflecting the Group's loss position and its tax structure under the Israeli Preferred Technological Enterprise ("PTE") regime, which applies a reduced rate of 12 per cent. on qualifying income. The tax credit principally arises from the deferred tax benefit on the loss recorded in FY 2025.

Alternative Performance Measures ("APMs")

The Group uses certain non-IFRS financial measures to assess and communicate its underlying financial performance. These APMs are not defined under IFRS

and should not be considered as alternatives to, or more meaningful than, the equivalent IFRS measures. The principal APMs are Adjusted EBITDA, Adjusted EBITDA Margin and Adjusted Net Profit. Adjusted EBITDA and Adjusted EBITDA Margin are each defined and reconciled to the nearest IFRS measure below.

Refer to the section entitled "Financial KPIs" on page 20 of the Annual Report for additional information and definitions.

\$m	FY 2025	FY 2024
Profit / (Loss) from Operations (IFRS)	(4.2)	7.6
Depreciation & Amortisation	0.7	0.6
EBITDA	(3.5)	8.2
Share-Based Payments	3.7	0.3
Other Exceptional Costs (IPO-related)	4.1	1.3
Adjusted EBITDA	4.3	9.7
Adjusted EBITDA Margin	8.8%	19.4%

Adjusted EBITDA declined to USD 4.3 million in FY 2025 (FY 2024: USD 9.7 million). The reduction reflects two main factors: first, the IPO delay created disruption including the increased marketing spend in prior months not benefiting from being a listed company; and second, revenues decreased by USD 1.0 million. As also seen in weaker peer performance, the 3rd quarter saw very low global market volatility; considering the low market volatility, the Company implemented a short-term revenue initiative which was ineffective and it was promptly reversed.

Balance Sheet / Financial Position

\$m	31 Dec 2025	31 Dec 2024
Total Non-Current Assets	2.3	2.3
Total Current Assets	13.6	17.8
TOTAL ASSETS	15.9	20.1
Total Current Liabilities	4.3	8.7
Total Non-Current Liabilities	1.2	1.4
TOTAL LIABILITIES	5.5	10.1
NET ASSETS	10.3	10.0

Net Assets and Equity

Net assets were broadly stable at USD 10.3 million at 31 December 2025 (FY 2024: USD 10.0 million), despite the loss for the period of USD 2.8 million. This stability reflects the recognition of USD 3.7 million of SBC charges within equity (reserve for transactions with non-controlling interests) during FY 2025, largely offsetting the retained earnings reduction. Retained earnings reduced to USD 6.4 million (FY 2024: USD 8.4 million).

Cash and Liquidity

Cash and cash equivalents decreased to USD 6.2 million at 31 December 2025 (FY 2024: USD 8.6 million). The USD 2.4 million net reduction reflects positive operating cash generation of USD 3.6 million, offset by financing outflows of USD 6.5 million comprising dividend payments of USD 5.9 million and lease repayments of USD 0.4 million. Investing outflows were minimal at USD 0.1 million.

Working Capital

Trade receivables decreased to USD 7.4 million (FY 2024: USD 9.2 million), reflecting improved client settlements. Trade and other payables fell materially to USD 3.9 million (FY 2024: USD 8.3 million) as the outstanding dividend balance accrued at year-end 2024 was settled in April 2025.

Debt and Leverage

The Group carries no external financial debt across all periods presented. Liabilities comprise trade and other payables and IFRS 16 lease liabilities only. Total lease liabilities were USD 1.6 million at 31 December 2025 (FY 2024: USD 1.7 million; FY 2023: USD 1.9 million), in respect of office leases in Herzliya, Limassol and Athens.

The Group is ungeared for financial debt purposes across all three years.

Capital Allocation, Dividend Policy and Outlook

Capital Allocation

The Board is committed to maintaining an optimal capital structure that delivers sustainable returns to Shareholders while retaining adequate capital for business growth. The Group's asset-light model requires limited capital expenditure (FY 2025: USD 0.2 million;

FY 2024: USD 0.1 million). Capital buffers are maintained in excess of minimum regulatory capital requirements in Cyprus (CySEC) and the BVI (FSC).

Dividend Policy and History

The Group has a track record of distributing substantially all free cash flow as dividends. In FY 2025, dividends paid totalled USD 5.9 million, representing the settlement of the dividend declared in January 2024 (partially paid in FY 2024). No new dividend was declared during FY 2025 by the Company in respect of FY 2025. The Board intends to maintain a progressive dividend policy; as part of our commitment to shareholder returns, the Board proposes a dividend of USD 0.055 per share, reflecting FY 2025 performance and the timing of Admission, and the dividend for FY 2026 is expected to be set at approximately 50 per cent. of Adjusted Net Profits. Dividends are denominated in Pounds Sterling.

Outlook

The Group enters FY 2026 with a strengthened strategic position following Admission. The elevated cost base in FY 2025 reflects two categories of non-recurring item: (i) the USD 3.7 million non-cash SBC charge, which will reduce as awards vest over their multi-year schedule; and (ii) the front-loaded European marketing and Admission-related spend, neither of which is expected to recur at the same scale. The Board is focused on converting investment in brand, technology and people into sustainable client and revenue growth, underpinned by the Group's diversified geographic presence and proven platform. Market conditions - particularly global volatility across FX, equity and cryptocurrency markets - will remain the primary driver of near-term financial performance.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

U.S. Dollars in thousands

	Note	As at December 31,	
		2025	2024
ASSETS			
CURRENT ASSETS:			
Trade and other receivables	13	7,378	9,216
Cash and cash equivalents	14	6,205	8,613
		<u>13,583</u>	<u>17,829</u>
NON-CURRENT ASSETS:			
Deferred income taxes	7	455	79
Property, plant and equipment	10	435	593
Right of use assets	11	1,406	1,622
		<u>2,296</u>	<u>2,294</u>
TOTAL ASSETS		<u>15,879</u>	<u>20,123</u>
LIABILITIES AND EQUITY			
CURRENT LIABILITIES:			
Bank overdrafts	14	45	43
Lease liabilities	11	353	314
Trade and other payables	17	3,918	8,306
		<u>4,316</u>	<u>8,663</u>
NON-CURRENT LIABILITIES:			
Lease liabilities	11	1,221	1,411
		<u>1,221</u>	<u>1,411</u>
EQUITY:			
Share capital		(*)	(*)
Reserve for transactions with non-controlling interests		571	(1,630)
Translation reserve		(91)	385
Retained earnings		6,374	8,370
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT		<u>6,854</u>	<u>7,125</u>
Non-controlling interests		3,488	2,924
Total equity		<u>10,342</u>	<u>10,049</u>
TOTAL LIABILITIES AND EQUITY		<u>15,879</u>	<u>20,123</u>

(*) less than 1 thousand USD.

29 April 2026		
Date of approval of the consolidated financial statements	Itai Sadeh Chief Executive Officer and Director	Shirley Winkler Hollander Chief Financial Officer and Director

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (LOSS)

U.S. Dollars in thousands

	Note	Year ended December 31,	
		2025	2024
Revenue	4	49,141	50,148
Selling and marketing expenses	5	(42,499)	(35,897)
Administrative and general			

Administrative and general expenses	5	(10,830)	(6,625)
Profit (loss) from operations		(4,188)	7,626
Finance income	6	1,514	256
Finance expenses	6	(492)	(1,858)
Net finance income (expenses)		1,022	(1,602)
Profit (loss) before tax		(3,166)	6,024
Taxes on income	7	323	(904)
Profit (loss) for the year		(2,843)	5,120
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:			
(Loss)/ gain on foreign currency translation		(570)	(521)
Total comprehensive income (loss)		(3,413)	4,599
<i>Profit (loss) for the year attributable to:</i>			
Owners of the parent		(1,996)	3,931
Non-controlling interests		(847)	1,189
		(2,843)	5,120
<i>Total comprehensive income (loss) for the year attributable to:</i>			
Owners of the parent		(2,472)	3,476
Non-controlling interests		(941)	1,123
		(3,413)	4,599
<i>Earnings per share attributable to the parent:</i>			
Basic and diluted (\$)	9	(19,966)	39,310

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

U.S. Dollars in thousands

	Share capital	Reserve for transactions with non-controlling interests	Translation reserve	Retained earnings	Total	Non-controlling interest	Total equity
Balance 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
Other comprehensive income							
Gain on foreign currency translation	-	-	(455)	-	(455)	(66)	(521)
Total comprehensive income (loss) for the year			(455)	3,931	3,476	1,123	4,599
Share based payment charge of subsidiary	-	252	-	-	252	5	257
Issuance of restricted shares by subsidiary	-	(1,882)	-	-	(1,882)	1,882	-
Dividends	-	-	-	(11,722)	(11,722)	(3,505)	(15,227)
Balance at 31 December 2024	(*)	(1,630)	385	8,370	7,125	2,924	10,049
Comprehensive Income for the year							
Profit for the year	-	-	-	(1,996)	(1,996)	(847)	(2,843)
Other comprehensive income							
Loss on foreign currency translation	-	-	(476)	-	(476)	(94)	(570)
Total comprehensive income (loss) for the year	(*)	-	(476)	(1,996)	(2,472)	(941)	(3,413)
Issuance of restricted shares by subsidiary	-	(369)	-	-	(369)	369	-
Share based payment charge of subsidiary		2,570			2,570	1,136	3,706
Balance at 31 December 2025	(*)	571	(91)	6,374	6,854	3,488	10,342

(*) less than 1 thousand

CONSOLIDATED STATEMENTS OF CASH FLOWS
U.S. Dollars in thousands

	Year ended December	
	31,	
	2025	2024
Cash flows from operating activities		
Profit for the period	(2,843)	5,120
<i>Adjustments required to reflect the cash flows from operating activities:</i>		
Depreciation of property, plant, and equipment and amortisation of right of use assets	704	553
Share based payment charge	3,706	257
	(1,514)	(256)
Finance income		
	492	153
Finance expense		
	(323)	904
Net cash generated from operating activities before changes in working capital	222	6,731
(Increase)/ decrease in trade and other receivables	2,672	(4,558)
Increase/ (decrease) in trade and other payables	1,544	(276)
Cash generated from operations	4,438	1,897
Tax paid	(886)	(1,951)
Net cash flows received from (used in) operating activities	3,552	(54)
Cash flows from investing activities		
Purchase of property, plant and equipment	(192)	(82)
Redemption of investment in financial assets	-	950
Interest received	142	256
Net cash (used)/ received from investing activities	(50)	1,124
Cash flow from financing activities		
Payments of leases liabilities	(444)	(293)
Interest paid	(154)	(153)
Dividends paid	(5,932)	(5,791)
Dividend paid to non-controlling shareholders	-	(3,504)
Net cash used in financing activities	(6,530)	(9,741)
Net increase/ (decrease) in cash and cash equivalents	(3,028)	(8,671)
Effect of foreign exchange rate changes	618	(526)
Cash and cash equivalents at beginning of the period	8,570	17,767
Cash and cash equivalents at end of period	6,160	8,570
Cash and cash equivalents are defined as:		
Cash at bank and in hand (Note 14)	6,205	8,613
Bank overdrafts	45	43
	6,160	8,570
The principle non-cash transactions comprise:		
Recognition of right of use assets against lease liabilities	-	125
	-	125

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
U.S. Dollars in thousands

NOTE 1 - GENERAL

a. Corporate 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 April 9, 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, St Peter Port, Guernsey, GY1 1AR.

On May 6, 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 over hundreds of financial instruments comprising currencies, commodities, indices, cryptocurrencies, stocks and exchange traded funds.

The Company's BVI subsidiary, Formula Investment House Ltd ("FIH"), was subject to a routine thematic compliance

inspection by the BVI Financial Services Commission (FSC) which commenced in January 2025 (the "Inspection"). The BVI FSC's final report gave ratings of "largely compliant" or "partially compliant". Following the receipt of the report, FIH was awarded the same annual risk rating as the previous year from the BVI FSC.

b. Effects of the Security Situation in the Middle East

On 7 October 2023, following a surprise attack by the Hamas terrorist organisation from the Gaza Strip, the Government of Israel declared the "Swords of Iron" war (the "War"). The overall impact of the War on the Company's financial results for the three years ended 31 December 2024 was not material.

In October 2025, after two years of hostilities, a ceasefire agreement was reached in Gaza, including the release of the living hostages and the return of the deceased.

Subsequently, in early 2026, Israeli and American forces commenced a military offensive against Iran. A ceasefire in that conflict came into effect in the beginning of April 2026.

As of the date of this report, the IDF remains on heightened alert for security-related events. Notwithstanding the foregoing, as of the date of this report, the security situation - including the hostilities involving Iran and the subsequent ceasefire - has not had a material effect on the Company's financial results.

The Company continues to monitor on an ongoing basis the potential implications of these events on its operations.

NOTE 2 - MATERIAL ACCOUNTING POLICIES

a. Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS). These consolidated financial statements are the responsibility of the Directors of the Group (the "Directors").

The consolidated financial statements are prepared on a going concern basis, under the historical cost convention, except for derivative financial instruments that are measured at fair value. The consolidated financial statements are presented in United States dollar (\$) and all values are rounded to the nearest thousand (\$'000), except when otherwise indicated.

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

b. 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. 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.

c. Going concern

The Group has continued to trade throughout the consolidated financial statements period in a net asset position.

The Directors have assessed the ability of the Group to continue as a going concern until the end of April 2027 using cash flow forecasts prepared from 1 January 2026. With the continued current trading results together with net proceeds received from the IPO, 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 these consolidated financial statements.

Furthermore, there are no material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern. Therefore, the consolidated financial statements are prepared on a going concern basis.

d. 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 January 1, 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.

e. 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.

f. Foreign currency translation

(i) Functional currencies

Items included in the consolidated 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 consolidated financial statements are presented in USD which is also the functional currency of the Company.

(ii) Transactions and balances

Foreign currency transactions are translated into the 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

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 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 United States Dollars at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into United States Dollars 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.

g. Technology costs

Technology related 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.

h. 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.

i. 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:

	%
Leasehold improvements	10
Furniture, 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.

j. 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 Group 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.

k. Cash and cash equivalents

Cash and cash equivalents comprise of cash balances and on-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.

l. 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 by 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.

m. 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.

n. 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.

o. 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 a 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.

p. 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.

q. 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.

r. 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").

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 18.

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.

NOTE 3 - CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the consolidated financial statements 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 consolidated financial statements 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.

NOTE 4 - REVENUE

The Group generates revenue primarily from online trading on CFDs through its internally developed platform. No single customer makes up 10% or more of revenue in any period.

	Year ended 31 December,	
	2025	2024
Net gain realised on trading	43,866	45,715
Net gains on financial assets at fair value through profit or loss (*)	5,275	4,433
Total revenue	49,141	50,148

(*) for more information on fair value trading income see Note 2e.

Geographical reporting

	Year ended 31 December,	
	2025	2024
Middle East and Africa	14,657	15,123
South Asia	9,401	8,370
Rest of Asia	18,736	19,621
Europe	1,920	2,607
Latin America	4,427	4,427
	49,141	50,148

NOTE 5 - EXPENSES BY NATURE

a. Selling and marketing expenses

	Year ended 31 December,	
	2025	2024
Staff costs	6,638	4,683
Information technology	686	897
Commissions expense	4,917	5,842
Technology - staff and other expenses	10,855	8,188
Media expenses	9,445	5,470
Clearing charges	9,958	10,817
	(42,499)	(35,897)

b. Administrative and general expenses

	Year ended 31 December,	
	2025	2024
Staff expenses and directors fee	3,697	1,509
Rent and utilities	255	511
Sundry expenses	2,694	1,099
Auditors' remuneration	207	150
Legal fees	1,049	1,474
Consulting fees	1,687	1,023
Office and other expenses	606	307
Depreciation	635	552
	(10,830)	(6,625)

c. Employee benefit expenses

	Year ended 31 December,	
	2025	2024
Wages and salaries	10,537	9,515
Social security and taxes	1,187	954
Other pension costs	963	655
	12,687	11,124

As at 31 December, 2025 Mr. Eyal Carmon, held 100% of the shares in the Company. In the year ended 31 December 2025 he received \$5,932 (2024: \$5,791) in respect of dividends paid.

NOTE 6 - NET FINANCE INCOME AND EXPENSE

	Year ended 31 December,	
	2025	2024
<u>Finance Income</u>		
Interest income	135	218
Interest from deposits	7	38
Net foreign exchange income	1,372	-
	1,514	256

Finance Expenses		
Interest expense on lease liabilities	(154)	(151)
Bank charges	(338)	(364)
Net foreign exchange loss	-	(1,343)
	<u>(492)</u>	<u>(1,858)</u>
Net finance income (expenses)	<u>1,022</u>	<u>(1,602)</u>

NOTE 7 - TAXES ON INCOME

a. Tax rates applicable for the main entities in the Group:

	<u>Country of tax residency</u>	<u>Applicable tax rate - %</u>
iFOREX Financial Trading Holdings Ltd.	Israel	23
iFOREX Holding Ltd.	Israel	23
Formula Investment House Ltd.	British Virgin Islands	.*
iCFD Ltd.	Cyprus	12.5
I For Fintech Limited	Israel**	12
FIH - Athens Branch	Greece	22

* 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%. 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%. Any other income that is not considered as PTE will be subject to an ordinary income tax rate of 23%.

b. 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% 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% (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.

c. Deferred tax

	<u>Statement of financial position</u>		<u>Statement of profit and loss</u>	
	<u>As of December 31,</u>		<u>Year ended 31 December,</u>	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
Deferred tax assets:				
Research and development costs	271	67	204	67
Employee benefits	5	5	-	5
Carryforward losses	26	-	26	-
Leases	18	7	11	7
IPO expenses	135	-	135	-
	<u>455</u>	<u>79</u>	<u>377</u>	<u>79</u>

Deferred tax assets are calculated at the rate of 12 per cent.

d. Analysis of charge

	<u>Year ended 31 December,</u>	
	<u>2025</u>	<u>2024</u>
Current tax	53	983
Deferred taxes	(377)	(79)
Income tax expense (benefit)	<u>(323)</u>	<u>904</u>
Tax charge (benefit) per statement of comprehensive income	<u>(323)</u>	<u>904</u>

Tax assessments

The tax returns of Group companies are still subject to audits by the tax authorities.

e. Reconciliation of tax expense and tax based on accounting profit (loss):

	<u>Year ended 31 December,</u>	
	<u>2025</u>	<u>2024</u>
Profit (loss) from ordinary activities before tax	(3,166)	6,024
Tax calculated at applicable domestic tax rate (2025 and 2024 - 23%)	(726)	1,386
Effects of:		
Tax expenses (benefit) arising from PTE	419	(745)
Different tax rates in other countries and jurisdictions	(847)	(214)
Expenses not deductible for tax purposes	791	35
Losses for which no tax benefit was recorded	11	411
Other	29	31
Tax charges (benefit)	<u>(323)</u>	<u>904</u>

NOTE 8 - DIVIDENDS

In 2024 the Company declared a dividend of \$11,722 thousand USD, of which \$5,791 was paid in 2024 and \$5,932 was paid in 2025.

In addition, in 2024 a subsidiary declared a dividend of which \$3,504 was paid to non-controlling shareholders.

During 2025 the Company did not declare the payment of a dividend.

NOTE 9 - EARNINGS PER SHARE

Basic and diluted earnings per share are 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.

The following table reflects the income and share data used in the basic and diluted EPS calculations.

	Year ended 31 December,	
	2025	2024
Profit (loss) used in calculating basic and diluted EPS (\$'000)	(1,996)	3,931
Weighted average number of shares	100	100
Diluted weighted average number of shares	100	100
Earnings per share (\$)	(19,966)	39,310
Diluted earnings per share (\$)	(19,966)	39,310

NOTE 10 - PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements	Furniture, fixtures and office equipment	Computer equipment	Total
Cost				
Balance at 1 January 2024	78	415	3,388	3,881
Additions	-	1	81	82
Exchange differences	(16)	(4)	(15)	(35)
Balance at 31 December 2024	62	412	3,454	3,928
Additions	54	4	134	192
Exchange differences	39	13	76	128
Balance at 31 December 2025	155	429	3,664	4,248
Depreciation				
Balance 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)
Depreciation for the year	(13)	(6)	(323)	(342)
Exchange differences	(38)	(11)	(87)	(136)
Balance at 31 December 2025	(61)	(403)	(3,349)	(3,813)
Net book value				
Balance at 31 December 2025	94	26	315	435
Balance at 31 December 2024	52	26	515	593

NOTE 11 - 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.

Number of active leases as of December 31, 2025: 3 (2024: 3)

The Groups leases include leasehold properties for commercial and head office use. The leases range in length from four 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% 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

	Total
Cost	
Balance at 1 January 2024	2,007

Balance at 1 January 2024	2,001
Additions	125
Exchange differences	(30)
Balance at 31 December 2024	<u>2,192</u>
Additions	-
Exchange differences	242
Balance at 31 December 2025	<u>2,434</u>

Depreciation

Balance at 1 January 2024	(226)
Depreciation for the year	(354)
Exchange differences	10
Balance at 31 December 2024	<u>(570)</u>
Depreciation for the year	(359)
Exchange differences	(99)
Balance at 31 December 2025	<u>(1,028)</u>

Net book value

Balance at 31 December 2025	<u>1,406</u>
Balance at 31 December 2024	<u>1,622</u>

Lease liabilities

	Total
Balance at 1 January 2024	1,912
Additions	125
Interest expense	151
Lease payments	(444)
Exchange differences	(19)
Balance at 31 December 2024	<u>1,725</u>
Additions	-
Interest expense	125
Lease payments	(444)
Exchange differences	168
Balance at 31 December 2025	<u>1,574</u>

Reconciliation of minimum lease payments and present value:

	As at December 31,	
	2025	2024
Within 1 year	461	398
Later than 1 year and less than 5 years	1,417	1,444
More than 5 years	-	208
Total including interest cash flows	<u>1,878</u>	<u>2,050</u>
Less: interest cash flows	304	325
Total principal cash flows	<u>1,574</u>	<u>1,725</u>

NOTE 12 - OTHER CURRENT FINANCIAL ASSETS

	As at December 31,	
	2025	2024
Balance at 1 January	-	940
Fair value adjustment	-	12
Exchange differences	-	(2)
Redemption	-	(950)
Balance at 31 December	<u>-</u>	<u>-</u>

Represented EURO notes with a maturity in May 2024.

NOTE 13 - TRADE AND OTHER RECEIVABLES

	As at December 31,	
	2025	2024
Trade receivables	3,110	6,904
Advances and prepayments	1,625	1,169
Other receivables	31	200
Restricted deposit	155	-
Refundable VAT	289	76
Corporation income tax receivable	2,168	867
	<u>7,378</u>	<u>9,216</u>

The exposure of the Group to credit risk and impairment losses in relation to trade and other receivables is reported in Note 21 of the consolidated financial statements. There are no past due balances in the balances presented.

NOTE 14 - CASH AND CASH-EQUIVALENTS

	As at December 31,	
	2025	2024
Cash in hand	17	107
Cash at bank	5,785	8,022
Short term deposits	403	484
	<u>6,205</u>	<u>8,613</u>

For the purposes of the consolidated statement of cash flows, cash and cash equivalents include the following:

	As at December 31,	
	2025	2024
Cash and cash equivalents	6,205	8,613
Bank overdrafts	45	43
	6,160	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 accounts, client funds are not included in the consolidated statement of financial position of the Group (Note 16).

Deposits are held in various banks and are denominated in USD and EUR. These deposits bear interest at varying rates depending on the term, and bank.

The exposure of the Group to credit risk and impairment loss in relation to cash and cash equivalents is reported in Note 21 to the consolidated financial statements.

NOTE 15 - 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 consolidated financial statements.

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 reviews 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 USD10 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.

NOTE 16 - 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, client 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 December 31,	
	2025	2024
EUR	6,144	11,646
GBP	66	45
PLN	491	416
USD	1,740	1,389
CHF	151	78
CZK	39	34
JPY	79	143
HUF	451	398
SEK	5	4
	9,166	14,153

NOTE 17 - TRADE AND OTHER PAYABLES

	As at December 31,	
	2025	2024
Trade payables	2,187	598
Other payables	988	744
Accruals	574	879
Payables to related parties (Note 20)	169	6,085
	3,918	8,306

The exposure of the Group to liquidity risk in relation to financial instruments is reported in Note 21 to the consolidated financial statements.

NOTE 18 - SHARE CAPITAL

	As at December 31,	
	2025	2024
Allotted, called up and fully paid		
Ordinary shares of no-par value	100	100

For the year 2024, the Company had an authorised share capital of 50,000 shares of no par value, of which 100 Ordinary shares were allotted for \$1 per share. Following the continuation (migration) of the Company from the BVI to Guernsey on 9 April 2025, the concept of authorised share capital no longer applies. Under the Companies (Guernsey) Law, 2008, companies are not required to have an authorised share capital and may issue an unlimited number of shares, subject to the provisions of the Law and the Company's Articles.

Upon migration, the Company confirmed an issued share capital of 100 Ordinary Shares of no par value.

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 \$0.01, over ordinary shares. The exercise period ends on the 10th anniversary of the date of grant.

During 2025 the Group granted 12,750 restricted shares and 19,150 options under the same terms and assumption used for the grant in 2024.

The vesting period for majority of the restricted shares and options is as follows:

1. Twenty-five percent (25%) of the shares covered by the award, on the 2nd anniversary of the grant date.
2. Additional twenty-five percent (25%) of the shares covered by the award, on the 4th anniversary of the grant date.
3. Additional fifty percent (50%) 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. For 102 Awards, the Trustee will transfer the dividend payment to the Grantee after withholding any applicable taxes. 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 Grant-ee's death, disability, or retirement.

As of the 31 December 2025 there were 151,700 (2024: 141,800) restricted shares and 74,850 (2024: 54,200) outstanding options with a weighted average exercise price of \$0.01. As of 31 December 2025 35,917 options vested.

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 and was set on \$62.9. Additional grants were made in the beginning of 2025. The valuation used to value the options in 2024 was also used to determine the value of the options granted in 2025, due to the close timing proximity of the two grants.

The fair value of options, granted in 2024 was estimated using the Black & Scholes option-pricing model:

	2025
Weighted average expected term (years)*	7
Risk free interest rate (%)	4.71
Volatility (%)	35.96
Dividend yield(%)	17.8
Estimated share price (\$)	62.9
Option value (\$)	18.06

*The number of years adjusted for every tranche. For executive managers the number of years used was 10 years and the option value was set at \$11.

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.

Dividend yield: 17.8%. Based on the management estimation for dividend distribution policy as of the day of grant.

The share-based payment expense was recorded in the statement of profit or loss as follows:

	Year ended December 31, 2025	Year ended December 31, 2024
Selling and marketing:		
Information technology	1,094	23
Other	457	80
General, administrative and operating	2,155	154
	3,706	257

Refer to Note 22 for change made to equity instruments subsequent to IPO.

NOTE 19 - SUBSIDIARIES AND OWNERSHIP

The Group was, as at 31 December 2025 ultimately controlled by Mr. Eyal Carmon who held 100% of the shares in the Company.

The Company has one direct subsidiary, iFOREX Holding Ltd., of which it owns 69% of the issued shares, as at 31 December 2025 (2024: 74%)

iFOREX Holding Ltd. directly and indirectly owns 100% of the issued shares of all other subsidiaries of the Group as at 31 December 2025.

The table below sets out the details of the active subsidiaries of the Company during the consolidated financial statements period.

Active subsidiaries:

	Activity	Country of incorporation
iFOREX Holding Ltd.	Holdings	BVI
Formula Investment House Ltd.	Trading	BVI
iCFD Limited	Trading	Cyprus
Formula Investment House B.O.S Ltd.	Trading	Cyprus
I For Fintech Limited	Trading	Israel
Athens Branch (of Formula Investment House Ltd.)	Ancillary Services	Greece

NOTE 20 - RELATED PARTY TRANSACTIONS

(i) Directors' remuneration

The remuneration of Directors and other members of key management was as follows:

	2025	2024
Remuneration of directors	2,444	2,803
Key management fee	603	455
	3,047	3,258

The above fees are commission paid in respect of customer support services provided by companies controlled by the

director. Fees are comprised of base amount and variable component.

(ii) Dividend payable to Director

	Nature of transactions	2025	2024
Shareholder	Dividend payable	-	5,932
		<u>-</u>	<u>5,932</u>

(iii) Payables to related parties

	Nature of transactions	2025	2024
Director	Commission	169	153
		<u>169</u>	<u>153</u>

(iv) Compensation of key management personnel of the Group recognized as an expense:

	2025	2024
Short-term employee benefits	1,236	890
Share-based payment	941	41

NOTE 21 - FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK AND MANAGEMENT

Financial risk factors

The Group is exposed to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk;
- 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	Contractual cash flows	Within 1 year	Between 1-5 years	More than 5 years
December 31, 2025					
Lease liabilities	1,574	1,878	353	1,221	-
Bank overdrafts	45	45	45	-	-
Trade and other payables	3,918	3,918	3,918	-	-
	<u>5,537</u>	<u>5,841</u>	<u>4,316</u>	<u>1,221</u>	<u>-</u>

ii. Continue (Cont.)

	Carrying amount	Contractual cash flows	Within 1 year	Between 1-5 years	More than 5 years
December 31, 2024					
Lease liabilities	1,725	2,050	314	1,203	208
Bank overdrafts	43	43	43	-	-
Trade and other payables	8,306	8,306	8,306	-	-
	<u>10,074</u>	<u>10,399</u>	<u>8,663</u>	<u>1,203</u>	<u>208</u>

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

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, Israeli Shekel and British Pound. The Group's management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

If the US dollar had strengthened by 1% as at 31 December 2025 and 2024 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.

iv. Currency risk

	2025	2024
Israeli Shekel	1,275	1,043
Euro	1,203	1,051
British Pounds	82	76
Other currencies	7	7
	<u>2,567</u>	<u>2,177</u>

NOTE 22 - EVENTS AFTER THE REPORTING PERIOD

On 25 February 2026 ("Admission Date"), the Company successfully completed its initial public offering on the London Stock Exchange, pursuant to which its entire issued ordinary share capital, consisting of 22,186,679 Ordinary Shares, was admitted to the equity shares (commercial companies) category of the Official List of the UK Financial Conduct Authority and to trading on the London Stock Exchange plc's main market for listed securities under the ticker "IFRX". The initial public offering resulted in a capital raise of £8.75 million (\$11.81 million), offering of 4,487,179 new Shares at 195 pence per share.

On the Admission Date, the Company entered into a Share Exchange Agreement with the shareholders of its subsidiary, iFOREX Holding Ltd. (BVI) ("IFH"), pursuant to which holders of shares in IFH received 14 Ordinary Shares in the Company for each 1 Ordinary Share in IFH.

Immediately following the Admission Date, Mr. Eyal Carmon held 55.5% of the shares of the Company.

With effect from the Admission Date, Mr. Ron Avshalom Golan, Sir Michael Lawrence Davis and Mr. Denzil Manistre Benedict Jenkins were appointed as members of the board of directors of the Company.

[1] Adjusted EBITDA is calculated as profit from operations before interest, taxes, depreciation and amortisation, and excluding the impact of employee share-based compensation and other exceptional costs (which include costs associated with Admission).

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