



MFS CAPITAL PARTNERS

2025 Annual Report



Aligning the Pieces. Advancing the Whole.

Contents

5	Vision, Mission, and Core Values
6	Notice of Annual General Meeting
7	Key Financial Highlights
8	Company Profile
10	Chairman’s Message
12	CEO’s Statement
15	Board of Directors
18	Senior Management
19	Corporate Governance
23	Corporate Data
24	Shareholders’ Information
25	Management Discussion & Analysis
31	Responsibility to Stakeholders
32	Risk Management Policy
34	Cybersecurity and Data Protection Policy
37	Responsibility to Our Shareholders
43	Audited Financial Statements
113	Form of Proxy





LET'S TALK MONEY

Monolith is Jamaica's fastest-growing money services company.

OUR SERVICES

- ✓ Remittances
- ✓ Bill Payments
- ✓ FX Trading
- ✓ Private Credit

📍 Shop 2, 2 Trafalgar Road, Kingston 6

☎ (876)-622-9565

🌐 www.monolithfinancialja.com

Vision

To become a dominant player in our main markets while expanding our capital base, building brand recognition and brand equity by seizing opportunities that continuously enhance stakeholders' satisfaction with sustained growth and profitability.

Mission

To provide our local and international portfolio companies with not only financial funding, but the knowledge, expertise, and strategy to grow their asset base and achieve profitability which will deliver above average returns internally and externally.

Core Values

Customer Centric

Understanding the needs of each customer and providing a package for their needs.

Culture of Integrity

Operating with the highest level of integrity to maintain trust and confidence of all stakeholders.

Compliance with Regulations

Ensuring strict compliance with all regulatory guidelines.

Superior Service Standards

Focused on providing a service which exceeds client/stakeholders' expectations.

Employee Engagement

Providing not only adequate compensation, but ensuring our employees feel a sense of belonging while creating an engaged high performing team.



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of MFS Capital Partners Limited (hereinafter referred to as the Company) will be held as a hybrid meeting at a location to be decided on **Thursday, March 19, 2026, at 10:00am** to consider and, if thought fit, pass the following resolutions:

1. To receive the report of the Board of Directors and the Audited Financial Statements for the year ended June 30, 2025 circulated herewith:

Resolution No. 1

THAT the Audited Financial Statements of the Company for the year ended June 30, 2025, and the Reports of the Directors and Auditors be and are hereby received.

2. To appoint Auditors and authorize the Directors to fix the remuneration of the Auditors:

Resolution No. 2

THAT Baker Tilly, Chartered Accountants of 6 Collins Green Avenue, Kingston 5, having signified their willingness to serve, will continue in office as Auditors of the Company until the conclusion of the next Annual General Meeting and that their remuneration be agreed with the Directors.

3. Retirement and Re-election of Directors:

Resolution No. 3

Resolution No. 3.0

THAT in accordance with the Companies Act section 178 the Directors be and are hereby re-elected en bloc

Resolution No. 3.1

THAT the Directors retiring by rotation pursuant to Article 108 of the Company's Articles of Incorporation are listed below and who, being eligible, they have offered themselves for re-election

- a. THAT being eligible, Mr. Dino Hinds be re-elected a Director of the Company
- b. THAT being eligible, Mrs. Anika Jengelley be re-elected a Director of the Company
- c. THAT being eligible, Mr. Leo Clide Nesbeth be re-elected a Director of the Company

4. To fix the fees of the Directors:

Resolution No. 4

THAT the total remuneration of all the Directors combined, other than the Executive Director, as shown in the Company's Audited Financial Statements for the year ended June 30, 2025, be and is hereby approved.

By Order of the Board

ASPIRESEC LIMITED

Company Secretary

December 4, 2025

Note: Any member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A proxy is prohibited to speak at the meeting unless he or she is also a member of the Company.

The attached proxy form must be completed, impressed with stamp duty of \$100 (cancelled by the person signing the proxy for) and lodged at the offices of the Company's Registrar and Transfer Agents, the Jamaica Central Securities Depository Limited, 40 Harbour Street, Kingston, not less than forty-eight (48) hours before the time appointed for holding the meeting.

Key Financial Highlights



Revenue

\$143million



Operating Profit

\$147M



Net Profit

\$112M



Total Assets

\$803M



Total Liabilities

\$510M



Shareholders Equity

\$293M



EPS

\$0.17

Company Profile

MFS Capital Partners Limited is a dynamic private equity firm with a strategic vision to lead in the investment banking and money services sectors, while maintaining a strong presence in other key industries. Our mission is to drive growth by acquiring scalable companies across diverse sectors and leveraging our expertise to enhance operational efficiencies and financial performance.

Corporate Heritage & Growth

MFS Capital Partners is part of the MFS Group, which has been in operation since 2010 when its flagship company, Monolith Financial Services (Formerly Micro-Financing Solutions Limited), was launched. Since then, the MFS Group has experienced significant expansion, evidenced by substantial increases in revenue, profitability, and asset base. The seamless integration of Monolith Financial Services Limited into MFS Capital Partners' operations has demonstrated measurable benefits, reinforcing our commitment to strategic acquisitions and operational excellence.

Investment Strategy & Business Approach

MFS Capital Partners employs a structured and disciplined approach to private equity investment, guided by the proven building blocks that have driven the success of MFS Group:

1. Prudent business management – ensuring financial stability and sustainability through strategic oversight and risk management.
2. Sound investment decisions – optimising capital deployment to maximise returns and foster long-term value creation.
3. Strict cost control measures – establishing strong financial discipline to improve profitability and operational efficiency.

Our Commitment

At MFS Capital Partners, we are committed to nurturing growth, innovation, and value creation for our stakeholders.

Our progressive investment strategy, paired with a robust governance framework, ensures that we stay at the forefront of private equity and financial services. As we continue to expand, we remain dedicated to enhancing our portfolio, pursuing new opportunities, and providing exceptional returns for our investors and stakeholders.

Company Profile

Milestones

In this year, Monolith Financial Services celebrated its fifteenth year of operations on 27 April 2025. This was a significant achievement for the company and the group.

It should also be noted that this year would also show the first full year of operations as a subsidiary of MFS Capital Partners Limited.

Background:

On March 31, 2024, MFS Capital Partners successfully completed the acquisition of Monolith Financial Services Limited, enhancing its portfolio and market presence.

Monolith Financial Services, a private money services company based in Kingston and licensed by the Bank of Jamaica, offers a variety of financial solutions, including Cambio trading, remittance and bill payment services, and private credit. Over the years, it has expanded to include large-scale credit offerings, while also securing equity positions in other entities.

MFS Limited operates as a sub-agent for Lasco, MoneyGram, and Western Union. This strategic acquisition has greatly strengthened MFS Capital Partners' equity position and overall profitability, reflecting our dedication to growth and value creation.

Subsidiary Name Change

Micro-financing Solutions officially changed name to Monolith Financial Services effective 2 January 2025.



Micro-Financing Solutions

BEFORE



AFTER

Chairman's Message



A New Horizon for MFS Capital Partners

As I reflect on the journey of MFS Capital Partners over the past year, I am filled with immense pride and renewed optimism. The period ending 30th June 2025, was not merely a financial milestone; it was the dawn of a new era for our company.

We have successfully navigated a profound transformation, emerging not just stronger, but with a clear vision, and the foundational strength to shape the future of Caribbean finance.

This year, we crystallised our purpose. We took a deliberate and decisive step beyond operating as a collection of assets, transforming into a focused, and dynamic financial engine. By streamlining our portfolio, we have channelled our energy and capital into a singular, powerful force for growth: Monolith Financial Services.

Monolith is more than a subsidiary; it is the embodiment of our future. Its robust performance in Cambio, remittance, and private credit is a testament to the enduring demand for agile, trustworthy financial solutions. It stands as a beacon of what we can achieve with focus, housing not only profitable operations but strategic assets – including our stake in Capital Solutions and a landmark investment property – that represent tangible pillars of our long-term ambition.

Our financial revitalisation provides the fuel for this ambition. Strengthening our equity to nearly \$300 million and generating a profit of \$113 million are not just numbers on a page, they are the hard-earned capital that will fund our growth, the confidence that allows us to invest boldly, and the stability that ensures we are built to last. We have created a platform for sustainable creation, not just cyclical recovery.

With this solid foundation, our gaze is fixed firmly on the horizon. Our strategy for the years to come is built on three visionary pillars:

1. **To Lead in Innovation:** We will propel Monolith to new heights, expanding its physical and digital reach across Jamaica and beyond. We are committed to leveraging technology to democratise financial access, serving the vibrant SME sector and everyday customers with best-in-class solutions.
2. **To Curate Strategic Growth:** Our journey does not end at our borders. We are actively seeking partners and opportunities across the Caribbean – in markets like The Bahamas, Barbados, and the Cayman Islands – to build a premier regional network. Our partnership pursuit is geared towards businesses which share our ethos of excellence and synergy.
3. **To Reward Our Stewards:** For the first time, we are pleased to articulate a formal path to sharing our success directly with you, our shareholders. The initiation of a dividend policy and the consideration of a share buyback program, are concrete steps in our commitment to ensuring you participate meaningfully in the value we create together.

This vision is upheld by an unwavering commitment to the highest standards of governance, compliance, and ethical conduct. Our clean audit and fortified controls are the bedrock of your trust.

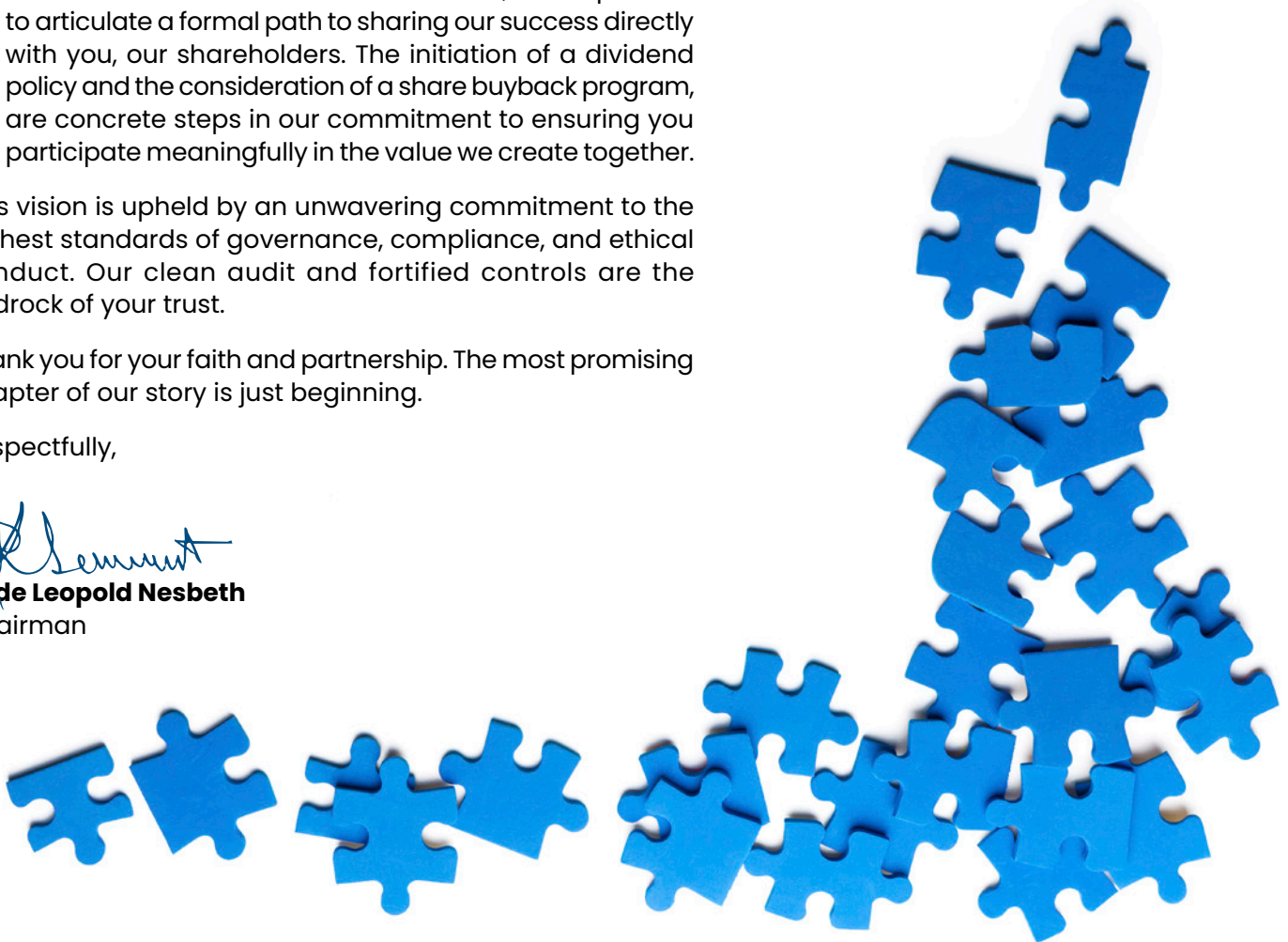
Thank you for your faith and partnership. The most promising chapter of our story is just beginning.

Respectfully,



Clide Leopold Nesbeth
Chairman

The transformation is complete. The groundwork is laid. We now stand at the beginning of our true mission: to build a legacy financial institution that drives progress in the communities we serve and delivers exceptional, lasting value for you, our shareholders.



CEO's Statement



I am pleased to present our annual report for the financial year ending June 30, 2025. This was a successful year, demonstrating our resilience and focus in delivering significant growth in both revenue and profitability. This success has strengthened our consolidated balance sheet which, we intend to leverage to support further growth.

During the year, the global economy was characterized by political conflicts, financial volatility as well as armed conflict among several nations; collectively, these events resulted in a period of heightened uncertainty and instability in the business environment. MFS Capital Partners is therefore especially proud of our performance given the challenging macroeconomic conditions.

Financial Performance

For the financial year ending June 30, 2025, the Group reported a net profit of \$113.1 million, compared to a net loss of \$52.1 million in the previous year, which represents a 317% improvement. Our 2025 revenue included a full year of contributions from our subsidiary, Monolith Financial Services.

\$113.1M

Net Profit. Up **317%**



Monolith's performance was quite commendable, with improvements in most revenue lines. Our main revenue lines are:

- Foreign exchange trading
- Fee income
- Interest income

The company continued its efforts to further diversify its revenue mix. Included in this year's performance were equity trading gains from its proprietary book.

Total equity grew by 74% to \$293 million, while total cash increased to \$73 million from \$63 million the previous year. We continue to show prudent management by divesting our previously dormant subsidiaries. This action represented a meaningful improvement in the overall health of our balance sheet.

\$293M

Total Equity. Up **74%**



\$73M

Total Cash. Up **16%**



Strategic Outlook

Our growth strategy continues as follows:

- To further grow Monolith Financial Services by entering new markets with additional branches, and by providing new products and services. We have already started this process by submitting applications to our regulators for a new branch, as well as the introduction of new product offerings at our existing locations. We are very hopeful that these applications will be approved in the upcoming financial year.
- To improve our revenue mix with the intent of increasing interest and fee income as a greater percentage of our overall earnings. This will ensure that the company is positioned to withstand any volatility in the foreign market
- Diversifying our revenue by acquiring new, fast-growing companies in various sectors. To this end, we are in advanced negotiations to complete a second acquisition, which we hope to have finalized before the end of our financial year. This acquisition is expected to double our consolidated revenues and significantly enhance our bottom line.

Community Outreach

MFS Capital Partners remains committed to giving back to the communities in which we operate, and contributing to national development. This year, our Labour Day project supported the Jeb Memorial Basic School on Spanish Town Road, where our team spent the day cleaning and tiling a part of the school.

We also hosted our annual back-to-School treat in the community of Lucky Hill in St. Catherine.

Appreciation

I would like to take this opportunity to express my appreciation to the management and team members at MFS Capital Partners and Monolith Financial Services for their hard work and commitment. Our performance and growth are due to the sacrifices that you have made throughout the year.

We extend our sincere thanks to our Board, for their continued guidance as our company evolves, and to you our stakeholders and shareholders, partners and clients for continued support and belief in our vision.

Dino Hinds
Chief Executive Officer



SECURE YOUR FUTURE, STARTING TODAY.




MFS Capital Partners Limited is a Private Equity company poised to become one of the most dominant players in the Caribbean financial sector, located in Kingston, Jamaica. Our primary strategic objectives is to acquire or purchase equity stake in mature companies that show robust growth potential.


✓ Investment Banking

✓ Money Services

✓ Real Estate

 info@mfscapltd.com

 Suite 2, 14 Canberra Crescent, Kingston 6

 (876)-906-5558

Board of Directors



Dino Hinds

Chief Executive Officer (CEO) & Director

With over 30 years of experience in investment and commercial banking, Dino Hinds is a seasoned financial executive with a proven track record in the Jamaican financial sector. He has held several senior leadership positions, including Senior Vice President of Treasury, Trading, and Asset Management at Mayberry Investments and Acting Head of Treasury and Investments at First Global Bank.

Dino has extensive expertise in foreign exchange and bond trading, asset and liability management, equity trading, and pension fund management. His experience spans back-office operations and revenue generating divisions, allowing him to navigate both strategic financial planning and operational execution.

He has also played a role in key industry committees, including Asset and Liability, and Revenue Committees. In addition to his leadership at the MFS Group, Dino is a board member of Century Business Machines and Hickey Grant Property Masters.

Dino holds a Certificate in Management Studies from the University of the West Indies and an MBA in Business Administration from the University College of the Caribbean.



Robert A. Barnes

Chief Operating Officer & Director

Robert is a seasoned professional in banking and finance, with over 30 years of experience in enterprise risk management, operations, and financial strategy across various industries, including banking, investments, renewable energy, real estate, and hospitality and tourism. His expertise spans several international markets, including Jamaica, the United States, Canada, Guyana, and Grenada.

He possesses extensive knowledge in essential financial disciplines, including banking operations, lending, banking law, statistical methods, and corporate governance. His professional training encompasses Corporate Governance for Directors of Financial Institutions (USAID), Risk Management, and Operational Risk Management Audits.

Robert has also received specialised training in Anti-Money Laundering (AML), Corporate Governance for Public Bodies, and Financial Institution Directors Training. Additionally, he has completed leadership and management programs such as CrestCom Bullet-Proof Leadership, Skills for Smart Supervision, Conflict Resolution, Team Building, and Project Management Professional (PMP) Training.

As a dedicated expert in risk, audit, and operations management, Robert has successfully completed several Euromoney-certified courses in these fields, further enhancing his ability to drive strategic financial oversight and achieve operational excellence.



Clide Leopold Nesbeth
Chairman & Independent Director

Clide Leopold Nesbeth is a seasoned management professional with over 30 years of experience in administration, sales, and marketing management, including 25 years at the senior and general management levels.

In addition to his extensive corporate experience, Mr. Nesbeth is a trained educator with over four years of teaching experience, specializing in the training and development of students in these disciplines. His academic and professional qualifications include a Chartered Institute of Marketing Diploma in Marketing Management, a Postgraduate Diploma in Education, and a Master of Commerce degree in Marketing from the University of Strathclyde, Scotland.



Christine Johnson Spence
Independent Non-Executive Director

Christine E. Johnson Spence is a highly respected attorney known for her unwavering integrity, professionalism, and commitment to service excellence. As a dynamic leader, she possesses strong administrative skills and a passion for mentorship, coaching, team building, and continuous improvement in legal practice and corporate governance.

With extensive expertise across multiple legal disciplines, Christine specialises in company and contract law, litigation, conveyancing, financial crimes, intellectual property, probate, family law, and labour relations. She also has a strong background in legal policy management, research, office administration, customer relations, service audits, and industrial dispute resolution.

Christine is a gazetted Parish Court Mediator and holds a Postgraduate Diploma in Corporate Governance as well as a Professional Certificate in Industrial Relations. Her diverse skill set and strategic approach to legal and corporate issues make her a valued advisor and advocate in both the legal and business communities.

**Anika Jengelley**

Independent Non-Executive Director

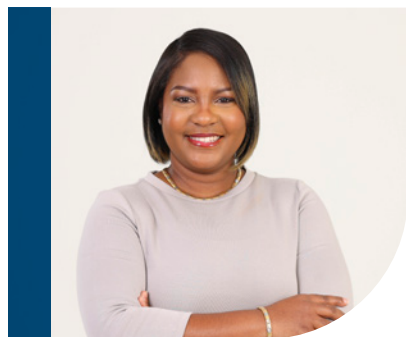
Anika Jengelley is the founder and CEO of Red Elephant Communications, a strategic communications and marketing consultancy. With over 20 years of experience, she has led corporate communications, brand strategy, and marketing initiatives across various industries – locally and internationally – in markets including New York City, Mexico City, and Paris. Before launching Red Elephant Communications, Anika held senior leadership roles in marketing and corporate communications, where she was responsible for brand development, stakeholder engagement, and strategic growth initiatives. She has also served in key positions within private sector organisations, focusing on corporate relationship management and advocacy.

As a consultant, Anika has effectively developed and implemented brand management, corporate communications, and marketing strategies for companies in sectors such as fintech, energy, technology, and banking. Anika holds a Master's degree in French Studies and International Business from the University of Wisconsin-Madison and a Bachelor's degree in French Language and Literature from the University of the West Indies, Mona.

She is passionate about helping brands create compelling narratives, build meaningful connections, and drive impactful engagement in an ever-changing business landscape.



Senior Management



Tamar Webley
Chief Executive Officer
Monolith Financial Services

Tamar Webley is a seasoned finance professional with over 15 years of experience in the sector, spanning key areas such as treasury, foreign exchange trading and retail banking. She joined Monolith Financial Services Limited (formerly Micro-Financing Solutions Limited) in November 2012, following her tenure at First Global Bank.

Since joining the company, Tamar has played an instrumental role in its transformation and growth, driving annual revenues from approximately JMD 4 Million to over JMD 300 Million, while overseeing the expansion of its product offerings and branch network.

Tamar holds a Bachelor's degree in Business, Economics and Social Statistics from the University of the West Indies. She has also completed the Jamaican Securities Course through the University of Technology/(JIM) and earned certifications in Treasury Risk Management and Operational Risk Management from the Jamaica Stock Exchange. In addition, she is certified in Corporate Governance by the University of the Commonwealth Caribbean (UCC) and has undergone extensive AML/CFT training. She currently serves on the boards of several companies, including Monolith Financial Services Limited, LDT Salon Services Limited and MFS Acquisition Limited.



Lavern Wright
Chief Compliance Officer
Monolith Financial Services

Lavern has over thirty (30) years of experience in the financial sector in Jamaica, in fields including Commercial Banking, Merchant Banking, and Credit Union Operations. She also has extensive experience in both commercial and retail credit.

Within the last fifteen (15) years, she has worked in this area with Cornerstone Trust and Merchant Bank. Prior to Cornerstone, Lavern developed her experience within the credit union movement holding positions at both JDF Credit Union and Lascelles and Partners Employees Credit Union.

Lavern holds a Bachelor of Business Administration, with a major in Finance and a minor in Corporate Management, from the University of Technology. She also holds a Certificate in Financial Securities Management from the University College of the Caribbean.



Kamille Martin
Chief Financial Officer
MFS Capital Partners

Kamille has over seventeen (17) years of Auditing and Accounting experience including fourteen (14) years in senior leadership roles within the insurance, construction, and finance industries.

She has managed finance related projects which include accounting software implementations, development of management report templates, and testing and implementing solutions to integrate information from different sources, to facilitate accurate financial management reporting.

In her capacity as Chief Financial Officer, Kamille oversees the financial operations of MFS Capital Partners Limited. She brings a wealth of knowledge in financial management reporting and internal process optimization, and her extensive experience will continue to play a pivotal role as we work to enhance our financial and operational frameworks and drive the expansion of our group of companies.

Kamille holds an MBA in Management Information Systems, Certification in Project Management (PMP), and a BSc. in Accounting and Management.

Corporate Governance

Our Board of Directors is committed to effective corporate governance, promoting long-term sustainability, fostering trust, and increasing value for shareholders and stakeholders alike. The Board provides strategic leadership, oversight, and guidance to the senior management team, maintaining the highest standards of governance across the Company's operations. To reinforce this commitment, the Board has implemented several key initiatives:

Corporate Governance Policy Update

The Board has implemented an updated Corporate Governance Policy, aligned with best practices and guided by the standards of the Financial Services Commission (FSC) and the Bank of Jamaica (BOJ). Although adherence to these standards is not mandatory, the Board acknowledges the importance of incorporating robust regulatory and corporate governance principles into its framework.

Ongoing Board Training

Directors have received higher training in corporate governance to bolster their ability to uphold industry best practices and ensure regulatory compliance.

Mentorship & Advisory Support

In compliance with the Jamaica Stock Exchange (JSE) Junior Market Rules, the Board continues to receive mentorship from Mr Herbert Hall, who was formally engaged on March 10, 2023. His role involves advising the Board on developing effective procedures, systems, and controls to ensure adherence to corporate governance standards.

Endorsement of Ethical Business Practices

The Board fully endorses the Company's Code of Conduct, Business Ethics, and Whistleblower Policies, which reinforce a culture of integrity, transparency, and accountability.

Regulatory Framework

MFS Capital Partners Limited was established under the Companies Act of Jamaica and operates under the regulatory oversight of the Jamaica Stock Exchange (JSE) in accordance with its Junior Market Rules. Additionally, the company's directors and officers adhere to Section 51 of the Securities Act and the supplemental provisions outlined in the JSE Model Code. Through these ongoing initiatives, the Board ensures that corporate governance remains at the core of the Company's operations, fostering long-term growth and stakeholder confidence.

Board Diversity

Our Board of Directors possesses a range of diverse skills and experience, from different backgrounds, including local and international expertise in general management, finance, risk management, and marketing.

Directors	General Management	Risk Management	Legal	Strategy	Finance	Sales & Marketing	Corporate Governance
Clide Leopold Nesbeth	✓			✓	✓	✓	
Dino Hinds	✓			✓	✓		
Robert Barnes	✓	✓		✓	✓		✓
Christine Johnson Spence	✓		✓				✓
Anika Jengelley	✓			✓	✓	✓	✓

As of June 30, 2025, the Board consists of five directors, the majority of whom are independent, non-executive members.

According to the Company's governance policies—rooted in both local and international best practices—a director is deemed not independent if he or she:

- (a) has been employed by the Company within the past five years,
- (b) has served as an employee or executive officer of the Company within the last three years,
- (c) receives, or has received, additional remuneration from the Company beyond directors' fees, participates in the Company's share option plan or performance-based compensation scheme, or is a member of the Company's pension plan
- (d) has close family ties with any of the Company's advisors, directors, or senior employees, or,
- (e) represents a significant shareholder.

Collectively, the Board brings a wealth of expertise and experience from past and present involvement in business environments, both locally and internationally. The directors constitute a diverse skill set; this enhances their capacity to fulfil their collective and individual responsibilities to the Company.

The Board plays a critical role in ensuring that:

- i. the Company possesses the necessary resources to achieve its objectives and evaluate its performance effectively,
- ii. prudent and effective controls are in place to identify, evaluate, and manage risks,
- iii. workforce policies and practices align with the Company's values to drive long-term success.

Board Responsibility

The Company's management is responsible for the day-to-day operations, however, the Board of Directors ultimately remains accountable to stakeholders for the Company's overall performance, compliance with applicable laws, and adherence to sound business practice. The Board offers strategic oversight for the Company and its portfolio companies, including:

Strategic Planning & Financial Oversight:

- Approving and monitoring strategic plans
- Reviewing and approving annual performance targets, budgets, quarterly financial statements, and audited financial reports
- Authorising acquisitions and major capital expenditures

Operational Oversight & Performance Management:

- Overseeing the operations of the parent company and its portfolio companies
- Evaluating company performance against established financial and operational targets
- Monitoring the performance of the CEO and senior management against agreed-upon metrics

Governance & Risk Management:

- Determining the remuneration of senior management
- Reviewing and monitoring risk management frameworks, internal controls, and regulatory compliance
- Ensuring adherence to the Company's Code of Conduct
- Overseeing corporate disclosures and communications with external stakeholders
- Selecting and appointing qualified directors to the Board

To effectively fulfil its responsibilities, the Board has access to independent professional advice at the Company's expense when necessary. This includes the appointment of legal counsel for representation and advisory services.

Board Meeting Attendance Record

Director	8/27/2024	9/25/2024	1/9/2025	2/24/2025	2/27/2025	Total
Clide Leopold Nesbeth	✓	✓	✓	✓	✓	5
Dino Hinds	✓	✓	✓	✓	✓	5
Robert Barnes	✓	✓	✓	✓	✓	5
Anika Jengelley	✓	✓	✓	✓	✓	5
Christine Johnson Spence	✓	✓	✓	✓	✓	5

Board Performance Evaluation

An evaluation of the Board's performance – including its committees, the chair, and individual directors – is conducted every two years to assess the composition, diversity, and contributions of each director, as well as the collective efforts towards effectively achieving the Company's objectives. This evaluation is conducted externally, and the results are utilised to address any identified weaknesses.

The Corporate Governance Policy which was updated April 2025, can be accessed on the Company's website at: www.mfscaplttd.com or, on the website of the Jamaica Stock Exchange: www.jamstockex.com.

Board Committees

The Board has established three standing committees, each assigned specific responsibilities by the Board; the Board also appoints the Chairperson of each committee. These committees are:

1. Finance and Audit Committee
2. Corporate Governance Committee
3. Compensation/Remuneration Committee

All three committees convened quarterly throughout the financial year.

Finance and Audit Committee

Chair: Anika Jengelley

Committee Members: Independent Directors Christine Johnson Spence, Clide Leopold Nesbeth, and Executive Director, Robert Barnes.

The Finance and Audit Committee oversees the integrity of the Company's financial reporting, risk management, and internal controls. Its key functions include:

1. **Financial Oversight:** monitoring the integrity of the Company's financial statements and reviewing significant financial reporting judgments.
2. **Advisory Role:** providing guidance on whether the annual report and accounts, taken as a whole, are fair, balanced, and understandable, enabling shareholders to assess the Company's position, performance, business model, and strategy.
3. **Risk and Internal Controls:** reviewing the Company's financial controls and risk management systems, as well as evaluating the effectiveness of the internal audit function (or recommending the establishment of one if necessary).
4. **External Audit Oversight:** managing the selection, appointment, reappointment, and removal of external auditors; approving their remuneration and terms of engagement; and ensuring their independence and objectivity.

5. **Non-Audit Services:** developing and implementing policies for engaging external auditors for non-audit services, and ensuring compliance with relevant regulations and ethical guidelines.
6. **Reporting to the Board:** providing updates on the discharge of its responsibilities.

Finance & Audit Committee Attendance

Director	9/24/2024	1/9/2025	2/24/2025	2/27/2025	5/14/2025	Total
Clide Leopold Nesbeth	✓	✓	✓	✓	✓	5
Robert Barnes	✓	✓	✓	✓	✓	5
Anika Jengelley	✓	✓	✓	✓	✓	5
Christine Johnson Spence	✓		✓	✓	✓	4

Corporate Governance Committee

Chair: Christine Johnson Spence

Committee Members: Independent Directors Clide Leopold Nesbeth, Anika Jengelley, and Executive Director Robert Barnes.

The Corporate Governance Committee primarily ensures effective governance practices within the Company. Its key functions include:

- Ensuring there is current Corporate Governance Policy that is strictly adhered to.
- Continuing training of Board Members in Corporate Governance.
- Ensuring that integrity, transparency, and accountability are pillars of the Company.

Corporate Governance Committee Attendance

Director	8/20/2024	11/18/2024	3/20/2025	6/18/2025	Total
Clide Leopold Nesbeth	✓	✓	✓	✓	4
Robert Barnes	✓	✓	✓	✓	4
Anika Jengelley	✓	✓	✓	✓	4
Christine Johnson Spence	✓	✓	✓	✓	4

Compensation/Remuneration Committee

Chair: Christine Johnson Spence

Committee Members: Independent Directors Clide Leopold Nesbeth, Anika Jengelley, and Executive Director Dino Hinds.

The Compensation/Remuneration Committee develops and oversees the Company’s executive compensation framework. Its key functions include:

- Establishing the Company’s remuneration policy.
- Determining individual compensation packages for executive directors and key management personnel.
- Ensuring that reward structures attract and motivate executives while aligning with the long-term interests of shareholders.

Remuneration Committee Attendance

Director	8/20/2024	11/18/2024	3/20/2025	6/18/2025	Total
Clide Leopold Nesbeth	✓	✓	✓	✓	4
Dino Hinds	✓	✓	✓	✓	4
Anika Jengelley	✓	✓	✓	✓	4
Christine Johnson Spence	✓	✓	✓	✓	4

Corporate Data

The Members of the Board of Directors
as at June 30, 2025 are:

Clide Leopold Nesbeth
Independent Director & Chairman

Dino Hinds
Chief Executive Officer

Robert Barnes
Chief Operating Officer

Anika Jengelley
Independent Director

Christine Johnson Spence
Independent Director

Aspiresec Limited
Company Secretary

Registered Office
Suite 2, 14 Canberra Crescent
Kingston 6, St. Andrew
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Tel: (876) 906 5558
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www.mfscapltd.com

Bankers

Sagicor Bank Jamaica
17 Dominica Drive
Kingston 5
Jamaica

Auditors

Baker Tilly Strachan Lafayette
Accountants and Auditors
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Kingston 5, St. Andrew
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Shareholders' Information

Top 10 Shareholders

	Shareholders	Shareholding	% of Issued Shares
1	MFS Acquisition	405,500,322	61.40%
2	Pomgrana Agro Processing Limited	62,917,392	9.53%
3	Kris Astaphan	20,000,000	3.03%
4	Miguel Foster	14,719,102	2.23%
5	David Weir	10,000,000	1.51%
6	Coppelia Consultants Limited	8,000,000	1.21%
7	Gerald Wight	6,000,000	0.91%
8	Stefan Roniel St Dexter Flowers	5,788,108	0.88%
9	Nkrumah Oneil Wilson	5,009,074	0.76%
10	Geraldine Thelwell-Adams & Winston Adams	4,545,455	0.69%

Directors' Interest/Ownership

Executive Directors	Total	Direct	Connected Parties
Dino Hinds	405,500,322	NIL	405,500,322
Robert Barnes	62,917,392	NIL	62,917,392
Non-Executive Directors			
Clide Leopold Nesbeth	NIL	NIL	NIL
Christine Johnson Spence	NIL	NIL	NIL
Anika Jengelley	NIL	NIL	NIL

Senior Managers' Interest/Ownership

Executive	Total	Direct	Connected Parties
Dino Hinds	405,500,322	NIL	NIL
Robert Barnes	62,917,392	NIL	NIL
Kamille Martin	NIL	NIL	NIL

Management Discussion & Analysis



We are pleased to present our Management's Discussion and Analysis (MD&A) for the 2024 - 2025 financial year, offering a comprehensive look at our financial performance and strategic developments, with comparisons to the previous year. The MD&A should be read in conjunction with the MFS Capital Partners Limited consolidated audited financial statements and accompanying notes.

Consolidated Group

In 2024/5, the Group focused on sustainable growth and value creation through the monitoring of financial and non-financial metrics, to ensure significant benefit to our shareholders. The year ended with substantial revenue growth and profits when compared to the prior year. This was primarily due to a full year of operation of the active subsidiaries of Monolith Financial Services, as well as the disposal of our non-active subsidiaries.

	June 2025 \$'000	June 2024 \$'000	Change \$'000	% Change
Revenue	143,780	22,444	121,336	541%
Other operating income	75,570	2,648	72,922	2754%
Operating & administrative expenses	(100,361)	(70,073)	(30,288)	43%
Gain on disposal of subsidiaries	28,311	-	28,311	100%
Share of results of associate	79	262	(183)	(70%)
Operating profit / (loss)	147,380	(45,169)	192,549	426 %
Finance costs, net	(4,846)	(636)	(4,210)	(662%)
Profit/(Loss) before taxation	142,533	(45,806)	188,339	411%
Taxation	(29,475)	(6,277)	(23,198)	(370%)
Profit/(Loss) after taxation	113,058	(52,083)	165,141	317%
Unrealised loss on securities	(1,076)	(329)	(747)	(227%)
Net Profit/(Loss) after taxation	111,982	(52,412)	164,394	314%

Operating Results

Revenue

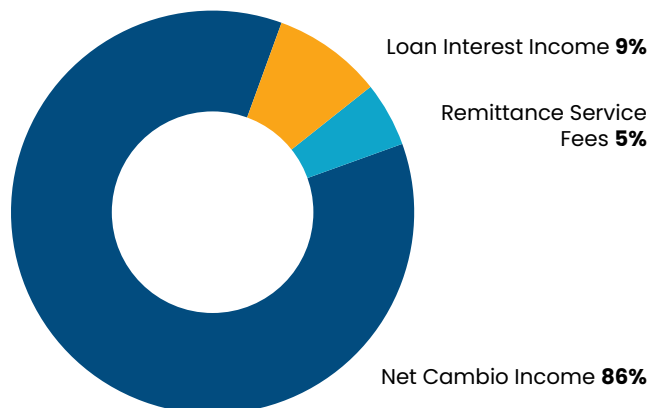
MFS Capital Partners Limited's consolidated revenue for the financial year ending 2025 (FYE 30 June 2025) was \$143.8M indicating a 541% increase when compared to \$22.4M in the previous period (which only represented three (3) months of operations of Monolith Financial Services, while 2024/5 includes twelve (12) months of operations).

The Cambio segment remains the main revenue line for this financial year, however, we are strategically aligning our resources to improve our remittances and loan interest revenue lines.

Cambio Services Income: \$123.7M - performed well, benefiting from higher volumes and average-to-higher spreads in retail and corporate trades.

Remittances Services Income: \$7.4M - increased year over year. We seek to open additional locations to grow this revenue stream.

Loan Interest Income: \$12.5M - increased year over year. The next financial year will see a more strategic drive to increase funding, which will be positively impact our loans portfolio.



Other Income

\$73.6M ↑

This was \$73.6M for the period, which was \$72.9M higher than previous year. This significant improvement was directly correlated to payables write-offs of \$18.9M, and a related party write-off of \$50.0M during the year.

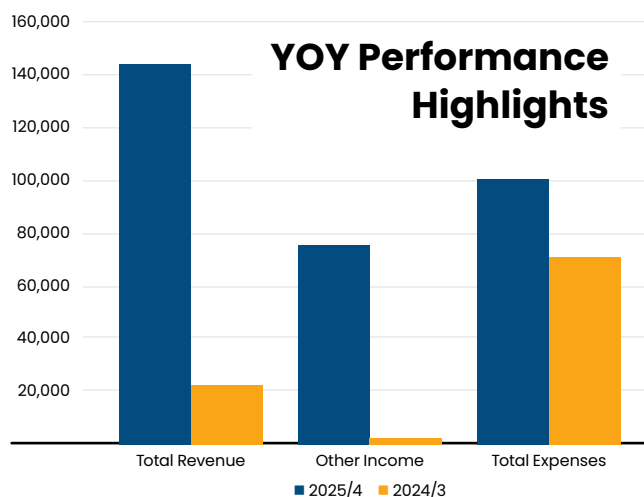
Extra-Ordinary Income – Disposal of Subsidiaries

The group is pleased to report the disposal of the non-active subsidiaries which resulted in a gain of \$28.3M.

The investment in Bar Central Limited was written off with no cash consideration, eliminating \$22.0 million in liabilities. Muse 360 Integrated Limited was also written off with no cash consideration, eliminating \$19.3 million in liabilities. The combined gain on disposal was \$28.3 million, and the elimination of non-controlling interest totalled \$15.6 million. These strategic disposals allowed management to concentrate efforts and capital on our profitable core business.

Total Operating Expenses

Total operating expenses increased by \$29.8M, or 42%, to \$100.3M for FYE 30 June 2025, compared to \$70.5M for FYE June 2024. As stated above the expenses resulted in an increase over last year 2024/5 which only represented three (3) months of operations of Monolith Financial Services while 2024/5 includes twelve (12) months of operations.

**Total Operating Expenses**

\$100.3M ↑

The main expenses were extracted in the table below:

Expenses	June 2025 \$'000
Legal & Professional Fees	2,944
Management remuneration	22,892
Rent	5,666
Utilities	3,600
Penalties	1,623
Staff Costs	26,150
Audit Fees	8,403
Accounting Fees	2,699
Office Expenses	6,151
	80,129

Whilst there was an increase, efforts were made by management to employ efficient cost-containment strategies during the year.

Finance Cost of \$4.8M for the year increased significantly by 662% over the year prior, and this was primarily as a result of increased borrowing. The group will look to reducing interest expenses for the upcoming year in an effort to further strengthen our balance sheet.

Net Profit for the period was \$111.9M, when compared to a previous operating loss of \$52.4M.

Earnings per share (EPS) improved to 0.17 cents when compared to negative 0.12 cents in the prior year.

Statement of Financial Position

MFS Cap's overall financial statement position positively strengthened over the reporting period when compared to the previous period. There was a 2.3% decrease of \$18.5M in total assets, 74.3% increase in equity of \$124.9M, and a 22.2% decrease in liabilities of \$143M, when compared to the prior year.

	June 2025 \$'000	June 2024 \$'000	% Change
ASSETS			
Non-current assets			
Property, plant and equipment	1,975	2,617	(24.5%)
Investment property	405,000	405,000	-
Investment in associate	61,122	61,043	(0.1%)
Investment Securities	2,069	23,557	(91.2%)
Goodwill	66,978	66,978	-
Due from related companies	144,413	171,349	(15.7%)
Deferred income taxes	267	58	356.4%
	681,827	730,604	(6.7%)
Current assets			
Receivables	42,548	22,754	87.0%
Taxation recoverable	4,755	4,755	-
Cash at bank and in hand	73,464	62,982	16.6%
	120,768	90,492	33.5%
TOTAL ASSETS	802,595	821,096	(2.3%)
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	372,280	372,280	-
Fair Value reserves	(964)	(329)	192.6%
Accumulated deficit	(78,308)	(188,258)	58.4%
	293,006	183,692	59.5%
Non-controlling interest	-	(15,616)	(100.0%)
	293,006	168,075	74.3%
Non-current liabilities			
Due to related companies	282,013	373,575	(24.5%)
Long term loans	30,000	9,500	215.8%
	312,013	383,075	(18.6%)
Current liabilities			
Payables	95,812	162,842	(41.2%)
Current portion of long-term loans	36,531	57,016	(35.9%)
Directors Account	-	1,124	(100.0%)
Taxation payable	62,820	48,961	(28.3%)
Bank Overdraft	2,410	-	100.0%
	197,575	269,945	(26.8%)
TOTAL EQUITY AND LIABILITIES	802,595	821,096	(2.3%)

Total Assets: The 2.3% decline resulting in assets of \$802.5M when compared to \$821.1M was primarily attributed to the disposal of investments securities during the period. The company took the position to dispose of shares in an effort to minimize further losses on shares. The intention is to review our investment portfolio to align with our strategy of growth in the next financial period.

Total Liabilities: The 22.2% decline resulting in total liabilities of \$509.6M compared to \$653.0M

in prior year was primarily related to the write-off of related party balances of \$50.0M, and other payables of \$18.1M.

Shareholders' Equity: Total shareholders' equity was \$293.0M for FYE 30 June 2025, a 74% improvement over the prior period. Accumulated deficit was reduced to negative \$78.3M when compared to negative \$188.2M. With the disposal of the subsidiaries, the non-controlling interest of \$15.6M from prior year was eliminated.

Ratio Analysis

	Jun-25	Jun-24	
Profitability Ratios			
Operating Profit Margin	103%	(201%)	Significant improvement over prior year's loss. Indicates strong operational efficiency in core business.
Net Profit Margin	78%	(234%)	Significant improvement over prior year's loss. Indicates strong profitability margin, elevated by non-operating gains.
Return on Assets	14%	(6%)	Significant improvement over prior year's loss. Improved asset utilization.
Return on Equity	49%	(82%)	Significant improvement over prior year's loss. Indicates strong profitability margin, elevated by non-operating gains.
Liquidity & Solvency Ratios			
Current Ratio	0.61	0.34	Improvement over prior year, however, still remains a potential concern for the group as it indicates the group cannot cover short term obligations with current assets.
Debt to Equity	1.74	3.89	Improvement over prior year, however, still remains a potential concern as leverage remains medium to high.
Debt Ratio	0.63	0.80	Improvement over prior year.
Interest Coverage Ratio	30.41	(0.96)	Improvement over prior year.
Efficiency Ratios			
Operating Expense to Revenue	70%	314%	Significant improvement over prior year.
Staff Cost to Revenue	34%	80%	Significant improvement over prior year.

Corporate Governance

During the year, strong corporate governance and effective oversight was adhered to. The company complied with all regulatory requirements, maintained an active audit committee – supported by our external auditors – and ensured proper internal control measures.

Strategic Outlook

Our comprehensive strategic plan for FY2026–2028 will be focused on:

Organic Growth – Monolith Financial Services

- a. Expansion of Cambio operations to additional locations across Jamaica; Grow micro-finance portfolio targeting underserved SME sector.
- b. Enhancement and expansion of remittance services through technology and partnerships;

Target Revenue Growth

15–20%

annually

Strategic Acquisitions

We are actively evaluating acquisition opportunities in

- c. complementary financial services (private equity, private credit and investment management),
- d. technology-enabled financial services (fintech and digital payments);,
- e. regional expansion into Caribbean markets (Bahamas, Barbados, Cayman Islands)

Capital Management & Shareholder Returns

Given our improved financial position, the Board anticipates a dividend payout in coming years.

Share Buyback Consideration

The Board is evaluating a share buyback program to enhance shareholder value with a potential allocation of \$10–20 million over 12–18 months, and subject to JSE approval and market conditions.

Operational Excellence Initiatives

Digital transformation – The company will make further investments in technology infrastructure and improved risk management (i.e. enhanced credit and equity assessment and monitoring systems), talent development (i.e. attracting and retaining top financial services professionals), and Environmental, Social and Governance (ESG) commitments and improvements.

Balance Sheet Optimisation

The company will continue to refinance existing debt at more favourable terms (target: 7–8% rates), reduce related party balances through structured repayment plans, maintain debt-to-equity ratio below 1.0x, aiming for a return on equity (ROE) of 15–20% by FY2027.



Responsibility to Stakeholders

INNOVATION

We are committed to executing our mandate seamlessly and efficiently. By being solutions-driven and responsive to the evolving needs of our shareholders, subsidiaries, and stakeholders, we continue to implement tailored strategies geared at yielding optimal results.



PERFORMANCE

We strive to exceed expectations and deliver sustainable growth in shareholder value. To maintain a high-performance standard, we conduct self-assessments and independent evaluations annually. Our approach to risk is measured, strategic, and calculated.

ACCOUNTABILITY

We prioritise our fiduciary responsibilities. We consult independent advisors, when necessary, to maintain objectivity and prevent conflicts of interest, ensuring consistent transparency and effective decision-making.



COMMITMENT

We are committed to being responsive, collaborative, prudent, efficient, responsible, impartial, and consistent in all our operations.

Risk Management Policy

The Company's risk management objective is to effectively identify, measure, and monitor the risks associated with its operations, while strictly adhering to established policies and procedures designed to mitigate potential threats. A comprehensive risk management framework has been established to identify key risks that could affect the Company's sustainability. This framework includes clearly defined risk mitigation processes, policies, and procedures. Additionally, the Company's risk management approach aligns with best practices to proactively address any actual or perceived conflicts of interest, that may arise in its operations and management.

Finance and Audit Committee

The Company's Risk Management Policy (RMP) is governed by the Finance and Audit Committee, which is a sub-committee of the Board. The RMP is implemented in conjunction with the Investment and Credit Policy, while the Audit Committee oversees the overall investment and credit risk management of the Company, including risk assessment and monitoring. The Committee consists of four members, three of whom are independent directors, including the Board Chairman. Its responsibilities involve reviewing and approving major investment decisions, and determining the terms and conditions governing each investment.

Private Credit Risk Management

Considering the Company's involvement in private credit investments, as well as mergers and acquisitions, it faces various risks, including credit risk, market risk, liquidity risk, and operational risk.

1. CREDIT RISK

Credit risk refers to the potential financial loss that may occur if a counterparty fails to fulfil its obligations under a financial contract. The Company's primary credit exposures consist of private credit investments, bank balances, securities bought under resale agreements, and other receivables. To mitigate credit risk, the Company employs the following mechanisms:

- **Approval process:** the Company invests exclusively in portfolio companies that align with its investment criteria. Each investment undergoes a thorough due diligence and approval process.
- **Concentration limits:** investment exposure is restricted for each portfolio company and each sector/industry to minimise risk. The size of individual transactions is also restricted to mitigate concentration risk.
- **Decision-making process:** investment decisions are separated from deal origination. The Finance and Audit Committee approves all private credit transactions based on merit and strategic alignment.
- **Ongoing monitoring:** investments are continuously assessed for financial performance and changes in credit profiles. In some cases, this monitoring includes board observation rights or board representation.
- **Delinquency and recovery management:** the Compliance Unit implements structured policies for handling delinquencies and recoveries, involving third party engagements when necessary.

2. MARKET RISK

Market risk arises from fluctuations in market prices, interest rates, and foreign exchange rates, which can affect the value of financial instruments and their cash flows. The Investment Committee is tasked with reviewing and assessing any possible exposure to market risk. Key market risk elements include:

- **Foreign currency risk:** managing exposure to exchange rate fluctuations, especially for non-USD transactions, is achieved by:
 - using a value-at-risk tool to monitor the FX impact on the portfolio.
 - Incorporating depreciation reserves into non-USD investments.
 - Restricting exposure to non-USD investments in portfolio companies.
- **Interest rate risk:** exposure to changes in market interest rates is reduced by:
 - daily tracking of interest rate movements.
 - Investing mainly in instruments valued at amortised cost to reduce the impact of market volatility.
 - Maintaining an appropriate investment mix based on market conditions.

3. OPERATIONAL RISK

Operational risk stems from internal processes, systems, personnel, and external events. The Company actively mitigates this risk through well-defined operational procedures and oversight mechanisms. Key operational risks include:

- **Internal fraud:** preventing the misappropriation of assets, tax evasion, and bribery.
- **External fraud:** safeguarding against hacking, data breaches, and forgery.

- **Business practices:** ensuring adherence to antitrust laws, fiduciary obligations, and fair market practices.
- **Business disruption & system failures:** managing risks associated with utility disruptions, software/hardware failures, and cybersecurity threats.
- **Process & compliance management:** enforcing rigorous data entry, accounting, and regulatory reporting standards. Operational risks are mitigated through delegated authority and structured operational procedures, with the support of investment managers, advisors, and consultants as necessary.

4. LIQUIDITY RISK

Liquidity risk occurs when the Company cannot quickly sell an asset at fair value, or encounters difficulties in obtaining funding for operational commitments. Since the Company primarily invests in private companies and financial instruments issued by these companies, these investments are inherently less liquid than publicly traded securities.

To mitigate liquidity risk, the company:

- is not subject to external liquidity requirements,
- ensures that an adequate portion of financial assets remains in liquid form to meet obligations.

Oversight & Governance

The Board of Directors is ultimately responsible for the Company's risk management policies. Through structured governance, rigorous oversight, and adherence to industry best practices, the Company is committed to maintaining financial stability, operational efficiency, and shareholder value.

Cybersecurity and Data Protection Policy

At MFS Capital Partners, we recognise the critical importance of cybersecurity in safeguarding our systems, data, and stakeholder interests. As a financial institution operating in an increasingly digital landscape, we are committed to implementing robust security measures to protect against cyber threats, unauthorised access, and data breaches.

The Cybersecurity Policy outlines our approach to risk management, incident response, and compliance with industry best practices and regulatory requirements. Through continuous monitoring, employee awareness, and advanced security protocols, we strive to uphold the integrity, confidentiality, and availability of our information systems, thus ensuring the trust and confidence of our clients, partners, and shareholders.

1. Introduction

1.1 PURPOSE

MFS Capital Partners is committed to safeguarding its information assets and technology systems against cyber threats and vulnerabilities. This Cybersecurity Policy outlines guidelines, procedures, and best practices to maintain a secure digital environment.

1.2 SCOPE

This policy applies to all employees, contractors, partners, and third-party service providers who have access to the Company's information assets and technology systems.

2. Information Security

Governance

2.1 ROLES AND RESPONSIBILITIES

This section outlines the key individuals and departments responsible for cybersecurity oversight, including senior management, IT teams, cybersecurity personnel, and end users.

Senior Management

Senior management plays a crucial role in establishing and upholding a strong cybersecurity posture by:

- **Setting strategy:** defining the organisation's cybersecurity vision, priorities, and objectives while allocating sufficient resources.
- **Risk management:** collaborating with cybersecurity experts and the Chief Risk Officer to evaluate and mitigate cyber risks.
- **Governance and oversight:** ensuring cybersecurity policies align with industry best practices and regulatory requirements through periodic reviews and updates.
- **Budget allocation:** approving cybersecurity initiatives and designating necessary funds for technology, training, and personnel.
- **Communication and awareness:** fostering a cybersecurity awareness culture throughout all organisation levels.
- **Vendor and third-party management:** evaluating third-party cybersecurity practices to ensure due diligence prior to engagements.
- **Regulatory compliance:** upholding compliance with evolving cybersecurity regulations and standards.

- **Board reporting:** delivering regular updates on the Company's cybersecurity posture and risk landscape.
- **Continuous improvement:** promoting ongoing evaluation and enhancement of cybersecurity measures.
- **Leading by example:** committing to cybersecurity best practices and nurturing a security-conscious environment culture.

Data Protection Officer (DPO)

The DPO is responsible for ensuring compliance with data protection regulations and strengthening cybersecurity within the organisation.

Key responsibilities include:

- **Regulatory compliance:** ensuring compliance with privacy laws such as the Data Protection Act (DPA) and specific industry regulations.
- **Policy development and implementation:** collaborating with IT, legal, and other departments to develop cybersecurity and data protection policies.
- **Risk management:** conducting risk assessments to identify vulnerabilities and recommending mitigation strategies.
- **Incident response and breach notification:** coordinating the response to data breaches, assessing impact, and ensuring timely notifications.
- **Employee training and awareness:** conducting workshops and campaigns to enhance data protection knowledge.
- **Data privacy impact assessments (DPIAs):** evaluating the privacy implications of new projects and recommending risk minimisation strategies.

- **Vendor and third-party oversight:** ensuring that external partners adhere to contractual data protection requirements.

3. Information Classification

MFS Capital Partners classifies its information assets based on sensitivity and criticality. This classification guides security controls, access permissions, and protection measures:

- **Confidential:** highly sensitive data accessible only to authorised personnel. Unauthorised disclosure could result in significant financial, legal, or reputational damage.
- **Internal Use Only:** restricted to internal employees, with moderate risk if exposed externally.
- **Public:** information that can be freely shared without risk.

4. Data Protection Framework

MFS Capital Partners has implemented a robust data protection framework that addresses key security concerns:

4.1 RISK ASSESSMENT

A comprehensive risk assessment identifies potential threats and vulnerabilities, guiding the implementation of suitable security measures.

4.2 ACCESS CONTROLS AND AUTHENTICATION

- Implement role-based access controls (RBAC) to limit access based on job functions.
- Implement multi-factor authentication (MFA) and strong password policies.



4.3 DATA ENCRYPTION

- Encrypt sensitive data both at rest and in transit to prevent unauthorised access.

4.4 DATA BACKUP AND RECOVERY

- Regular automated backups with secure offsite storage.
- Periodic recovery tests to ensure data integrity and availability.

4.5 EMPLOYEE TRAINING AND AWARENESS

- Mandatory training on cybersecurity awareness for all employees.
- Simulations for phishing and reinforcement of best practices to reduce social engineering.

4.6 SECURITY MONITORING AND INCIDENT RESPONSE

- Implementing real-time monitoring tools to identify anomalies and cyber threats.
- Incident response plans that outline escalation procedures and recovery protocols.

4.7 REGULATORY COMPLIANCE

- Ensuring compliance with global and local data protection laws, including GDPR, CCPA, and relevant industry standards.

4.8 PHYSICAL SECURITY

- Access to servers, data centres, and sensitive data infrastructure is restricted.
- Surveillance, biometric access control, and secure storage practices.

4.9 REGULAR AUDITS AND ASSESSMENTS

- Performing periodic security audits, penetration testing, and vulnerability assessments.
- Implementing corrective measures based on audit findings.

5. Conclusion

MFS Capital Partners remains committed to cybersecurity and data protection as essential pillars of its operations.

Through ongoing monitoring, risk assessment, employee training, and strict regulatory compliance, MFS Capital Partners ensures its data assets' security, integrity, and confidentiality. This policy will be reviewed and updated regularly to align with evolving cyber threats and regulatory requirements.

Responsibility to Our Shareholders

Annual General Meeting

On May 1, 2025, we held our Annual General Meeting at Courtleigh Hotel, where we reviewed our financial performance for 2023/2024 and discussed our strategic direction for the upcoming year.





Monolith Financial Services Turns



Tamar Webley, CEO of Monolith Financial Service message on Fifteen (15) Years

As we reflect on the past year, I am proud to acknowledge how far our organisation has come. What began as a small company with a simple mandate has evolved into a dynamic financial services provider, offering foreign exchange trading, remittances and private credit solutions. Our growth has been driven by a deep commitment to serving our customers and uplifting the communities in which we operate.

This year marks fifteen years of resilience, innovation and purposeful progress. Having had the privilege of leading this organisation for the past thirteen years from Micro-Financing Solutions to now Monolith Financial Services, I have witnessed firsthand the dedication, courage and adaptability that brought us through periods of opportunity and challenge. Our journey has never been defined by luck, but by consistent hard work, sacrifice, and a shared determination to build something extraordinary.

I extend sincere appreciation to our remarkable team, the true heart of this organisation. Your commitment, professionalism, and unwavering belief in our mission continue to propel us forward. I also express deep gratitude to our customers, partners and stakeholders whose trust and support make our work meaningful, and our progress possible.

As we celebrate our 15th anniversary, we do so not only by honouring our past, but by looking ahead with optimism. The foundation we have built positions us for even greater achievements, and if history is any indication, I believe the best is yet to come.

Here's to continued growth, new milestones and a future defined by excellence.

Happy Anniversary!!

Committed to our Clients

Giveaways for our anniversary



Committed to our Team



Group CEO Dino Hinds congratulating Tamar Webley



The Team



Monolith's CEO, Tamar Webley presenting years of service award



Tamar Webley presenting years of service award to Asst. Branch Manager, Jelecia Brown



The School

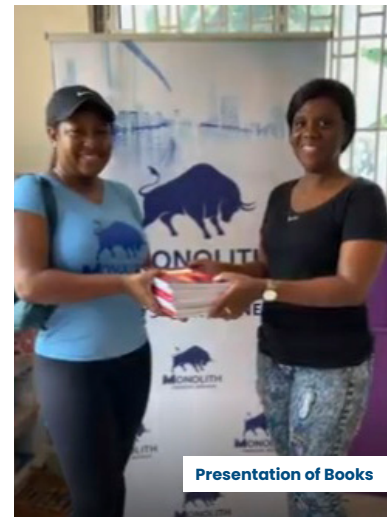
Investing in our Community

Labour Day Project Jebb Memorial Basic School

An early childhood institution located on Spanish Town Road. We assisted the school by cleaning up and installing tiles to repair the damaged flooring. Additionally, we donated school supplies for the students.



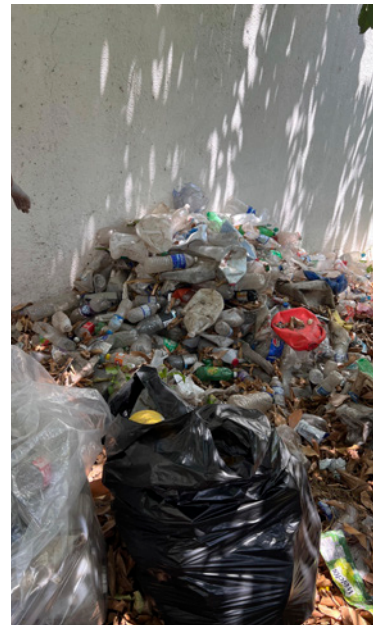
The Awesome Team



Presentation of Books



Presenting of school supplies



YOUR FINANCIAL GATEWAY

Going Beyond The Traditional



PRODUCTS OFFERED

- ✔ Government Securities
- ✔ Money Market Instruments
- ✔ Forex Trading

Your trusted partner in Government Securities,
Financial Advisory, and Cambio Services.
Innovative. Transparent. Client-Focused.



CAPITAL SOLUTIONS LIMITED

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Audited Financial Statements





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INDEPENDENT AUDITORS' REPORT

To the Members of
MFS Capital Partners Limited

Report on the audit of the consolidated and stand-alone financial statements

Opinion

In our opinion, the consolidated financial statements and the stand-alone financial statements give a true and fair view of the consolidated financial position of MFS Capital Partners Limited ("the Company") and its subsidiaries (together 'the Group') and the stand-alone financial position of the Company as at 30 June 2025, and of their consolidated and stand-alone financial performance and their consolidated and stand-alone cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) and comply with the requirements of the Jamaican Companies Act.

What we have audited

The Group's consolidated and stand-alone financial statements comprise:

- the consolidated statement of financial position as at 30 June 2025;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended;
- the Company statement of financial position as at 30 June 2025;
- the Company statement of comprehensive income for the year then ended;
- the Company statement of changes in equity for the year then ended;
- the Company statement of cash flows for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company and the Group in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

ADVISORY • ASSURANCE • TAX

PARTNERS: Wayne Strachan; FCA; FCCA; MBA Emile Lafayette; FCA; FCCA; MBA Roxiana Malcolm-Tyrell; FCA; FCCA; MBA
Royal Thorpe; FCA; FCCA; MBA

Baker Tilly Strachan Lafayette trading as BakerTilly is a member of the global network of Baker Tilly International Ltd., the members of which are separate and independent legal entities.



INDEPENDENT AUDITORS' REPORT (CONTINUED)

To the Members of
MFS Capital Partners Limited

Report on the audit of the consolidated and stand-alone financial statements (continued)

Our audit approach

Audit scope

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated and stand-alone financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including, among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

How we tailored our group audit scope

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industries in which the Group operates.

Our 2025 audit was planned and executed having regard to the fact that the operations of the Group remain largely unchanged from the prior year.

The Group's businesses are organised into four primary segments being Management Services, Retail and Distribution, Marketing and Advertising, Micro-financing and Cambio Services. These entities maintain their own accounting records and report to the Group through the completion of consolidation packages.

In establishing the overall Group audit strategy and plan, we determined the type of work that was needed to be performed at the components by the Group engagement team and component auditors.

INDEPENDENT AUDITORS' REPORT (CONTINUED)



To the Members of
MFS Capital Partners Limited

Report on the audit of the consolidated and stand-alone financial statements (continued)

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. Key audit matters are selected from the matters communicated with those charged with governance but are not intended to represent all matters that were discussed with them. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<i>Key audit matters</i>	<i>How our audit addressed the key audit matters</i>
<p><i>Goodwill impairment assessment (Group) refer to notes 3(h), 5(iv) and 12 to the financial statement disclosures of related accounting policies and balances</i></p> <p>On an annual basis, or when events or changes in circumstances indicate the carrying value may be impaired, management tests whether goodwill is subject to impairment. The recoverable amounts of cash generating units have been determined using value-in-use calculations.</p> <p>Management's impairment assessment resulted in no impairment provision being recorded in relation to goodwill.</p> <p>We focused on this area as the annual impairment assessment requires management's judgement, particularly in relation to the estimation of future cash flows from the business, taking into consideration the following key assumptions used in the Group's impairment model:</p> <ul style="list-style-type: none"> • Revenue growth rate; • EBITDA to revenue; • Capital expenditure to revenue; and • Discount rate. 	<p>Our approach to address the matter, with the assistance of our specialist, involved the following procedures: -</p> <ul style="list-style-type: none"> ➤ Evaluated management's future cash flow forecasts, and the process by which they were drawn up, including testing the underlying calculations and comparing them to the latest Board approved budgets. ➤ Compared previous forecasts to actual results to assess the performance of the business and the accuracy of management's forecasting. ➤ Compared long term revenue growth rate to historical results and economic and industry forecasts. ➤ Compared the key assumptions to externally derived data where available, including market expectations of investment return, projected economic growth and interest rates. ➤ Applied sensitivities in evaluating management's assessment of the planned growth rate used in the estimation of future cash flows. ➤ Evaluated the discount rate by recomputing the cost of capital of the Group. ➤ Tested management's impairment model calculations for mathematical accuracy. <p>Based on the audit procedures performed, management's accounting and judgements for assessing goodwill impairment were not unreasonable.</p>



INDEPENDENT AUDITORS' REPORT (CONTINUED)

To the Members of
MFS Capital Partners Limited

Report on the audit of the consolidated and stand-alone financial statements (continued)

Key Audit Matters (continued)

<i>Key audit matters</i>	<i>How our audit addressed the key audit matters</i>
<p><i>Goodwill relating to Investment in Associate (Group) refer to notes 3(f) and 9.</i></p> <p>The Group's investment in its associate, includes goodwill arising on acquisition amounting to \$41,131,753 as at 30 June 2025. Management is required, in accordance with IAS 28 Investments in Associates and Joint Ventures and IAS 36 Impairment of Assets, to assess at each reporting date whether there is any indication that the investment, including the associated goodwill, may be impaired.</p> <p>This assessment involves significant judgment, particularly in evaluating indicators of impairment and in determining the recoverable amount of the investment when required. Key assumptions include projected cash flows of the associate, discount rates, long-term growth rates, and other market-based inputs.</p> <p>For the current year, management concluded that no impairment of the goodwill was required, based on their assessment of available financial and operational information relating to the associate. Given the level of judgment involved in identifying impairment indicators and evaluating management's assessment, this area was considered to be of most significance in our audit.</p>	<p>Our approach to address the matter, with the assistance of our specialist, involved the following procedures: -</p> <ul style="list-style-type: none"> ➤ Evaluating management's process for identifying impairment indicators, including reviewing the financial performance of the associate, market conditions, industry-specific factors, and operational developments. ➤ Assessing the reasonableness of key assumptions used by management in their impairment indicator assessment, such as profitability trends, cash-flow forecasts, and relevant external economic data. ➤ Inspecting management's supporting documentation for the recoverable amount calculations prepared for the associate and assessing the methodology used for compliance with IAS 36. ➤ Testing the mathematical accuracy of management's impairment evaluation models where applicable. ➤ Considering whether the disclosures in the financial statements appropriately reflect the requirements of IAS 28 and IAS 36, including the basis for management's conclusion that no impairment was required. <p>Based on the evidence obtained, we found management's conclusion that no impairment of goodwill was required to be reasonable.</p>

We have determined the matters described above to be the key audit matters to be communicated in our report.

INDEPENDENT AUDITORS' REPORT (CONTINUED)

To the Members of
MFS Capital Partners Limited

Report on the audit of the consolidated and stand-alone financial statements (continued)*Other information*

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the consolidated and stand-alone financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report. Our opinion on the consolidated and stand-alone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated and stand-alone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and stand-alone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and those charged with governance for the consolidated and stand-alone financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS and the Jamaican Companies Act, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's and the Company's financial reporting process.



INDEPENDENT AUDITORS' REPORT (CONTINUED)

To the Members of
MFS Capital Partners Limited

Report on the audit of the consolidated and stand-alone financial statements (continued)

Auditors' responsibilities for the audit of the consolidated and stand-alone financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ❖ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ❖ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- ❖ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ❖ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.

INDEPENDENT AUDITORS' REPORT (CONTINUED)

To the Members of
MFS Capital Partners Limited

Report on the audit of the consolidated and stand-alone financial statements (continued)

Auditors' responsibilities for the audit of the consolidated and stand-alone financial statements (continued)

- ❖ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that presents a true and fair view.
- ❖ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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



INDEPENDENT AUDITORS' REPORT (CONTINUED)

To the Members of
MFS Capital Partners Limited

Report on the audit of the consolidated and stand-alone financial statements (continued)

Report on other legal and regulatory requirements

As required by the Jamaican Companies Act, we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit.

In our opinion, proper accounting records have been maintained, so far as appears from our examinations of those records, and the financial statements, which are in agreement therewith give the information required by the Jamaican Companies Act, in the manner so required.

The engagement partner on the audit resulting in this independent auditors' opinion is Emile Lafayette.

A handwritten signature in cursive script that reads "Baker Tilly".

Chartered Accountants

Kingston, Jamaica

24 October 2025

Consolidated Statement of Financial Position

As at 30 June 2025

	Note	<u>2025</u>	<u>2024</u>
		\$	\$
ASSETS			
Non-current assets			
Property, plant and equipment	6	1,975,556	2,617,859
Intangible assets	7	-	-
Investment property	8	405,000,000	405,000,000
Investment in associate	9	61,122,917	61,043,861
Investment securities	10	2,069,043	23,557,650
Goodwill	12	66,978,349	66,978,349
Deferred income tax	14	267,950	58,713
Due from related companies	15	144,413,287	171,347,799
		<u>681,827,102</u>	<u>730,604,231</u>
Current assets			
Receivables	16	42,548,416	22,754,613
Taxation recoverable		4,755,175	4,755,175
Cash and bank	17	73,464,870	62,982,889
		<u>120,768,461</u>	<u>90,492,677</u>
TOTAL ASSETS		<u>802,595,563</u>	<u>821,096,908</u>
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	18	372,280,297	372,280,297
Fair value reserves		(964,675)	(329,739)
Accumulated deficit		(78,308,894)	(188,258,547)
		<u>293,006,728</u>	<u>183,692,011</u>
Non-controlling interest	19	-	(15,616,871)
		<u>293,006,728</u>	<u>168,075,140</u>
Non-current liabilities			
Due to related companies	15	282,013,202	373,575,961
Long-term loans	20	30,000,000	9,500,000
		<u>312,013,202</u>	<u>383,075,961</u>
Current liabilities			
Payables	21	95,812,624	162,842,330
Current portion of long-term loans	20	36,531,219	57,016,847
Directors' account	22	-	1,124,675
Taxation payable		62,820,933	48,961,955
Bank overdraft	23	2,410,857	-
		<u>197,575,633</u>	<u>269,945,807</u>
TOTAL EQUITY AND LIABILITIES		<u>802,595,563</u>	<u>821,096,908</u>

Approved for issue by the Board of Directors on 24 October 2025 and signed on its behalf by:



Clide Leopold Nesbeth

Director



Dino Hinds

Director

Consolidated Statement of Comprehensive Income Year ended 30 June 2025

	Note	2025	2024
		\$	\$
Revenue	24	143,780,505	22,444,667
Other income	25	75,570,803	2,648,658
Operating and administrative expenses	26	(100,361,760)	(70,525,600)
Gain on disposal of subsidiaries	13	28,311,621	-
Share of results of associate	9	79,056	262,683
Operating profit/(loss)	27	147,380,225	(45,169,592)
Finance costs, net	29	(4,846,353)	(636,528)
Profit/(loss) before taxation		142,533,872	(45,806,120)
Taxation	30	(29,475,213)	(6,277,010)
Profit/(loss) after taxation		113,058,659	(52,083,130)
Net profit/(loss) attributable to:			
Stockholders of the Company		110,391,267	(49,558,835)
Non-controlling interest		2,667,392	(2,524,295)
		113,058,659	(52,083,130)
Other comprehensive loss			
Unrealised gains/(losses) on securities fair valued through other comprehensive income		882,942	(329,739)
Realised loss on disposal of investment securities		(1,959,492)	-
Total other comprehensive loss		(1,076,550)	(329,739)
Total comprehensive income/(loss) attributable to:			
Stockholders of the Company		109,314,717	(49,888,574)
Non-controlling interest		2,667,392	(2,524,295)
		111,982,109	(52,412,869)
Earnings/(loss) per ordinary stock unit attributable to stockholders of the Company	31	0.17	(0.12)

Consolidated Statement of Changes in Equity

Year ended 30 June 2025

	Equity Attributable to Stockholders of the Company				Non-Controlling Interest	Total Equity	
	Number of Stock Units	Share Capital	Fair Value Reserves	Accumulated Deficit			Total
		\$	\$	\$	\$	\$	
Balance at 1 July 2023	400,000,000	111,880,297	-	(138,699,712)	(26,819,415)	(13,092,576)	(39,911,991)
<u>Total comprehensive income:</u>							
Net loss	-	-	-	(49,558,835)	(49,558,835)	(2,524,295)	(52,083,130)
<u>Other comprehensive income</u>							
Decrease in fair value of investments classified as fair value through other comprehensive income	-	-	(329,739)	-	(329,739)	-	(329,739)
Transaction with owners:							
Issue of shares	260,400,000	260,400,000	-	-	260,400,000	-	260,400,000
Balance at 30 June 2024	660,400,000	372,280,297	(329,739)	(188,258,547)	183,692,011	(15,616,871)	168,075,140
<u>Total comprehensive income:</u>							
Net profit	-	-	-	110,391,267	110,391,267	2,667,392	113,058,659
<u>Other comprehensive income</u>							
Increase in fair value of investments classified as fair value through other comprehensive income	-	-	882,942	-	882,942	-	882,942
Transfer of cumulative fair value gains upon disposal of investment securities	-	-	(1,517,878)	1,517,878	-	-	-
Loss on disposal of FVOCI equity investments	-	-	-	(1,959,492)	(1,959,492)	-	(1,959,492)
Elimination of NCI on disposal of Bar Central Limited and Muse 360 Integrated Limited	-	-	-	-	-	12,949,479	12,949,479
Balance at 30 June 2025	660,400,000	372,280,297	(964,675)	(78,308,894)	293,006,728	-	293,006,728

Consolidated Statement of Cash Flows

Year ended 30 June 2025

	<u>2025</u>	<u>2024</u>
	\$	\$
CASH RESOURCES WERE PROVIDED BY/(USED IN):		
Operating Activities		
Profit/(loss) before taxation	142,533,872	(45,806,120)
Adjustments for:		
Amortisation and depreciation	496,954	652,719
Due to related party written off	(50,000,000)	-
Foreign exchange gains	(4,038,741)	(1,056,377)
Loss on disposal of property, plant and equipment	838,684	-
Gain on disposal of subsidiaries	(28,311,621)	-
Share of profit from investment in associated company	(79,056)	(262,683)
Interest expense	9,127,841	1,875,011
Interest income	(242,747)	(182,106)
	<u>70,325,186</u>	<u>(44,779,556)</u>
Changes in operating assets and liabilities:		
(Increase)/decrease in receivables	(19,793,803)	19,266,762
Decrease in payables	(25,571,671)	(13,313,996)
Directors' accounts, net	(1,124,675)	(6,269,631)
Cash provided by/(used in) operating activities	<u>23,835,037</u>	<u>(45,096,421)</u>
Taxes paid	(15,249,163)	(4,283,950)
Interest paid	(7,477,841)	(1,875,011)
Interest received	242,747	182,106
Net cash used in operating activities	<u>1,350,780</u>	<u>(51,073,276)</u>
Investing Activities		
Acquisition of subsidiary	-	(406,771,702)
Purchase of property, plant and equipment	(693,335)	(65,000)
Proceed on disposal of investment in securities	20,412,058	-
Net cash provided by/(used in) investing activities	<u>19,718,723</u>	<u>(406,836,702)</u>
Financing Activities		
Proceeds from shares issued	-	260,400,000
Long term loan received	30,000,000	(427,565)
Long term loans repaid	(29,985,628)	-
Related parties, net	(14,628,247)	257,728,764
Net cash (used in)/provided by financing activities	<u>(14,613,875)</u>	<u>517,701,199</u>
Net increase in cash and cash equivalents	6,455,628	59,791,221
Effect of changes in exchange rates on cash and cash equivalents	1,615,496	1,056,377
Cash and cash equivalents at beginning of year	62,982,889	2,135,291
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u><u>71,054,013</u></u>	<u><u>62,982,889</u></u>
Represented by:		
Cash and bank	73,464,870	62,982,889
Bank overdraft	(2,410,857)	-
	<u><u>71,054,013</u></u>	<u><u>62,982,889</u></u>

Company Statement of Financial Position

As at 30 June 2025

	Note	2025	2024
		\$	\$
ASSETS			
Non-current assets			
Property, plant and equipment	6	636,189	507,482
Intangible assets	7	-	-
Investment in subsidiaries	11	500,000,000	500,000,000
Due from related companies	15	14,227,773	50,461,582
		<u>514,863,962</u>	<u>550,969,064</u>
Current assets			
Receivables	16	7,404,132	12,677,378
Taxation recoverable		4,755,175	4,755,175
Cash and short-term deposits	17	4,513,442	595,897
		<u>16,672,749</u>	<u>18,028,450</u>
TOTAL ASSETS		<u>531,536,711</u>	<u>568,997,514</u>
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	18	372,280,297	372,280,297
Accumulated deficit		(116,738,582)	(152,336,007)
		<u>255,541,715</u>	<u>219,944,290</u>
Non-current liabilities			
Due to related companies	15	232,135,070	327,348,338
Long-term loans	20	30,000,000	-
		<u>262,135,070</u>	<u>327,348,338</u>
Current liabilities			
Payables	21	13,859,926	18,344,886
Due to related companies	15	-	3,360,000
		<u>13,859,926</u>	<u>21,704,886</u>
TOTAL EQUITY AND LIABILITIES		<u>531,536,711</u>	<u>568,997,514</u>

Approved for issue by the Board of Directors on 24 October 2025 and signed on its behalf by:



Clide Leopold Nesbeth

Director



Dino Hinds

Director

Company Statement of Comprehensive Income

Year ended 30 June 2025

	Note	<u>2025</u>	<u>2024</u>
		\$	\$
Revenue	24	12,596,912	5,919,800
Other income	25	78,067,500	2,631,650
Operating and administrative expenses	26	<u>(53,423,482)</u>	<u>(51,106,024)</u>
Operating profit/(loss)	27	37,240,930	(42,554,574)
Finance costs, net	29	<u>(1,643,505)</u>	<u>(24,395)</u>
Profit/(loss) before taxation		35,597,425	(42,578,969)
Taxation	30	<u>-</u>	<u>-</u>
Profit/(loss) after taxation, being total comprehensive income/(loss)		<u>35,597,425</u>	<u>(42,578,969)</u>

Company Statement of Changes in Equity

Year ended 30 June 2025

	Number of Stock Units	Share Capital	Accumulated Deficit	Total
		\$	\$	\$
Balance at 1 July 2023	400,000,000	111,880,297	(109,757,038)	2,123,259
Net loss for the year, being total comprehensive loss	-	-	(42,578,969)	(42,578,969)
Transaction with owners:				
Issue of shares	260,400,000	260,400,000	-	260,400,000
Balance at 30 June 2024	660,400,000	372,280,297	(152,336,007)	219,944,290
Net profit for the year, being total comprehensive income	-	-	35,597,425	35,597,425
Balance at 30 June 2025	660,400,000	372,280,297	(116,738,582)	255,541,715

Company Statement of Cash Flows

Year ended 30 June 2025

	<u>2025</u>	<u>2024</u>
	\$	\$
CASH RESOURCES WERE PROVIDED BY/(USED IN):		
Operating Activities		
Profit/(loss) before taxation	35,597,425	(42,578,969)
Adjustments for:		
Amortisation and depreciation	171,728	121,236
Due to related party written off	(50,000,000)	-
Foreign exchange losses	28,234	54,373
Interest expense	1,659,375	4,687
Interest income	(44,104)	(34,665)
	<u>(12,587,342)</u>	<u>(42,433,338)</u>
Changes in operating assets and liabilities:		
Decrease in receivables	5,273,246	18,627,863
(Decrease)/increase in payables	<u>(6,134,960)</u>	<u>3,095,370</u>
Cash used in operating activities	(13,449,056)	(20,710,105)
Taxation paid	-	(823,170)
Interest received	44,104	34,665
Interest paid	<u>(9,375)</u>	<u>(4,687)</u>
Net cash used in operating activities	<u>(13,414,327)</u>	<u>(21,503,297)</u>
Investing Activities		
Purchase of property, plant and equipment	(300,435)	-
Investment in subsidiary company	-	<u>(500,000,000)</u>
Net cash used in investing activities	<u>(300,435)</u>	<u>(500,000,000)</u>
Financing Activity		
Proceeds from shares issued	-	260,400,000
Long-term loan received	30,000,000	-
Related parties, net	<u>(12,339,459)</u>	<u>259,618,276</u>
Net cash provided by financing activity	<u>17,660,541</u>	<u>520,018,276</u>
Net increase/(decrease) in cash and cash equivalents	3,945,779	(1,485,021)
Effect of changes in exchange rates on cash and cash equivalent	(28,234)	(54,373)
Cash and cash equivalents at beginning of year	<u>595,897</u>	<u>2,135,291</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>4,513,442</u>	<u>595,897</u>
Represented by:		
Cash and bank	<u>4,513,442</u>	<u>595,897</u>

Notes to the Financial Statements

30 June 2025

1. Identification and principal activities

MFS Capital Partners Limited (“the Company”), is a limited liability company that was incorporated under the Companies Act of Jamaica on 24 November 2011. The Company is a subsidiary of MFS Acquisition Limited, which is also incorporated and domiciled in Jamaica, and which currently owns 61.4% of the issued shares of the Company. The registered office and principal place of business is located at Suite 2, 14 Canberra Crescent, Kingston 6. The Company has been listed on the Junior Market of the Jamaica Stock Exchange (JSE) since 29 May 2012.

The business model of the group has not changed significantly as it will continue specializing in investing in equity of small to medium sized companies that show great potential for growth and profits.

The Company’s subsidiaries, together with the Company are referred to as “the Group”; the subsidiaries are as follows:

Date of Acquisition	Subsidiaries	Principal Activities	Proportion of issued share capital held by Company
July 2, 2018	Bar Central Limited	Distribution and provision of branding services	Nil (2024:75%)
July 20, 2018	Muse 360 Integrated Limited	Marketing and commercial solutions	Nil (2024:51%)
March 27, 2024	Monolith Financial Services (MFS) Limited	Micro-financing and cambio services	100% (2024:100%)

All of the Company’s subsidiaries are incorporated and domiciled in Jamaica.

In the current year, the company disposed of its 75% stake in Bar Central Limited and its 51% stake in Muse 360 Integrated Limited.

In March 2024 the Group acquired 100% of the shares of Monolith Financial Services (MFS) Limited (formerly Micro-Financing Solutions (MFS) Limited). Monolith Financial Services (MFS) Limited main activities are the buying and selling of foreign currency and the management of loans to micro enterprises operating in Jamaica.

The consolidated financial statements include the financial statements for the Company and its subsidiaries. These financial statements are presented in Jamaican dollars, which is the functional currency.

The group has a 35% (2024: 35%) shareholding in an associated company Capital Solutions Limited; which arose as a direct result of the 100% acquisition of Monolith Financial Services (MFS) Limited (a subsidiary, as noted above), also See Note 9.

2. Basis of preparation

Basis of measurement and statement of compliance

The consolidated financial statements of the group have been prepared in accordance with International Financial Reporting Standards (IFRS), and their interpretations adopted by the International Accounting Standards Board and have been prepared under the historical cost convention, as modified by the valuation of certain items. They are also prepared in accordance with the provisions of the Jamaican Companies Act.

The financial statements comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and the notes.

The preparation of financial statements in compliance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, contingent assets and contingent liabilities at the end of the reporting period and the total comprehensive income during the reporting period. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and underlying assumptions are reviewed on an ongoing basis and any adjustments that may be necessary would be reflected in the year in which actual results are known. The areas involving a higher degree of judgement in complexity or areas where assumptions or estimates are significant to the financial statements are discussed in note 5.

2. Basis of preparation (continued)

Basis of measurement and statement of compliance (continued)

Standards and amendments to published standards effective in the current year that are relevant to the Group's operations

The following standards have been adopted by the Group for the first time which have been issued and are effective for mandatory adoption for the financial year beginning on or after 1 January 2024:

The amendments in Classification of Liabilities as Current or Non-current - Amendments to IAS 1 (effective for annual periods beginning on or after 1 January 2024) affect only the presentation of liabilities in the statement of financial position — not the amount or timing of recognition of any asset, liability, income or expenses, or the information that entities disclose about those items. They:

- clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and align the wording in all affected paragraphs to refer to the "right" to defer settlement by at least twelve months and make explicit that only rights in place "at the end of the reporting period" should affect the classification of a liability;
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and
- make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

Supplier Finance Arrangements (Amendment to IAS 7 and IFRS 7) (effective for annual periods beginning on or after 1 January 2024). These amendments require disclosures to enhance the transparency of supplier finance arrangements and their effects on an entity's liabilities, cash flows and exposure to liquidity risk. The disclosure requirements are the IASB's response to investors' concerns that some companies' supplier finance arrangements are not sufficiently visible, hindering investors' analysis.

Leases on sale and leaseback (Amendments to IFRS 16) (effective for annual periods beginning on or after 1 January 2024). These amendments include requirements for sale and leaseback transactions in IFRS 16 to explain how an entity accounts for a sale and leaseback after the date of the transaction. Sale and leaseback transactions where some or all the lease payments are variable lease payments that do not depend on an index or rate are most likely to be impacted.

The other amendments did not result in any material effect on the group's financial statements.

Notes to the Financial Statements

30 June 2025

2. Basis of preparation (continued)

Basis of measurement and statement of compliance (continued)

Standards and amendments to published standards that are not yet effective and have not been early adopted by the Group

At the date of authorisation of these financial statements, certain new accounting standards, amendments and interpretation to existing standards have been issued which are not yet effective, and which the Group has not early adopted. The Group has assessed the relevance of all such new standards, interpretations and amendments and has determined that the following may be relevant to its operations. Unless stated otherwise, the impact of the changes is still being assessed by management.

Lack of Exchangeability Amendments to IAS 21 (effective for annual periods beginning on or after 1 January 2025). An entity is impacted by the amendments when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose. A currency is exchangeable when there is an ability to obtain the other currency (with a normal administrative delay), and the transaction would take place through a market or exchange mechanism that creates enforceable rights and obligations.

Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9, and IFRS 7) effective for annual periods beginning on or after 1 January 2026 clarify that financial assets and financial liabilities are recognized and derecognized at settlement date except for regular way purchases or sales of financial assets and financial liabilities meeting conditions for new exception. The new exception permits companies to elect to derecognize certain financial liabilities settled via electronic payment systems earlier than the settlement date.

IFRS 18 Summary for Financial Statements replaces IAS 1 effective for annual periods beginning on or after 1 January 2027 enhances transparency and comparability in financial reporting by introducing new requirements to include: new categories and subtotals in the statement of profit or loss, disclosure of management-defined performance measures (MPMs) and enhanced requirements for grouping information.

IFRS 19, Subsidiaries without Public Accountability: Disclosures effective for annual periods beginning on or after 1 January 2027, IFRS 19 introduces a simplified disclosure framework for subsidiaries without public accountability that prepare financial statements in compliance with IFRS Standards. This standard aims to reduce disclosure requirements while maintaining the relevance and reliability of financial reporting.

There are no other standards, interpretations or amendments to existing standards that are not yet effective that would be expected to have a material impact on the operations of the Group.

3. Material accounting policies

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 30 June 2025. A subsidiary is an entity controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee, if and only if, the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Where necessary, adjustments are made to the financial statements of the subsidiaries to bring its accounting policy in line with the Group's accounting policy. All intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated in full on consolidation.

Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions, that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Notes to the Financial Statements

30 June 2025

3. Material accounting policies (continued)**(b) Going concern**

The preparation of the financial statements in accordance with IFRS assumes that the Group and the Company will continue in business for the foreseeable future. This means, in part, that the statement of financial position and the statement of comprehensive income assume no intention or necessity to liquidate or curtail the scale of operations. This is commonly referred to as the going concern basis.

Management has assessed that the Company and Group have the ability to continue as a going concern and has prepared the financial statements on the going concern basis.

The basis of preparation presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Committee that makes strategic decisions.

(d) Property, plant and equipment**(i) Owned assets:**

Items of plant and equipment are stated at cost or deemed cost less accumulated depreciation and impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labour and related costs to put the asset into service.

The cost of replacing part of an item of plant and equipment is recognized in the carrying amount of an item if it is probable that the future economic benefits embodied within the part will flow to the business and its cost can be measured reliably. The costs of day-to-day servicing of plant and equipment are recognized in profit or loss as incurred.

3. Material accounting policies (continued)

(d) Property, plant and equipment (continued)

(ii) Depreciation

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see below). Depreciation is calculated on a straight-line basis at rates to write off the carrying value of the assets over their period of expected useful lives. The annual depreciation rates are as follows:

Computer equipment	25%
Furniture and fixtures	10%
Leasehold improvements	10%
Motor vehicles	20%
Office equipment	10%

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are included in the statement of comprehensive income.

Repairs and maintenances are charged to the statement of comprehensive income during the financial period in which they are incurred.

(e) Investment property

Investment properties, which are not occupied by the company, are treated as long-term investments and carried at fair value, representing open market value determined annually. The open market values are determined every three years by external valuers and by the directors in the intervening years. Changes in fair values are recorded in the statement of comprehensive income.

(f) Investment in associate

The investment in associate is accounted for using the equity method. Goodwill arising on acquisition is included within the carrying amount of the investment and is not recognised separately. The entire carrying amount of the investment is assessed annually for indicators of impairment in accordance with IAS 36.

Notes to the Financial Statements

30 June 2025

3. Material accounting policies (continued)**(g) Financial instruments****Classification**

The Group and Company classify its financial assets in the following measurement categories:

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

The classification depends on the group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in OCI or in profit or loss. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

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

Recognition and derecognition

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

Measurement

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

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

3. Material accounting policies (continued)

(g) Financial instruments (continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's and Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group and Company classify its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.
- **FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss.
- **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Impairment

The Group and Company assess on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Notes to the Financial Statements

30 June 2025

3. Material accounting policies (continued)

(h) Intangible assets

(i) Computer software

Items of intangible assets represent purchased computer software not integral to computer hardware, with finite useful lives that are acquired separately and are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful life of three years.

(ii) Goodwill

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

An excess of the identifiable net assets acquired over the acquisition cost is treated as negative goodwill. Negative goodwill related to expected post-acquisition losses is taken to profit or loss during the period the future losses are recognised. Negative goodwill which does not relate to expected future losses is recognised as income immediately.

For the purposes of impairment testing, goodwill acquired in the acquisition of subsidiary is assigned to cash generating units that is expected to benefit from the synergies of the acquisition.

(i) Impairment of non-financial assets

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

3. Material accounting policies (continued)

(j) Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less loss allowance. For trade receivables impairment provisions, the Group and Company apply the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables. To measure expected credit losses on a collective basis, trade receivables are grouped based on similar credit risk and ageing.

Under the simplified approach within IFRS 9, the impairment provision is assessed using a provision matrix in the determination of the lifetime expected credit losses. During this process the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within operating profit in the consolidated and stand-alone statement of comprehensive income. On confirmation that the trade receivables will not be collectable, the gross carrying value of the asset is written off against the associated provision.

(k) Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at cost. For the purposes of the cash flow statement, cash and cash equivalents comprise cash at bank and in hand, short term deposits and bank overdraft.

(l) Share capital

Ordinary shares are classified as equity. Mandatorily redeemable preference shares are classified as liabilities.

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

(m) Interest bearing loans and borrowings

Borrowings are stated initially at cost, being the fair value of the consideration received, net of issue costs associated with the borrowings. Borrowings are subsequently stated at amortised cost using the effective yield method. Any difference between proceeds and the redemption value is recognized in the statement of comprehensive income over the period of the borrowings.

Notes to the Financial Statements

30 June 2025

3. Material accounting policies (continued)**(n) Payables**

Payables, including provisions, are stated at their nominal value. A provision is recognised in the statement of financial position when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a rate that reflects current market assessments of the time value of money, and where appropriate, the risks specific to the liability.

(o) Fair value of financial instruments

A financial instrument is any contract that gives rise to both a financial asset of one enterprise and a financial liability or equity instrument of another enterprise. Financial assets carried on the statement of financial position include cash and cash equivalents, due from related parties, directors' accounts, investment securities and receivables. Financial liabilities consist of payables, long term loans, directors' accounts, short term loans and due to related parties.

Generally financial instruments are recognized on the statement of financial position when the Group becomes a party to the contractual provisions of the instruments. The particular recognition methods adopted are disclosed in the respective accounting policies associated with each item.

The fair values of the financial instruments are discussed in Note 4(d).

(p) Related party transactions

Related parties:

A party is related to the Group, if:

- (i) directly, or indirectly through one or more intermediaries, the party controls, is controlled by, or is under common control with, the Group (this includes parents, subsidiaries and fellow subsidiaries); has an interest in the Group that gives it significant influence over the Group; or has joint control over the Group;
- (ii) the party is an associate of the Group;
- (iii) the party is a joint venture in which the Group is a venturer;
- (iv) the party is a member of the key management personnel of the Group or its parent;
- (v) the party is a close member of the family of any individual referred to in (i) or (iv);
- (vi) the party is the entity that is controlled, jointly controlled or significantly influenced by, or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v); or
- (vii) the party is a post-employment benefit plan for the benefit of employees of the Group, or of any Company that is a related party of the Group.

A related party transaction is a transfer of resources, services or obligations between related parties, regardless of whether a price is charged.

3. Material accounting policies (continued)

(q) Revenue recognition

Revenue comprises the fair value of the consideration received or receivable of goods and customer acceptance or performance of service. Revenue is shown net of General Consumption Tax, returns, rebates and discounts. Revenue is recognized as follows:

i) Sales of goods

Sales of goods are recognized upon the delivery of goods and acceptance or performance of services.

ii) Interest income

Interest income is recognized in the statement of comprehensive income for all interest-bearing instruments on an accrual basis using the effective yield method based on the actual purchase price.

(r) Taxation

Taxation on the profit or loss for the year comprises current and deferred tax. Current and deferred taxes are recognized as income tax expense or benefit in the statement of comprehensive income except, where they relate to items recorded in shareholders' equity, they are also charged or credited to shareholders' equity.

(i) Current taxation

Current tax is the expected taxation payable on the taxable income for the year, using tax rates enacted at the statement of financial position date, and any adjustment to tax payable and tax losses in respect of previous years.

(ii) Deferred income taxes

Deferred tax liabilities are recognized for temporary differences between the carrying amounts of assets and liabilities and their amounts as measured for tax purposes, which will result in taxable amounts in future periods. Deferred tax assets are recognized for temporary differences which will result in deductible amounts in future periods, but only to the extent it is probable that sufficient taxable profits will be available against which these differences can be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the asset will be realized or the liability will be settled based on enacted rates.

Current and deferred tax assets and liabilities are offset when the legal right of offset exists.

Notes to the Financial Statements

30 June 2025

3. Material accounting policies (continued)**(s) Foreign currency translation**

Foreign currency transactions are accounted for at the exchange rate prevailing at the dates of the transactions. Monetary assets and liabilities that are denominated in foreign currencies are translated into Jamaican dollars at the exchange rate prevailing at the statement of financial position date; that is, in the case of each currency, the Bank of Jamaica weighted average buying and selling rates at that date. Gains or losses arising from fluctuations in the exchange rates are reflected in the statement of comprehensive income.

4. Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

The Group's risk management policies are designed to identify and analyse these risks, to set appropriate risk limits and controls, and to monitor the risks and adherence to limits by means of reliable and up-to-date information systems. The Group regularly reviews its risk management policies and systems to reflect changes in markets, products and emerging best practice.

The Board of Directors is ultimately responsible for the establishment and oversight of the Group's risk management framework. The Board provides written principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk and investment of excess liquidity.

(a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, as well as outstanding receivables from credit sales.

Risk management

Management has established a credit policy under which each new customer is analysed individually for credit worthiness before the Group's standard payment and delivery terms and conditions are offered.

If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, management assesses the credit quality of the customer, considering its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the board. The compliance with credit limits by customers is regularly monitored by management.

Notes to the Financial Statements

30 June 2025

4. Financial risk management (continued)

(a) Credit risk (continued)

Risk management (continued)

Management determines concentrations of credit risk by monitoring the credit-worthiness rating of existing customers and through a monthly review of the trade receivables ageing analysis. In monitoring the customers' credit risk, customers are grouped according to their credit characteristics. Customers that are graded as "high risk" are placed on a restricted customer list, and future credit sales are made only with approval.

Security

The Group does not hold any collateral as security.

Impairment of financial assets

The Group has two types of financial assets that are subject to the expected credit loss model:

- trade receivables
- other receivables

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

Trade receivables

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure expected credit losses on a collective basis, trade receivables are grouped based on similar credit risk and ageing.

The expected loss rates are based on the payment profiles of sales over a period of 36 months before 30 June 2025 or 30 June 2024 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group and Company have identified the GDP, inflation and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

Notes to the Financial Statements

30 June 2025

4. Financial risk management (continued)

(a) Credit risk (continued)

On that basis, the loss allowance as at 30 June 2025 and 30 June 2024 was determined as follows for trade receivables:

The Group:

30 June 2025	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	Total
	\$	\$	\$	\$	\$
Expected loss rate	0%	0%	0%	0%	0%
Gross carrying amount – trade receivables	1,592,681	1,740,000	6,188,801	7,523,000	17,044,482
Loss allowance	-	-	-	-	-

30 June 2024	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	Total
	\$	\$	\$	\$	\$
Expected loss rate	0%	0%	0%	100%	32%
Gross carrying amount – trade receivables	3,246,203	940,980	3,433,506	3,542,726	11,163,415
Loss allowance	-	-	-	3,542,726	3,542,726

The closing loss allowances for trade receivables as at 30 June 2025 and 30 June 2024 reconcile to the opening loss allowances as follows:

	The Group	
	Trade receivables	Trade receivables
	2025	2024
	\$	\$
Balance at beginning	3,542,726	3,542,726
Write-off of receivables against ECL provision during the year	(3,542,726)	-
Balance at end of year	-	3,542,726

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

Notes to the Financial Statements

30 June 2025

4. Financial risk management (continued)

(a) Credit risk (continued)

Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

As at 30 June 2025 trade receivables had lifetime expected credit losses of \$nil (2024: \$3,542,726).

Other receivables

The loss allowances for other receivables as at 30 June 2025 and 30 June 2024 were determined as follows:

The Group:

	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	Total
	\$	\$	\$	\$	\$
30 June 2025					
Expected loss rate	0%	0%	0%	0%	0%
Gross carrying amount – other receivables	2,648,427	174,000	8,600,000	14,081,507	25,503,934
Loss allowance	-	-	-	-	-
30 June 2024					
Expected loss rate	0%	0%	0%	0%	0%
Gross carrying amount – other receivables	5,177,378	2,456,546	-	7,500,000	15,133,924
Loss allowance	-	-	-	-	-

Notes to the Financial Statements

30 June 2025

4. Financial risk management (continued)

(a) Credit risk (continued)

The Company:

30 June 2025	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	Total
	\$	\$	\$	\$	\$
Expected loss rate	0%	0%	0%	0%	0%
Gross carrying amount – other receivables	1,055,746	-	125,000	6,223,386	7,404,132
Loss allowance	-	-	-	-	-

30 June 2024	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	Total
	\$	\$	\$	\$	\$
Expected loss rate	0%	0%	0%	0%	0%
Gross carrying amount – other receivables	5,177,378	-	-	7,500,000	12,677,378
Loss allowance	-	-	-	-	-

Notes to the Financial Statements

30 June 2025

4. Financial risk management (continued)

(a) Credit risk (continued)

The closing loss allowances for other receivables as at 30 June 2025 and 30 June 2024 reconcile to the opening loss allowances as follows:

	The Group	
	Other receivables	Other receivables
	2025	2024
	\$	\$
Opening loss allowance as at 1 July	-	22,173,644
Write-off of receivables against ECL provision during the year	-	(22,173,644)
Closing balance at end of year	-	-

As at 30 June 2025 other receivables had lifetime expected credit losses of \$ Nil (2024: \$ Nil).

The closing loss allowances for trade and other receivables as at 30 June 2025 and 30 June 2024 are as follows:

	The Group		The Company	
	2025	2024	2025	2024
	\$	\$	\$	\$
Closing balance at end of year				
Trade receivables	-	3,542,726	-	-
Other receivables	-	-	-	-
Total loss allowances on financial assets	-	3,542,726	-	-

Notes to the Financial Statements

30 June 2025

4. Financial risk management (continued)

(b) Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its payment obligations associated with its financial liabilities when they fall due. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions at, or close to, its fair value.

Liquidity risk management process

The Group's liquidity management process includes:

- (i) Monitoring future cash flows and liquidity on a daily basis;
- (ii) Maintaining marketable and diverse assets that can easily be liquidated as protection against any unforeseen interruption to cash flow;
- (iii) Maintaining a committed line of credit;
- (iv) Optimising cash returns on investment.

Undiscounted cash flows of financial liabilities

The maturity profile of the Group's financial liabilities at year end on contractual undiscounted payments was as follows:

The Group:

	1 to 3 months	3 to 12 months	1 to 5 Years 2025	Contractual cashflows	Carrying amount
	\$	\$	\$	\$	\$
Long term loans	11,013,335	33,040,005	39,150,000	83,203,340	66,531,219
Payables	95,812,624	-	-	95,812,624	95,812,624
Due to related companies	-	-	282,013,202	282,013,202	282,013,202
Bank overdraft	2,410,857	-	-	2,410,857	2,410,857
	<u>109,236,816</u>	<u>33,040,005</u>	<u>321,163,202</u>	<u>463,440,023</u>	<u>446,767,902</u>
	2024				
Long term loans	32,820,019	31,496,818	12,871,250	77,188,087	66,516,847
Payables	162,842,330	-	-	162,842,330	162,842,330
Directors' account	1,124,675	-	-	1,124,675	1,124,675
Due to related companies	-	-	373,575,961	373,575,961	373,575,961
	<u>196,787,024</u>	<u>31,496,818</u>	<u>386,447,211</u>	<u>614,731,053</u>	<u>604,059,813</u>

Assets available to meet all of the liabilities and to cover financial liabilities include cash at bank and in hand and guarantee from the ultimate parent Company.

Notes to the Financial Statements

30 June 2025

4. Financial risk management (continued)

(b) Liquidity risk (continued)

Undiscounted cash flows of financial liabilities (continued)

The maturity profile of the Company's financial liabilities at year end on contractual undiscounted payments was as follows:

The Company:

	1 to 3 months	3 to 12 months	1 to 5 Years	Contractual cashflows	Carrying amount
			2025		
	\$	\$	\$	\$	\$
Long-term loans	675,000	2,025,000	39,150,000	41,850,000	30,000,000
Payables	13,859,926	-	-	13,859,926	13,859,926
Due to related companies	-	-	232,135,070	232,135,070	232,135,070
	14,534,926	2,025,000	271,285,070	287,844,996	275,994,996
			2024		
	\$	\$	\$	\$	\$
Payables	18,344,886	-	-	18,344,886	18,344,886
Due to related companies	-	3,360,000	327,348,338	330,708,338	330,708,338
	18,344,886	3,360,000	327,348,338	349,053,224	349,053,224

Assets available to meet all of the liabilities and to cover financial liabilities include cash at bank and in hand and guarantee from the ultimate parent Company.

(c) Market risk

The Group takes on exposure to market risks, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks mainly arise from changes in interest rates (see 4(c)(ii)) and foreign currency exchange rates (see 4(c)(i)). The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. Market risk exposures are measured using sensitivity analysis. There has been no significant change in exposure to market risks or the manner in which the Group manages and measures the risk.

4. Financial risk management (continued)

(c) Market risk (continued)

(i) Currency risk

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is exposed to foreign exchange risk arising from currency exposure primarily with respect to the US dollar. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities.

The Group is primarily exposed to such risks arising from foreign currency translation in relation to cash at bank and in hand and payables.

The statement of financial position at 30 June 2025 includes net foreign liabilities of approximately \$5,524,036 (2024: \$3,852,249) for the Group and net foreign assets of \$1,918 (2024: \$7,788) for the Company, in respect of transactions arising in the ordinary course of business.

The following tables indicate the currency to which the Group and the Company had significant exposure on its monetary assets and its forecast cash flows. The change in currency rate below represents management's assessment of the possible change in the foreign exchange rate. The sensitivity analysis represents outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for changes in foreign currency rates as indicated in the table below. The sensitivity of the surplus was as a result of foreign exchange gains/losses on translation of US dollar denominated financial instruments. The correlation of variables will have a significant effect in determining the ultimate impact on market risk, but to demonstrate the impact due to changes in each variable; variables had to be on an individual basis. It should be noted that movements in these variables are non-linear.

	2025	2025	2024	2024
	\$	\$	\$	\$
	Effect on Profit and loss and equity			
	Revaluation	Devaluation	Revaluation	Devaluation
	1%	4%	1%	4%
The Group				
Currency:				
JMD	55,240	(220,961)	38,522	(154,090)
The Company				
Currency:				
JMD	(19)	77	(78)	312

Notes to the Financial Statements

30 June 2025

4. Financial risk management (continued)

(c) Market risk (continued)

(ii) Interest rate risk

Interest rate risk is the risk that the value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Floating rate instruments expose the Group to cash flow interest risk, whereas fixed interest rate instruments expose the Group to fair value interest risk.

The Group's interest rate risk mainly arises from cash and cash equivalents and long-term loans. This risk is managed by analysing the economic environment and obtaining fixed rate loans when interest rates are expected to rise and floating rate loans when interest rates are expected to fall. It also manages the maturities of interest-bearing financial assets and interest-bearing financial liabilities. At 30 June 2025, the Group had no significant exposure to variable rate interest rate risk.

(iii) Equity price risk

The table below summarizes the sensitivity of the Group's net income to equity price movement as at 30 June 2025. The analysis is based on the assumption of a 2.5% increase or 2.5% decrease, respectively, (2024: 6%, 3%) in equity prices, with all other variables held constant.

	Effects on Net Surplus 2025	Effects on Net Surplus 2024
	\$	\$
2.5% increase (2024: 6%)	51,726	1,413,459
2.5% decrease (2024: 3%)	(51,726)	(706,730)

4. Financial risk management (continued)

(d) Fair value estimates

Fair value is the amount for which an asset could be exchanged, or liability settled, between knowledgeable, willing parties in an arm's length transaction. Market price is used to determine fair value where an active market (such as a recognized stock exchange) exists as it is the best evidence of the fair value of a financial instrument.

Financial instruments that are measured in the statement of financial position at fair value are classified by level in one of the following fair value measurement hierarchy:

- Level 1 includes those instruments which are measured based on quoted prices in active markets for identical assets or liabilities.
- Level 2 includes those instruments which are measured using inputs other than quoted prices within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- Level 3 includes those instruments which are measured using valuation techniques that include inputs for the instrument that are not based on observable market data (unobservable inputs).

The amounts included in the financial statements for cash and cash equivalents, receivables, due from related companies, directors' accounts and payables reflect their approximate fair values because of the short-term maturity of these instruments. The fair value for borrowings is assumed to approximate carrying value as the contractual cash flows are at current market interest rates that are available to the group for similar financial instruments. The fair value of amounts due to related companies could not be reasonably assessed as there are no set repayment terms.

Notes to the Financial Statements

30 June 2025

4. Financial risk management (continued)

(d) Fair value estimates (continued)

The fair values of investment securities are classified as level 1 and investment property is classified as level 2, as per the table below:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	\$	\$	\$	\$
	2025			
Quoted equities	2,069,043	-	-	2,069,043
Investment property	-	-	405,000,000	405,000,000
	<u>2,069,043</u>	<u>-</u>	<u>405,000,000</u>	<u>407,069,043</u>
	2024			
Quoted equities	23,557,650	-	-	23,557,650
Investment property	-	-	405,000,000	405,000,000
	<u>23,557,650</u>	<u>-</u>	<u>405,000,000</u>	<u>428,557,650</u>

5. Critical accounting estimates and judgments in applying accounting policies

The Group and Company make estimates, assumptions and judgements that affect the reported amounts of, and disclosures relating to, assets, liabilities, income and expenses reported in these financial statements. Amounts and disclosures based on these estimates assumptions and judgements may be different from actual outcomes, and these differences may be reported in the financial statements of the next financial year. Estimates and judgements are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances, and are continually evaluated.

(i) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group and Company use judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's and Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in the Credit risk note.

(ii) Income taxes

Estimates and judgements are required in determining the provision for income taxes. The tax liability or asset arising from certain transactions or events may be uncertain in the ordinary course of business. In cases of such uncertainty, the Group and Company recognise liabilities for possible additional taxes based on its judgement. Where, on the basis of a subsequent determination, the final tax outcome in relation to such matters is different from the amount that was initially recognised, the difference will impact the current and deferred income tax provisions in the period in which such determination is made.

(iii) Depreciable assets

Estimates of the useful life and the residual value of property, plant and equipment are required in order to apply an adequate rate of transferring the economic benefits embodied in these assets in the relevant periods. The Group and Company apply a variety of methods in an effort to arrive at these estimates from which actual results may vary. Actual variations in estimated useful lives and residual values are reflected in profit or loss through impairment or adjusted depreciation provisions.

(iv) Recognition and measurement of intangible assets

The recognition and measurement of intangible assets, other than goodwill, in the acquisition of subsidiary, involve the utilization of valuation techniques. These intangibles may be market related, consumer related, contract based or technology based. For significant amounts of intangibles arising from the acquisition of subsidiary, the Group and Company have utilized independent professional advisors to assist management in determining the recognition and measurement of these assets.

Notes to the Financial Statements

30 June 2025

5. Critical accounting estimates and judgments in applying accounting policies (continued)**(iv) Recognition and measurement of intangible assets (continued)**

The Group test annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 3(h). The assessment of goodwill impairment involves the determination of the value in use. Determination of value in use involves the estimation of future cash flows from the business taking into consideration the growth rates, inflation rates and the discount rate. Any changes in these variables would impact the value in use calculations.

(v) Valuation of financial instruments

Fair values of financial assets and financial liabilities that are traded in active markets are based on quoted market prices or dealer price quotations. For all other financial instruments, the Group and Company determine fair values using valuation techniques. Valuation techniques include net present value and discounted cash flow models, comparison to similar instruments for which market observable prices exist and other valuation models. Assumptions and inputs used in valuation techniques include risk-free and benchmark interest rates, credit spreads and other premium used in estimating discount rates.

Considerable judgment is required in interpreting market data to arrive at estimates of fair values. Consequently, the estimates arrived at may be significantly different from the actual price of the instrument in an arm's length transaction.

Notes to the Financial Statements

30 June 2025

6. Property, plant and equipment

The Group:

	Leasehold Improvements	Computer Equipment	Furniture & Fixtures	Office Equipment	Motor Vehicles	Total
	\$	\$	\$	\$	\$	\$
Cost -						
1 July 2023	78,000	2,940,609	1,446,580	638,786	1,023,852	6,127,827
Additions	-	65,000	-	-	-	65,000
Acquisition of subsidiary (Note 12)	-	153,793	964,276	261,822	-	1,379,891
30 June 2024	78,000	3,159,402	2,410,856	900,608	1,023,852	7,572,718
Additions	-	518,755	-	174,580	-	693,335
Disposals	-	(2,683,311)	(1,446,580)	-	(1,023,852)	(5,153,743)
30 June 2025	78,000	994,846	964,276	1,075,188	-	3,112,310
Depreciation -						
1 July 2023	31,201	2,585,872	463,238	197,977	1,023,852	4,302,140
Charge for the year	7,800	328,118	144,658	172,143	-	652,719
30 June 2024	39,001	2,913,990	607,896	370,120	1,023,852	4,954,859
Charge for the year	7,800	155,883	96,428	236,843	-	496,954
Relieved on disposals	-	(2,683,311)	(607,896)	-	(1,023,852)	(4,315,059)
30 June 2025	46,801	386,562	96,428	606,963	-	1,136,754
Net book value -						
30 June 2025	31,199	608,284	867,848	468,225	-	1,975,556
30 June 2024	38,999	245,412	1,802,960	530,488	-	2,617,859

Notes to the Financial Statements

30 June 2025

6. Property, plant and equipment (continued)

The Company:

	Leasehold Improvements	Computer Equipment	Office Equipment	Total
	\$	\$	\$	\$
Cost -				
1 July 2023	78,000	257,294	638,785	974,079
Additions	-	-	-	-
30 June 2024	78,000	257,294	638,785	974,079
Additions	-	250,755	49,680	300,435
30 June 2025	78,000	508,049	688,465	1,274,514
Depreciation -				
1 July 2023	31,201	116,183	197,977	345,361
Charge for the year	7,800	47,830	65,606	121,236
30 June 2024	39,001	164,013	263,583	466,597
Charge for the year	7,800	97,045	66,883	171,728
30 June 2025	46,801	261,058	330,466	638,325
Net book value -				
30 June 2025	31,199	246,991	357,999	636,189
30 June 2024	38,999	93,281	375,202	507,482

Notes to the Financial Statements

30 June 2025

7. Intangible assets

The Group and Company:

	Computer Software	Total
	\$	\$
Cost -		
1 July 2023	2,404,184	2,404,184
Additions	-	-
30 June 2024 and 2025	<u>2,404,184</u>	<u>2,404,184</u>
Amortisation -		
1 July 2023	2,404,184	2,404,184
Charge for the year	-	-
30 June 2024 and 2025	<u>2,404,184</u>	<u>2,404,184</u>
Net book value -		
30 June 2025	<u>-</u>	<u>-</u>
30 June 2024	<u>-</u>	<u>-</u>

Notes to the Financial Statements

30 June 2025

8. Investment property

	The Group	
	2025	2024
	\$	\$
At beginning of year	405,000,000	-
Acquisition of subsidiary (Note 12)	-	405,000,000
Balance at the end of the year	<u>405,000,000</u>	<u>405,000,000</u>

The property was valued at current market value as at 23 October 2023, by V.B. Williams Realty Company Limited, qualified Property Appraisers and Auctioneers. The method used to determine the revaluation surplus is the market based approach.

As described in Note 3(e), the group's accounting policy requires that the value of investment properties be determined every three years by external valuers and by the directors in the intervening years. As noted above, the last external valuation was carried out two (2) years ago. The directors have determined that there has been no material change in the value of the investment property during the past two (2) years.

Valuation techniques	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
<i>Market based approach:</i> The approach is based on the principle of substitution whereby the purchaser with perfect knowledge of the property that the cost of acquiring an existing comparable property, assuming no cost delay in making the substitution.	<ul style="list-style-type: none"> • Details of the sales of comparable properties. • Conditions influencing the sale of the comparable properties. • Comparability adjustment 	The estimated fair value would increase/(decrease) if: <ul style="list-style-type: none"> • Sale values of comparable properties were higher/(lower) • Comparability adjustments were higher/(lower).
The approach requires comparison of the subject property with others of similar design and utility, inter alia, which were sold in the recent past. However, as no two properties are exactly alike, adjustment is made for the difference between the property subject to valuation and comparable properties.		

Notes to the Financial Statements

30 June 2025

9. Investment in associate

	The Group	
	2025	2024
	\$	\$
Balance at beginning of year	61,043,861	-
Acquisition of subsidiary (Note 12)	-	60,781,178
Share of results of associate	79,056	262,683
Balance at end of year	<u>61,122,917</u>	<u>61,043,861</u>

On 21 September 2022, the Company acquired a 35% interest in Capital Solutions Limited for a cash consideration of \$65,272,163. At the acquisition date, the Company's share of the fair value of Capital Solution Limited's identifiable net assets amounted to \$24,140,410. The excess of the consideration over the Group's share of the net fair value of the identifiable assets of the associate, amounting to \$41,131,753 has been recognised as goodwill.

The assets, liabilities, revenue and results of the associate for the 12 months period ended 30 April 2025 are summarized as follows:-

	The Group	
	2025	2024
	\$	\$
Current assets	74,178,425	56,925,504
Non-current assets	16,894,122	49,148,681
Current liabilities	(21,816,350)	(39,465,241)
Non-current liabilities	<u>(953,600)</u>	<u>(3,109,715)</u>
Net assets	<u>68,302,597</u>	<u>63,499,229</u>
Revenue	<u>26,630,063</u>	<u>19,757,355</u>
Net profit/(loss)	<u>4,803,368</u>	<u>(5,428,388)</u>

See Note 1 for details of, and shareholding in associated company.

At the reporting date, the Group evaluated whether any indicators of impairment existed in relation to its investment in Capital Solutions Limited, consistent with the requirements of IAS 36 – Impairment of Assets.

Based on observable financial performance trends of the associate and discounted cash flow projections no impairment indicators were identified, and therefore no impairment loss has been recognised during the year.

Notes to the Financial Statements

30 June 2025

10. Investment securities

	The Group	
	<u>2025</u>	<u>2024</u>
	\$	\$
Investment securities at fair value through other comprehensive income -		
Jamaican quoted shares	<u>2,069,043</u>	<u>23,557,650</u>
Balance at beginning of year	23,557,650	-
Acquisition of subsidiary (Note 12)	-	19,828,392
Additions	-	4,414,476
Disposals	(22,371,549)	(355,479)
Unrealised gains/(losses) on securities	<u>882,942</u>	<u>(329,739)</u>
Balance at end of year	<u>2,069,043</u>	<u>23,557,650</u>

In 2024, investment securities included 242,000 shares held in Barita Investments Limited valued at \$18,116,120 that were pledged as collateral against a loan facility with Barita Investments Limited (Note 20). The loan was repaid during the year.

Notes to the Financial Statements

30 June 2025

11. Investments in subsidiaries

	<u>The Company</u>	
	<u>2025</u>	<u>2024</u>
	\$	\$
Investments at cost at beginning of year:		
Muse 360 Integrated Limited	(a) -	26,368,577
Bar Central Limited	(b) -	5,997,000
Monolith Financial Services (MFS) Limited	(c) <u>500,000,000</u>	<u>-</u>
	<u>500,000,000</u>	<u>32,365,577</u>
Additions during the year:		
Monolith Financial Services (MFS) Limited	(c) <u>-</u>	<u>500,000,000</u>
	<u>-</u>	<u>500,000,000</u>
Investments at cost at end of year:	500,000,000	532,365,577
Less: Impairment of investment in subsidiaries	<u>-</u>	<u>(32,365,577)</u>
	<u>500,000,000</u>	<u>500,000,000</u>

- (a) The company disposed of its 51% shareholding in Muse 360 Integrated Limited (MUSE) in the current year. See Note #13 (Disposal of subsidiaries). The 51% shareholding was originally purchased on 20 July 2018. The principal activities of Muse 360 Integrated Limited were the marketing and commercial solutions.
- (b) The company disposed of its 75% shareholding in Bar Central Limited in the current year. See Note #13 (Disposal of subsidiaries). The 75% shareholding was originally purchased on 2 July 2018. The principal activities of Bar Central Limited were the distribution and the provision of branding services.
- (c) Effective 27 March 2024, the company acquired 100% of the issued share capital of Monolith Financial Services (MFS) Limited. The principal activities of Monolith Financial Services (MFS) Limited are the buying and selling of foreign currency and the management of loans to micro enterprises operating in Jamaica.

As at 30 June 2025, the investment in Monolith Financial Services (MFS) Limited along with the goodwill arising on acquisition were tested for impairment. After review, analysis and assessment, management is of the opinion, that there is no impairment of the investment, as the recoverable amount is higher than the carrying amount.

Notes to the Financial Statements

30 June 2025

12. Goodwill

The Group:

	Muse 360 Integrated Limited	Bar Central Limited	Monolith Financial Services (MFS) Limited	Total
	\$	\$	\$	\$
Goodwill:				
Balance as at 1 July 2022 and 30 June 2023 (Note 13)	24,106,398	29,706,259	-	53,812,657
Addition – Business acquisition	-	-	66,978,349	66,978,349
	<u>24,106,398</u>	<u>29,706,259</u>	<u>66,978,349</u>	<u>120,791,006</u>
Less: Impairment provision as at 1 July 2022, June 30, 2023 and June 30, 2024 (Note 13)	(24,106,398)	(29,706,259)	-	(53,812,657)
Closing balance as at 30 June 2025	<u>-</u>	<u>-</u>	<u>66,978,349</u>	<u>66,978,349</u>

The carrying value of the goodwill arising on the acquisition of Monolith Financial Services (MFS) Limited was tested for impairment on 30 June 2025 as outlined in Note 11.

In the previous year (ended June 30, 2024) the company acquired a subsidiary with voting shares as follows:

<u>Date of Acquisition</u>	<u>Subsidiary</u>	<u>Principal activities</u>	<u>Portion of issued share capital held by company</u>
March 27, 2024	Monolith Financial Services (MFS) Limited	Cambio services, bill remittances and private credit	100%

Notes to the Financial Statements

30 June 2025

12. Goodwill (continued)

The fair value of the identifiable assets and liabilities of the subsidiary as at the date of acquisition were:

	<u>Total</u>
	\$
Non-current assets	
Property, plant and equipment	1,379,891
Investment property	405,000,000
Investment in associate	60,781,178
Investment securities	19,828,392
Due from related companies	108,640,302
Deferred income tax assets	58,713
	<u>595,688,476</u>
Current assets	
Receivables	10,716,134
Due from related companies	11,910,761
Cash at bank and in hand	93,228,298
	<u>115,855,193</u>
Non-current liabilities	
Long-term loans	65,831,220
Due to related companies	43,118,875
	<u>108,950,095</u>
Current liabilities	
Payables	120,061,202
Directors' account	6,697,196
Taxation payable	42,813,525
	<u>169,571,923</u>
Fair value on net assets acquired	<u><u>433,021,651</u></u>

Notes to the Financial Statements

30 June 2025

12. Goodwill (continued)

Goodwill at acquisition:

	<u>Total</u>
	\$
Purchase consideration	500,000,000
Less: Fair value of net assets acquired	<u>(433,021,651)</u>
Goodwill arising on the acquisition of subsidiary	<u>66,978,349</u>

Cash flow on acquisition:

	<u>\$</u>
Total consideration	500,000,000
Less: cash, net transferred from subsidiary on acquisition	
Cash at bank and in hand	<u>(93,228,298)</u>
	<u>406,771,702</u>

Notes to the Financial Statements

30 June 2025

13. Disposal of Subsidiaries

The company entered into an agreement to dispose of its 75% shareholding in Bar Central Limited and its 51% shareholding in Muse 360 Integrated Limited, with no cash consideration.

(a) Analysis of assets and liabilities disposed of:

	<u>Bar Central Limited</u>	<u>Muse 360 Integrated Limited</u>	<u>Total</u>
	\$	\$	\$
Cash and cash equivalents	-	-	-
Assets	-	-	-
Other liabilities	(21,968,702)	(19,292,398)	(41,261,100)
	<u>(21,968,702)</u>	<u>(19,292,398)</u>	<u>(41,261,100)</u>
	75%	51%	
MFS Capital Partners Limited - 75%/51% Shareholdings	<u>(16,476,527)</u>	<u>(9,839,123)</u>	

(b) Gain on disposal of subsidiaries as at 30 June 2025:

	<u>The Group</u>	<u>The Company</u>
	\$	\$
Consideration	-	-
Net liabilities disposed of	41,261,100	-
Elimination of investment in subsidiary	-	(32,365,577)
Non-controlling interest (Note 19)	(12,949,479)	-
Less: Goodwill at acquisition (Note 12)	(53,812,657)	-
Impairment of goodwill (Note 12)	53,812,657	-
Impairment of investment in subsidiaries	-	32,365,577
Gain on disposal of subsidiaries	<u>28,311,621</u>	<u>-</u>

(c) Net Cash flow on disposal of subsidiaries (Bar Central Limited and Muse 360 Integrated Limited):

	<u>\$</u>
Total consideration at 30 June 2025	-
Less: cash and cash equivalent from subsidiaries	-
Disposal of subsidiary, net of cash	<u>-</u>

Notes to the Financial Statements

30 June 2025

14. Deferred income tax

Deferred income taxes are calculated in full on all temporary differences under the liability method using the appropriate tax rate.

Assets recognised on the statement of financial position are as follows:

	The Group	
	2025	2024
	\$	\$
Deferred income tax asset	<u>267,950</u>	<u>58,713</u>

The movement on the net deferred income tax balance is as follows:

	The Group	
	2025	2024
	\$	\$
Deferred tax asset at beginning of year	58,713	-
Acquisition of subsidiary (Note 12)	-	58,713
Deferred tax credited to profit and loss (Note 30)	<u>209,237</u>	-
Deferred tax asset at end of year	<u>267,950</u>	<u>58,713</u>

Deferred income tax assets are attributable to the following items:

	The Group	
	2025	2024
	\$	\$
Deferred income tax assets:		
Decelerated tax depreciation	<u>267,950</u>	<u>58,713</u>
Net assets at end of year	<u>267,950</u>	<u>58,713</u>

The amounts shown in the statement of financial position include the following:

	The Group	
	2025	2024
	\$	\$
Deferred tax assets to be recovered:		
- after more than 12 months	<u>267,950</u>	<u>58,713</u>
	<u>267,950</u>	<u>58,713</u>

Notes to the Financial Statements

30 June 2025

15. Due from/(to) related companies

	The Group		The Company	
	2025	2024	2025	2024
	\$	\$	\$	\$
Due from – Non-current:-				
MFS Acquisition Limited	44,846,172	68,270,234	-	29,661,582
Monolith Financial Services (MFS) Limited	-	-	14,227,773	20,800,000
MFS Group Limited	-	7,770,989	-	-
Alpha & Omega Energy Company Limited	99,567,115	95,306,576	-	-
	<u>144,413,287</u>	<u>171,347,799</u>	<u>14,227,773</u>	<u>50,461,582</u>
Due to – Non-current:-				
MFS Acquisition Limited	(219,574,811)	(327,508,337)	(219,574,811)	(327,348,338)
MFS Group Limited	(49,878,132)	(46,067,624)	-	-
Capital Solutions Limited	(12,560,259)	-	(12,560,259)	-
	<u>(282,013,202)</u>	<u>(373,575,961)</u>	<u>(232,135,070)</u>	<u>(327,348,338)</u>
Due to – Current:				
MFS Group Limited	-	-	-	(3,360,000)
	<u>(282,013,202)</u>	<u>(373,575,961)</u>	<u>(232,135,070)</u>	<u>(330,708,338)</u>
	<u>(137,599,915)</u>	<u>(202,228,162)</u>	<u>(217,907,297)</u>	<u>(280,246,756)</u>

These companies are related by common shareholders and directors. The balances are unsecured and have no fixed payment/repayment terms.

16. Receivables

	The Group		The Company	
	2025	2024	2025	2024
	\$	\$	\$	\$
Trade	17,044,482	11,163,415	-	-
Other	20,503,934	7,633,924	2,404,132	5,177,378
Loan receivable	5,000,000	7,500,000	5,000,000	7,500,000
	42,548,416	26,297,339	7,404,132	12,677,378
Less: Impairment losses on financial assets (Note 4(a))	-	(3,542,726)	-	-
	<u>42,548,416</u>	<u>22,754,613</u>	<u>7,404,132</u>	<u>12,677,378</u>

Notes to the Financial Statements

30 June 2025

17. Cash and bank

	The Group		The Company	
	2025	2024	2025	2024
	\$	\$	\$	\$
Cash at bank	63,532,697	59,418,610	4,513,442	595,897
Cash in hand	9,932,173	3,564,279	-	-
	<u>73,464,870</u>	<u>62,982,889</u>	<u>4,513,442</u>	<u>595,897</u>

Cash at bank substantially comprise savings and operating accounts at licensed commercial banks in Jamaica. The rate of interest earned on the Group's and Company's savings accounts range from 0.01%-0.03% (2024:0.05% - 0.07%) for accounts that are denominated in United States Dollars, and 0.01% (2024:0.35%) for those denominated in Jamaican Dollars.

18. Share capital

	2025		2024	
	No. of shares		No. of shares	
Authorised-				
Ordinary shares of no par value	Unlimited		Unlimited	
	No. of stock units	\$	No. of stock units	\$
Issued and fully paid-				
Ordinary share of no par value:				
Balance at beginning of year	660,400,000	372,280,297	400,000,000	111,880,297
Issued during the year	-	-	260,400,000	260,400,000
Balance at the end of year	<u>660,400,000</u>	<u>372,280,297</u>	<u>660,400,000</u>	<u>372,280,297</u>

On 24 June 2024, the Board of Directors passed a resolution for the issue of shares of 260,400,000 ordinary shares at \$1.00 per share.

Notes to the Financial Statements

30 June 2025

19. Non-controlling interest

	<u>The Group</u>	
	<u>2025</u>	<u>2024</u>
	\$	\$
Balance at beginning of year	(15,616,871)	(13,092,576)
Share of profit/(loss) for the year	2,667,392	(2,524,295)
Eliminated upon disposal of subsidiaries (Note 13)	<u>12,949,479</u>	<u>-</u>
Balance at end of year	<u>-</u>	<u>(15,616,871)</u>

20. Long-term loans

	<u>The Group</u>		<u>The Company</u>	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
	\$	\$	\$	\$
Simpson Finance Jamaica Limited (a)	-	685,627	-	-
Barita Investments Limited (b)	-	8,500,000	-	-
Other loans (c)	36,531,219	57,331,220	-	-
Century Business Machines Limited (d)	20,000,000	-	20,000,000	-
Century Business Machines Limited (e)	<u>10,000,000</u>	<u>-</u>	<u>10,000,000</u>	<u>-</u>
	66,531,219	66,516,847	30,000,000	-
Less: Current portion	<u>(36,531,219)</u>	<u>(57,016,847)</u>	<u>-</u>	<u>-</u>
	<u>30,000,000</u>	<u>9,500,000</u>	<u>30,000,000</u>	<u>-</u>

- (a) This loan, which was received in November 2017 and restructured in May 2020 attracted interest at 8.98% per annum and was repayable in 60 monthly instalments ending on 31 May 2026. The loan was substantially secured by a Bill of sale over 2014 Suzuki APV motor van. The loan was repaid during the year.
- (b) This loan was for a 5-year period and was received on November 21, 2023 at a fixed interest rate of 12.75% per annum. The loan was repayable by a bullet payment by November 16, 2028, which was the proposed end of the life of the loan. The loan was secured by a pledge of certain equity security investments (Note 10). The loan was repaid during the year.

Notes to the Financial Statements

30 June 2025

20. Long-term loans (continued)

- (c) A subsidiary, Monolith Financial Services (MFS) Limited, has over a period of time, obtained funding from various investors under various “Preference Share Agreements” wherein the company agreed to issue to the subscribers, redeemable preference shares. The holders of those shares would have been entitled to a fixed rate of dividend ranging from 12% to 13.2% per annum for those denominated in Jamaica Dollars and 7% per annum for those denominated in United States Dollars. The preference shares would have been secured by shares of various related companies, and some holders would also participate in the profits of certain projects. The shares would have been initially for periods ranging from 1 to 3 years, with the maturity profile at year end as follows:

	<u>JMD</u>	<u>USD</u>
	\$	\$
Past due	36,531,219	227,156
Due 12 months after year end	-	-
	<u>36,531,219</u>	<u>227,156</u>

These preference shares were never formally issued, however, the investors continue to receive the agreed dividends in the form of interest, while those agreements that have expired have been verbally extended.

It is the intention of the company to instead issue to the investors, a series of “Fixed Rate Non-Convertible Loan Notes” at rates ranging from 12% to 13% with tenors ranging from 36 to 48 months and which will be secured by shares of various related companies.

- (d) This loan which was received on August 4, 2025 is unsecured and attracts interest at a rate of 9% per annum. The interest on loan is paid monthly, and the principal is due upon maturity.
- (e) This loan which was received on April 17, 2025 is unsecured and attracts interest at a rate of 9% per annum. The interest on loan is paid monthly, and the principal is due upon maturity.

21. Payables

	<u>The Group</u>		<u>The Company</u>	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
	\$	\$	\$	\$
Payables	18,683,106	37,531,103	1,516,830	730,547
Accrued charges	9,683,442	22,249,644	7,593,042	10,985,612
Payroll liabilities	4,136,050	26,287,323	3,082,085	6,545,727
Outstanding on investment property purchase	51,064,765	51,064,765	-	-
Other	12,245,261	25,709,495	1,667,969	83,000
	<u>95,812,624</u>	<u>162,842,330</u>	<u>13,859,926</u>	<u>18,344,886</u>

Notes to the Financial Statements

30 June 2025

22. Directors' account

This balance, which related to amounts owed to Directors, was unsecured, interest free and had no fixed repayment terms. The balance was repaid during the year.

23. Bank overdraft

Bank overdraft represents cheques drawn but not yet presented to the bank.

24. Revenue

Revenue represents income generated from micro-financing and cambio services net of commission expenses.

	The Group		The Company	
	2025	2024	2025	2024
	\$	\$	\$	\$
Cambio income	248,265,364	28,311,448	-	-
Commission expense	(124,527,375)	(12,011,485)	-	-
Remittance service fees	7,445,604	224,904	-	-
Loan interest income	12,596,912	5,919,800	12,596,912	5,919,800
	<u>143,780,505</u>	<u>22,444,667</u>	<u>12,596,912</u>	<u>5,919,800</u>

25. Other income

	The Group		The Company	
	2025	2024	2025	2024
	\$	\$	\$	\$
Dividend income	-	17,008	17,500,000	-
Payables written-off	18,649,104	-	10,567,500	-
Related party balances written-off (Note 33)	50,000,000	-	50,000,000	-
Other	6,921,699	2,631,650	-	2,631,650
	<u>75,570,803</u>	<u>2,648,658</u>	<u>78,067,500</u>	<u>2,631,650</u>

Notes to the Financial Statements

30 June 2025

26. Expenses by nature

	The Group		The Company	
	2025	2024	2025	2024
	\$	\$	\$	\$
Advertising and promotions	1,996,690	1,063,147	1,863,865	1,063,147
Accounting fee	2,698,590	3,611,250	2,026,590	3,110,000
Audit fee	8,403,720	4,198,496	6,082,970	2,184,996
Bank charges	3,873,887	250,304	73,263	76,855
Company secretary	330,951	994,630	330,951	994,630
Depreciation and amortisation	496,954	652,719	171,728	121,236
Directors' fees	4,070,000	2,430,000	4,070,000	2,430,000
Donations	704,204	100,000	-	-
Dues and subscriptions	146,834	125,655	146,834	125,655
Insurance	102,497	107,130	-	-
Legal and professional fees	2,944,790	6,700,000	1,927,290	6,550,000
Loss on disposal of property, plant and equipment	838,684	-	-	-
Management remuneration	22,892,000	14,088,000	11,400,000	11,400,000
Motor vehicle expenses	1,084,750	261,000	-	-
Office expenses	6,151,047	7,946,941	6,151,047	7,946,941
Other expenses	1,118,691	1,346,237	-	-
Penalties and interest	1,623,174	8,156,217	1,350,000	3,380,986
Printing and reproduction	690,774	567,536	355,885	392,782
Security	567,612	207,575	-	-
Staff costs (Note 28)	26,150,236	6,620,615	9,292,075	2,360,295
Rent	5,666,600	5,242,780	3,101,600	3,722,780
Registration fees	3,116,121	3,204,057	3,116,121	3,204,057
Repairs and maintenance	55,125	-	21,000	-
Travelling and meetings	1,037,500	1,650,000	437,500	1,500,000
Utilities	3,600,329	1,001,311	1,504,763	541,664
	100,361,760	70,525,600	53,423,482	51,106,024
Finance costs, net (Note 29)	4,846,353	636,528	1,643,505	24,395
	<u>105,208,113</u>	<u>71,162,128</u>	<u>55,066,987</u>	<u>51,130,419</u>

Notes to the Financial Statements

30 June 2025

27. Operating profit/(loss)

In arriving at the operating profit/(loss), the following have been charged. -

	The Group		The Company	
	2025	2024	2025	2024
	\$	\$	\$	\$
Auditors' remuneration:				
Current year	5,820,750	4,198,496	3,500,000	2,184,996
Prior year	2,582,970	-	2,582,970	-
Losses on disposal of property, plant and equipment	838,684	-	-	-
Depreciation and amortization	496,954	652,719	171,728	121,236
Directors' emoluments:				
- Fees	4,070,000	2,430,000	4,070,000	2,430,000
- Management remuneration	22,892,000	14,088,000	11,400,000	11,400,000
Staff costs (Note 28)	<u>26,150,236</u>	<u>6,620,615</u>	<u>9,292,075</u>	<u>2,360,295</u>

28. Staff costs

	The Group		The Company	
	2025	2024	2025	2024
	\$	\$	\$	\$
Wages and salaries	11,988,994	6,201,133	5,175,000	2,100,000
Contractual labour	12,926,852	-	3,519,435	-
Statutory contributions	1,234,390	419,482	597,640	260,295
	<u>26,150,236</u>	<u>6,620,615</u>	<u>9,292,075</u>	<u>2,360,295</u>

29. Finance costs/(income), net

	The Group		The Company	
	2025	2024	2025	2024
	\$	\$	\$	\$
Foreign exchange gains	(4,038,741)	(1,056,377)	-	-
Interest income	(242,747)	(182,106)	(44,104)	(34,665)
	<u>(4,281,488)</u>	<u>(1,238,483)</u>	<u>(44,104)</u>	<u>(34,665)</u>
Interest expense	9,127,841	1,875,011	1,659,375	4,687
Foreign exchange losses	-	-	28,234	54,373
	<u>9,127,841</u>	<u>1,875,011</u>	<u>1,687,609</u>	<u>59,060</u>
	<u>4,846,353</u>	<u>636,528</u>	<u>1,643,505</u>	<u>24,395</u>

Notes to the Financial Statements

30 June 2025

30. Taxation

Taxation is computed on the profit for the year adjusted for taxation purposes and comprises:

	<u>The Group</u>		<u>The Company</u>	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
	\$	\$	\$	\$
Income tax at 33 $\frac{1}{3}$ %	29,684,450	6,277,010	-	-
Deferred income taxes (Note 14)	(209,237)	-	-	-
	<u>29,475,213</u>	<u>6,277,010</u>	<u>-</u>	<u>-</u>

Subject to agreement with the Commissioner General, Tax Administration Jamaica, the Group and the Company have tax losses of approximately \$216,547,452 (2024: \$323,990,588) and \$216,547,452 (2024: \$203,518,763) respectively that can be carried forward indefinitely; however, the amount that can be utilized in any one year is restricted to 50% of the current year's taxable profits.

The taxation charged in the statement of comprehensive income differs from the theoretical amount that would arise using the appropriate income tax rate:

	<u>The Group</u>		<u>The Company</u>	
	<u>2025</u>	<u>2024</u>	<u>2025</u>	<u>2024</u>
	\$	\$	\$	\$
Profit/(loss) before taxation	<u>142,533,872</u>	<u>(45,806,120)</u>	<u>35,597,425</u>	<u>(42,578,969)</u>
Tax calculated at the appropriate rate	41,491,573	(11,099,956)	8,899,356	(10,644,742)
Adjusted for the effects of: -				
Expenses not allowed for tax purposes	-	19,567,263	-	10,644,742
Income not subjected to tax	(10,954,851)		(8,899,356)	
Tax credit	(375,000)	(375,000)	-	-
Other charges and allowances	(686,509)	(1,815,297)	-	-
	<u>29,475,213</u>	<u>6,277,010</u>	<u>-</u>	<u>-</u>

Deferred tax assets of approximately \$54,136,863 (2024: \$80,997,648) for the Group and \$54,136,863 (2024: \$50,879,691) for the Company in respect of tax losses has not been recognised in the financial statements, due to the uncertainty that future taxable profits will be generated within the foreseeable future against which the asset can be realized.

Notes to the Financial Statements

30 June 2025

31. Earnings/(loss) per stock unit

Earnings per stock unit ("EPS") is computed by dividing the earnings/(loss) attributable to stockholders of the parent of \$110,391,267 (2024: (\$49,558,835)) by the weighted average number of ordinary stock units in issue during the year, numbering 660,400,000 (2024: 404,987,000).

32. Segment financial information

	2025					Group
	Micro-Financing	Retail and Distribution	Marketing and Advertising	Cambio and Remittance Services	Eliminations	
	\$	\$	\$	\$	\$	
Gross Revenue	12,596,912	-	-	131,183,593	-	143,780,505
Inter-segment revenue	-	-	-	-	-	-
Revenue from external customers	12,596,912	-	-	131,183,593	-	143,780,505
Segment profit	65,552,551	5,672,410	2,549,568	91,105,696	(17,500,000)	147,380,225
Finance costs	(1,643,505)	-	-	(3,202,848)	-	(4,846,353)
Profit before income tax	63,909,046	5,672,410	2,549,568	87,902,848	(17,500,000)	142,533,872
Taxation						(29,475,213)
Other comprehensive loss						(1,076,550)
Non-controlling interest						(2,667,392)
Profit attributable to equity holders of the parent						109,314,717
Total segment assets	531,536,711	-	-	718,230,550	(447,171,698)	802,595,563
Total segment liabilities	275,994,996	21,968,702	19,292,398	239,110,159	(46,777,420)	509,588,835
Depreciation	171,728	-	-	325,226	-	496,954

Notes to the Financial Statements

30 June 2025

32. Segment financial information (continued)

	2024					Group
	Micro-Financing	Retail and Distribution	Marketing and Advertising	Cambio and Remittance Services	Eliminations	
	\$	\$	\$	\$	\$	\$
Gross Revenue	5,919,800	-	-	16,524,867	-	22,444,667
Inter-segment revenue	-	-	-	-	-	-
Revenue from external customers	5,919,800	-	-	16,524,867	-	22,444,667
Segment (loss)/profit	(42,554,574)	(4,687,881)	(2,759,846)	4,832,709	-	(45,169,592)
Finance costs	(24,395)	-	-	(612,133)	-	(636,528)
(Loss)/profit before income tax	(42,578,969)	(4,687,881)	(2,759,846)	4,220,576	-	(45,806,120)
Taxation						(6,277,010)
Other comprehensive loss						(329,739)
Non-controlling interest						2,524,295
Loss attributable to equity holders of the parent						(49,888,574)
Total segment assets	568,997,514	838,953	-	711,482,092	(460,221,651)	821,096,908
Total segment liabilities	349,053,224	28,480,065	21,841,966	272,135,330	(18,488,817)	653,021,768
Depreciation	121,236	358,015	-	173,468	-	652,719

33. Related party transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions.

Related party transactions and balances are recognised and disclosed below for the following:

- (a) Enterprises over which a substantial interest in the voting power is owned by a key management personnel, including directors and officers and close members of families; or
- (b) Enterprises over which such a person, in (a) above, is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the reporting enterprise and enterprises that have a member of key management in common with the Group and Company.

The following were charged/(credited) to the statement of comprehensive income:

	The Group		The Company	
	2025	2024	2025	2024
	\$	\$	\$	\$
Directors' fees	4,070,000	2,430,000	4,070,000	2,430,000
Loan interest income	<u>(6,620,000)</u>	<u>(3,220,000)</u>	<u>(6,620,000)</u>	<u>(3,220,000)</u>

Related party balance written off by the following company through the statement of comprehensive income (Note 25):

	The Group		The Company	
	2025	2024	2025	2024
	\$	\$	\$	\$
MFS Capital Partners Limited				
MFS Acquisition Limited	<u>(50,000,000)</u>	-	<u>(50,000,000)</u>	-
	<u>(50,000,000)</u>	-	<u>(50,000,000)</u>	-

Notes to the Financial Statements

30 June 2025

33. Related party transactions (continued)

As at the statement of financial position date the following balances were outstanding:

	The Group		The Company	
	2025	2024	2025	2024
	\$	\$	\$	\$
Due from:				
MFS Acquisition Limited	44,846,172	68,270,234	-	29,661,582
MFS Group Limited	-	7,770,989	-	-
Alpha & Omega Energy Company Limited	99,567,115	95,306,576	-	-
Monolith Financial Services (MFS) Limited	-	-	14,227,773	20,800,000
	<u>144,413,287</u>	<u>171,347,799</u>	<u>14,227,773</u>	<u>50,461,582</u>
Due to:				
Directors' account	-	(1,124,675)	-	-
MFS Acquisition Limited	(219,574,811)	(327,508,337)	(219,574,811)	(327,348,338)
MFS Group Limited	(49,878,132)	(46,067,624)	-	(3,360,000)
Capital Solutions Limited	(12,560,259)	-	(12,560,259)	-
	<u>(282,013,202)</u>	<u>(374,700,636)</u>	<u>(232,135,070)</u>	<u>(330,708,338)</u>
	<u>(137,599,915)</u>	<u>(203,352,837)</u>	<u>(217,907,297)</u>	<u>(280,246,756)</u>

Form of Proxy

Affix J\$100 stamp here

I/We of being member/members of MFS Capital Partners Limited hereby appoint of or failing him of as my/our proxy vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on on Thursday, March 19, 2026, at 10:00am and at any adjournment thereof.

Please indicate with an X in the space provided how you wish your proxy to vote on the Resolution referred to. Unless otherwise indicated, the proxy will vote as he thinks fit.

RESOLUTIONS	FOR	AGAINST
AUDITED FINANCIAL STATEMENTS & REPORTS THAT the Audited Financial Statements of the Company for the year ended June 30, 2025 AND the Reports of the Directors and Auditors be and are hereby received.		
APPOINTMENT OF AUDITORS & REMUNERATION THAT Baker Tilly, Chartered Accountants of 6 Collins Green Avenue, Kingston 5, having signified their willingness to serve, will continue in office as Auditors of the Company until the conclusion of the next Annual General Meeting and that their remuneration be agreed with the Directors.		
RE-ELECTION OF RETIRING DIRECTORS		
Resolution 2(a) THAT being eligible, Mr. Dino Hinds be re-elected a Director of the Company.		
Resolution 2(b) THAT being eligible, Ms. Anika Jengolley be re-elected a Director of the Company.		
Resolution 2(c) THAT being eligible, Mr. Clive Leopold Nesbeth be re-elected a Director of the Company.		
DIRECTORS' REMUNERATION THAT the total remuneration of all the Directors combined, other than the Executive Director, as shown in the Company's Audited Financial Statements for the year ended June 30, 2025 be and is hereby approved.		

Signed this day of 2025

Signature:

Notes:

1. This Form of Proxy must be lodged at the office of the Company's Registrar and Transfer Agents, the Jamaica Central Securities Depository Limited, 40 Harbour Street, Kingston, not less than forty-eight (48) hours before the time appointed for holding the meeting.
2. Any alterations in this Form of Proxy should be initialed.
3. In the case of joint holders, the signature of one holder will be sufficient but the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint-holders, seniority being determined by the order in which the names stand on the register.
4. If the appointer is a Corporation, this Form of Proxy must be executed under its common seal or under the hand of an Officer or Attorney duly authorized.
5. An adhesive stamp of \$100.00 must be affixed to the Form of Proxy.

