ANNUAL DISCLOSURE
&
MARKET DISCIPLINE REPORT
(PILLAR III)
- CONSOLIDATED BASIS

FOR THE YEAR ENDED 31 DECEMBER 2025

APRIL 2026

SM Capital Markets Ltd

CIF license: 339/17

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1. Definitions

SM Capital Markets Ltd (the "Company") and SCFM Limited: the "SM Capital Group, or "the Group".

Cyprus Securities and Exchange Commission: "CySEC"

EU Regulation 2033/2019 of the European Parliament and of the Council of 27 November 2019 on prudential requirements for investment firms (hereinafter the "IFR").

EU Directive 2034/2019 for the prudential supervision of investment firms (hereinafter the "IFD").

Frequency: The Group will be making these disclosures annually.

Media and Location: The disclosure will be published on the below website: www.scopemarkets.eu

Scope of report: The disclosures are in accordance with the management accounts of the Group for the year ended 31 December 2025. The information contained in the Pillar III Market Discipline and Disclosures report is verified by the Company's external auditors.

2. Group Information

SM Capital Markets Ltd is a Company registered in Cyprus under registration number HE346068 and LEI Code 549300SS5YL3DNCPHI21. The Company is authorized and regulated by the Cyprus Securities and Exchange Commission (License Number 339/17). The license permits the Company to operate as a Cyprus Investment Firm ("CIF") and to provide investment the investment services of reception and transmission of orders in relation to one or more financial instruments and execution of orders on behalf of clients. The Company is also licensed to offer the ancillary services of safekeeping and administration of financial instruments, granting credit and loans and foreign exchange services. The financial instruments offered by the Company through its investment services are CFDs on foreign exchange, commodities, equities and indices and also trading in transferable securities.

The registered address of the Company is Gladstonos, 116, M. Kyprianou House, 3&4th Floor 3032, Limassol, Cyprus. The Company has established a subsidiary entity which is an investment firm, SCFM Ltd, authorized and regulated by the Capital Markets Authority in Kenya during the year 2019, as a result of which it is subject to consolidated supervision in accordance with Article 7 of the IFR. The present disclosures report concerns the Group's Pillar III information on consolidated basis at the level of the Company. The obligation for consolidated Pillar III reporting arises from the fact that the Group was subject to consolidated supervision at the level of the Company, as of 31st December 2023.

The Company does not fall into a significant category in terms of its size, internal organization and the nature, the scope, and the complexity of its activities, according to the definition of significance as provided by CySEC Circular C487 and to this end, it does not deem necessary to establish a Nomination or a Remuneration Committee for the year under review.

The Group operated under the brand name of Scope Markets and has the license to provide the following investment and ancillary services in relation to the financial instruments outlined below:

Investment Services:

a) Reception and transmission of orders in relation to one or more financial instruments
b) Execution of Orders on Behalf of Clients

Ancillary Services:

a) Safekeeping and administration of financial instruments for the account of clients, including custodianship and related services such as cash/collateral management.
b) Granting credits or loans to an investor to allow him to carry out a transaction in one or more financial instruments, where the firm granting the credit or loan is involved in the transaction.
c) Foreign exchange services where these are connected to the provision of investment services.

Financial Instruments:

1) Transferable securities.
2) Money-market instruments.
3) Units in Collective Investment Undertakings.
4) Options, futures, swaps, forward rate agreements and any other derivative contracts relating to securities, currencies, interest rates or yields, emission allowances or other derivatives instruments, financial indices or financial measures which may be settled physically or in cash.
5) Options, futures, swaps, forwards and any other derivative contracts relating to commodities that must be settled in cash or may be settled in cash at the option of one of the parties other than by reason of default or other termination event.
6) Options, futures, swaps, and any other derivative contracts relating to commodities that can be physically settled, provided that they are traded on a regulated market and/or an MTF or an OTF.

7) Options, futures, swaps, forwards and any other derivative contracts relating to commodities, that can be physically settled not otherwise mentioned in point (6) above and not being for commercial purposes, which have the characteristics of other derivative financial instruments.
8) Derivative instruments for the transfer of credit risk.
9) Financial contracts for differences ("CFDs").
10) Options, futures, swaps, forward-rate agreements and any other derivative contracts relating to climatic variables, freight rates or inflation rates or other official economic statistics that must be settled in cash or may be settled in cash at the option of one of the parties, other than by reason of a default or other termination event, as well as any other derivative contracts relating to assets, rights, obligations, indices and measures not otherwise mentioned in this Section, which have the characteristics of other derivative financial instruments, having regard to whether, inter alia, they are traded on a regulated market, OTF, or an MTF.

The Group mainly acts as a straight through processing ("STP") broker, providing brokerage services in relation to one or more financial instruments. The Group mainly offers trading in CFDs on foreign exchange, indices, futures, spot energies, metals, equities and cryptos.

3. Regulatory Framework

The Disclosures have been prepared in accordance with the following:

- Part Six of the Investment Firms Regulation (EU) 2019/2033 ('IFR') known as the new prudential requirements regulation for Investment Firms.
- Investment Firms Directive (IFD): Directive (EU) 2019/2034, known as the new prudential requirements directive, as this has been transposed into Cyprus legislation through the issuance of Law 165(I)/2021 of CySEC for the Prudential Supervision of Investment Firms.
- Commission Implementing Regulation (EU) 2021/2284 laying down implementing technical standards for the application of Regulation (EU) 2019/2033 with regards to supervisory reporting and disclosures of investment firms.

These Pillar III Disclosures present the evaluation and management of the various risks faced by the Group during the year ended 31 December 2025. As part of the Disclosures, the Group presents amongst others, information on its capital structure, regulatory capital requirements and liquidity requirements.

Information in these Disclosures is presented in thousands of Euros ("€'000") unless otherwise indicated.

Further to the above, the Group is subject to, and takes any action necessary to adhere to, the regulatory requirements that arise from the following legislative documents:

- Law 87(I)/2017 regarding the provision of investment services, the exercise of investment activities and the operation of regulated markets (hereafter "the Law"), as subsequently amended.
- Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No 648/2012.

The Company has established a subsidiary entity which is an investment firm authorized and regulated by the Capital Markets Authority in Kenya since 2019, as a result of which it is subject to consolidated supervision by CySEC in accordance with Article 7 of the IFR. The present disclosures concern the Company's Pillar III information on a solo basis at the level of SM Capital Markets Ltd. Furthermore, the Company prepares its financial statements in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS-EU) and the requirements of the Cyprus Companies Law, Cap. 113, as amended from time to time.

According to its license, the Company is categorized as a Class 2 investment firm.

Since 26 June 2021, the Group has been subject to the capital adequacy and overall risk management requirements that arise from the investment firm European prudential framework, which consists of IFR and IFD, as the latter has been harmonized into local legislation through the issuance of the Law for the Prudential Supervision of Investment Firms (165(I)/2021).

The IFR and IFD rules focus on specific methodologies that investment firms are required to apply for quantifying their exposure to risk and deriving their Capital Adequacy ratio, as well as to their required level of initial capital, their Internal Capital Adequacy & Risk Assessment ("ICARA") Process, and the Liquidity Requirement, among others.

As per the IFR/IFD, investment firms are required to maintain Own Funds consisting of the sum of their Common Equity Tier 1 capital, Additional Tier 1 capital and Tier 2 capital, and shall meet all the following conditions at all times:

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

It is further noted that, in view of the fact the Group includes at least one (1) Class 2 investment firm, namely the Company, the Group considers that it is subject to all the Class 2 prudential requirements at the consolidated level as well.

4. Corporate Governance

4.1. Board of Directors

The Board assesses and periodically reviews the effectiveness of the policies, arrangements and procedures put in place to comply with the obligations under the Law, takes appropriate measures to address any deficiencies and set the strategy of the Group. The Board is responsible for the monitoring of the internal control mechanisms of the Group to enable the prevention of activities outside the scope and strategy of the Group and the prevention of any unlawful transactions, the identification of risks, and the timely and adequate flow of information.

All the supervisory functions (i.e. Compliance, AML Compliance, Risk Management, and Internal Audit) of the Group have an open line of communication with the Board in order to communicate any findings and/or deficiencies they identify in a timely manner and ensure that those will be resolved through the guidance of the management body. In addition, the Risk Management, Product Governance, and Investment Committees are communicating their suggestions and findings to the Board, as and if necessary.

As of 31 December 2025, the Group's Board of Directors comprised of the following officers:

Table: Members of the Group's Board of Directors

Full name of Director	Position/Title/Capacity	Country
Mr. Constantinos Shakallis	CEO, Executive Director, "4 eyes"	Cyprus
Mrs. Charis Ioannidou	General Manager, Executive Director, "4 eyes"	Cyprus
Mr. Daniel Anthony Lawrance	Non-Executive Director	Cyprus
Mr. Nicolaos Kelepeniotis	Non-Executive Director	Cyprus
Mrs. Mikaela Messiou	Non-Executive Director	Cyprus
Mr. Roger Ian Hambury	Non-Executive Director	Jersey

4.2. Board of Directors Declaration

The Board of Directors is ultimately responsible for the risk management framework of the Group. Risk Management framework is the sum of systems, policies, processes, and people within the Group that identify, assess, mitigate and monitor all sources of risk that could have a material impact on the Group's operations.

The Board of Directors approves in full the adequacy of Risk Management arrangements of the institution providing assurance that the risk management systems in place are adequate with regard to the institutions profile and strategy.

4.3. Committees

The Company, as the only CIF, has formed several governance committees to achieve a level of elaborate governance oversight to adequately minor its operational effectiveness and its potential risks. With growth in scale and complexity, the Group will form additional governance committees.

- **Product Governance Committee**

The Product Governance Committee is formed with the view to enhance the level of investor protection and ensure that the Group monitors the products that its offering through all of their life cycle. Further to that, the Committee ensures that the Group always acts on the best interest of the clients.

Following the aforementioned, the Company maintains a robust Product Governance Policies and Procedures, in which the target market is identified, and the Group complies with the relevant laws in an appropriate and proportionate manner, taking into account the nature of the instruments offered, as well as the risks involved distributing the said the instruments.

The members of the Product Governance Committee are appointed by the Board of Directors. The Committee, which reports directly to the Board of Directors, consists of 4 participants (2 Non-Executive Directors, 1 Executive Director and the Risk Manager who is acting ex officio and without voting rights) and during 2025 it held one (1) meeting.

The role of the Committee is essential to:

(a) review and assess all the instruments offered by the Group,
(b) review and assess any new instruments introduced by the Group,
(c) review all the existing policies and procedures in regard to the product governance arrangements,
(d) identify all the risks involved while offering the selected financial instruments,
(e) identify the target market of end clients within the relevant category of clients for each financial instrument,

(f) identify the distribution strategy so as to ensure that it is consistent by the product governance arrangements,
(g) identify, manage, and prevent any conflicts of interest related to product governance,
(h) ensure that the Company has in place adequate product governance arrangement to ensure that the products and services, it intends to offer are compatible with the needs, characteristics, and objectives of an identified target market,
(i) identify the negative target market as well as the grey target market,
(j) review and evaluate the effectiveness of the appropriateness test and suitability test,
(k) detect any risk of failure to comply with the product governance arrangements,
(l) ensure that the staff possesses the necessary expertise to understand the characteristics and risks of the products that the Company is offering or intends to offer.

The Product Governance Committee decisions relate to general and overall decisions, as far as the investments are concerned, which correspond to the Company's Product Governance, as applicable. These general and overall decisions relate to various sectors of the economy across multiple regions and countries, general macroeconomic indicators, types of financial instruments, types of financial markets and market segments. Further, these decisions are notified to the relevant Head of the Department, as necessary, to enable discharging of their duties in an effective manner. As far as investments are concerned and when related to specific investment strategies, these decisions are of a prescribed content.

- **Risk Management Committee**

The Risk Management Committee is formed with the view to ensure the efficient monitoring of the risks inherent in the provision of the investment services to Clients, as well as the risks underlying the operation of the Group, in general.

Towards this direction, the Company forms a robust ICARA and adopt and maintain risk management policies, which identify the risks relating to the Group's activities, processes and systems and set the risk tolerance levels of the Group. The Risk Management Committee bears the responsibility to monitor the adequacy and effectiveness of the ICARA and of the risk management policies and procedures that are in place, the level of compliance by the Group and its relevant persons with the policies and procedures adopted, as well as the adequacy and effectiveness of measures taken to address any deficiencies with respect with those policies and procedures that are in place, including failures by the Group's relevant persons to comply with those policies and procedures.

The members of the Risk Management Committee are appointed by the Board of Directors. The Committee, which reports directly to the Board of Directors, consists of 4 participants (2 Non-Executive Directors, 1 Executive Director and the Risk Manager who is both acting ex officio and without voting rights) and during 2025 it held seventeen (17) meetings.

The role of the Committee is essential to:

(a) all material risks are identified, measured, and properly reported,
(b) scrutinize, and decide on various risks associated with the operation of the Group with the view to increase the awareness of, formulate internal policies and measure the performance of the said policies in dealing with the risks associated with the operation of the Group,
(c) review the risk management procedures in place,
(d) review, discuss, elaborate, and amend, if necessary, the ICARA of the Company, on a yearly basis, prior to the approval of the Board,
(e) monitor and control the Risk Manager in the performance of his/her duties and the effectiveness of the Risk Management Department,
(f) ensure that the Group has clear policy in respect of the assumption, follow up and management of risks duly notified to all interested parties or organizational units of the Group. Specifically, such policy shall ensure that all parties involved in the provision of investment services are aware of:
    - the particular features of each investment service, financial instrument, and risk inherent in the provision of the services in respect thereof,
    - the interrelation between the volume of the projected returns and the gravity of the risks undertaken by the Group,
(g) consider, to the extent possible, risk factors affecting costs, the price at which competitors offer the same services, and the cost-benefit ratio for each service, and verify that such information is utilized by the Risk Management Department in the carrying out of their duties,
(h) specifically, with respect to liquidity risk and market risk, review the policies of the Risk Management Department on:
    - acceptable maximum risk assumption limits per class of risk,
    - breakdown of such risk limits further where necessary, for example, per class of investment service or Financial Instrument, or Client or market,
    - implementing stop loss-control limits,
    - following up open positions within the approved limits,
    - ensure compliance with the Liquidity Requirement as set by Article 43 of IFR.
(i) prior to expanding its operations to any new financial instruments or investment services, the Committee shall be satisfied that the Group incorporated such expansion projects into its strategic development plan, located and accurately assessed the inherent risks, by implementing the necessary risk management procedures, and resolving any legal issues associated with the execution of the relevant transactions as well as the issues relating to their monitoring,
(j) ensure the immediate tracking down and scrutiny of important abrupt changes in the Group's financial figures, procedures, or personnel, as well as the regular control of the volume and causes underlying deviations between projections and corporate end results, as submitted to the Board, so as to

enable the assessment of the performance of each of the Group's separate organizational units by reference to the set targets,
(k) approve Client and counterparty limits,
(l) approve policy description concerning information systems and monitor the information systems in place,
(m) appoint the responsible security user/super user for the provision of access rights to the various database and monitor the security measures in place,
(n) establish policy regarding the amount of information provided to Clients about the nature and risks of financial instruments according to the Client classification,
(o) maintain systematic supplier cooperation with the information services' end-users in all phases of development, operation, and evaluation of the information applications of the Group's system,
(p) supervise the Disaster Recovery Plan,
(q) supervise the proper choice of investments (framework for investment decisions),
(r) decide upon the markets and types of financial instruments, in which the Group shall be active,
(s) determine the mode, content, and frequency of the Client's briefing.
(t) brief the Internal Auditor, as applicable,
(u) analyze the economic conditions and the investment alternatives, based on a thorough examination of third-party reports,
(v) ensure, that the board of directors' instructions on the Group's overall current and future risk appetite and strategy and assist the board of directors in overseeing the implementation of that strategy by senior management.

The Risk Management Committee decisions shall relate to general and overall decisions, as far as the investments are concerned, which correspond to the Group's risk profile, as applicable. These general and overall decisions relate to various sectors of the economy across multiple regions and countries, general macroeconomic indicators, types of financial instruments, types of financial markets and market segments. Further, these decisions are notified to the relevant Head of the Department, as necessary, to enable discharging of their duties in an effective manner. As far as investments are concerned and when related to specific investment strategies, these decisions are of a prescribed content.

- **Investment Committee**

An Investment Committee is formed to ensure the practice of a proper investment policy and the monitoring of the provision of adequate investment services to Clients.

The members of the Investment Committee are appointed by the Board of Directors. The Committee, which reports directly to the Board of Directors, consists of 3 participants (2 Non-Executive Directors, 1 Executive Director).

The role of the Committee is essential to:

(a) to supervise the proper choice of investments (framework for investment decisions),
(b) to analyze the investment potential,
(c) as applicable,
(d) to decide upon the markets and types of financial instruments in which the Group shall be active,
(e) to determine the mode, content, and frequency of the Client's briefing. Also, to monitor that Clients are informed about their right to request different time frequency of the provision of their periodic statement by the Group, about their investment transactions,
(f) to brief the Internal Auditor, as applicable,
(g) to establish risk profile categories for each Client (e.g. cautious, balance, growth, aggressive),
(h) to analyze the economic conditions and the investment alternatives based on a thorough examination of third-party reports,
(i) to select appropriate benchmarks for different type of portfolios, where applicable,
(j) to examine the returns and the associated risks of the Client portfolios, as applicable,
(k) to monitor the collection of the Client information through the filling of the Investment Questionnaire, or information obtained through interviews.

The Investment Committee decisions l relate to general and overall decisions as far as the investments are concerned which correspond to the Client's risk profile categories as applicable. These general and overall decisions relate to various sectors of the economy across multiple regions and countries, general macroeconomic indicators, types of financial instruments, types of financial markets and market segments. Further, these decisions are notified to the relevant Heads of the Departments, as necessary, to enable discharging of their duties in an effective manner. As far as investments are concerned and when related to specific investment strategies, these decisions are of a prescribed content.

4.4. Risk Management Function

The Risk Manager ensures that all the different types of risks taken by the Group follow the relevant Laws and the obligations of the Group under these Laws, and that all the necessary procedures relating to risk management are in place. The Risk Manager reports to Senior Management.

As an addition to the above, the Company is operating a Group Risk Management Committee, which is responsible for monitoring and controlling the Risk Manager in the performance of his duties. The Group Risk Management Committee is also formed with a view to enhance the level of investor protection and ensure that the Group monitors the products that its offering though all of their life cycle.

4.5. Compliance Function

The Compliance Officer has the required knowledge and expertise in order to perform his duties effectively. Moreover, the duties of the Compliance Officer are to establish, implement and maintain adequate policies and procedures designed to detect any risk of failure by the Group to comply with its obligations, and put in place adequate measures and procedures designed to minimize such risk and to enable the competent authorities to exercise their powers effectively. The Compliance Officer is independent and has the necessary authority, resources, expertise, and access to all relevant information. The Compliance Officer reports to the Board of Directors.

4.6. Anti-Money Laundering Compliance Officer

The Anti-Money Laundering Officer reports directly to the Board of Directors and is responsible for:

- Ensuring implementation of the procedures described in the Group's AML Procedures Manual
- Ensuring that Group employees attend training sessions on anti- money laundering and terrorist financing procedures.
- Ensuring that all clients' accounts are opened only after the relevant pre-account opening due diligence and identification measures and procedures have been conducted, according to the principles and procedures set in the AML Manual
- Compliance with high standards of anti-money laundering (AML) practice in all markets and jurisdictions in which the Group operates.
- Ensuring the implementation of the "know your client" procedures of the Group.
- Gathering information with regards to the new customers of the Group.
- Analyzing the customers' transactions.
- Continuous improvement of the existing control procedures.
- Providing a written annual report to the Board of Directors on the matters of own responsibility, indicating in particular whether the appropriate remedial measures have been taken in the event of any deficiencies.

4.7. Internal Audit Function

The Internal Auditors review and evaluate the adequacy and effectiveness of the Company's and Group's systems of internal controls and the quality of operating performance when compared with established standards on an ongoing basis. The recommendations that the Internal Auditor makes to Senior Management and the Board regarding internal controls and the management of the various risks that are associated with the operations, aim to secure a controlled environment in the Company and the Group.

The corporate governance of the Group regarding risk management is considered adequate through the establishment of an effective risk oversight structure. The internal organizational controls are in place to safeguard that each entity of the Group has the ability to identify, assess and mitigate the relevant risks. Also, the aim of the Company and in general the Group's Risk Management function is to quickly recognize potential adverse events, be more proactive and forward-looking and establish the appropriate risk responses where deemed necessary and at all times to comply with the relevant legislation.

The Internal Auditor is separated and independent of the other functions and activities.

4.8. Number of Directorships held by members of the Board

According to Article 48 of the IFR, Investments Firms shall disclose, at least on an annual basis, the number of directorships held by the members of the management body. In accordance with Article 9 of the Law 87(I)/2017 as subsequently amended, the number of directorships which may be held by a member of the Board of Directors of a Significant CIF (within the meaning of CySEC Circular C487), shall not be more than one of the following combinations at the same time:

a) One executive directorship with two non-executive directorships, or
b) Four non-executive directorships.

In addition to the above, the following shall count as a single directorship:

a) executive or non-executive directorships held within the same group, or
b) executive or non-executive directorships held within:
    i. institutions which are members of the same institutional protection scheme, provided that the conditions set out in Article 113, paragraph (7) of Regulation (EU) No 575/2013 are fulfilled; or
    ii. undertakings (including non-financial entities) in which the CIF holds a qualifying holding.

Directorships in organizations which do not pursue predominantly commercial objectives, such as non-profit or charitable organizations, are not taken into account for the purposes of the below.

The Board members of the Company hold the following directorships to other entities (including the directorship held in the Group):

Full name of Director	Position / Title / Capacity	Executive	Non-Executive
Mr. Constantinos Shakallis	CEO, Executive Director, "4 eyes"	1	-

Mrs. Charis Ioannidou	General Manager, Executive Director, "4 eyes"	1	-
Mr. Daniel Anthony Lawrance	Non-Executive Director	1	1
Mr. Nicolaos Kelepeniotis	Independent Non-Executive Director	-	4
Mrs. Mikaela Messiou	Independent Non-Executive Director	2	1
Mr. Roger Ian Hambury	Non-Executive Director	1	1

Note 1: *The information in the above table is based only on representations made by the Directors of the Company as the time of preparation of the report.*

As already mentioned in Section 2 of this report, the Company is not considered a significant CIF as per the condition of CySEC Circular C487 and as such, the limitation on directorships referred above is not applied to the Company's Directors for the year 2025.

4.9. Diversity Policy

According to Article 48 of the IFR, Investment Firms must have in place a policy on diversity about the selection of members of the management body.

The Group recognizes the value of a diverse and skilled workforce and management body, as diversity is an asset to organizations and linked to better economic performance.

The Group is committed to promoting a diverse and inclusive workplace at all levels, reflective of the communities in which it does business. It approaches diversity in the broadest sense, recognizing that successful businesses flourish through embracing diversity into their business strategy, and developing talent at every level in the organization. For this purpose, the Group takes into consideration various aspects such as broad industry experience, knowledge, independence, gender, age and cultural and educational background for the Board appointments. To this end, the Group considers itself diverse regarding its main workforce and has in place a Diversity Policy in relation to its management body and all employees.

The Group considers the following factors for the management body members selection:

- Integrity, honesty, and the ability to generate public confidence.
- Knowledge, skills, and experience with financial institutions ("fit-and- proper").
- Specialized skills and/or knowledge in accounting, finance, banking, law, business administration or related subjects.

- Financial literacy and professional experience, including risk management experience.
- Demonstrated sound and independent business judgment.
- Time commitment expected by the members.
- Diversity principles considered.

The main objectives of the Diversity Policy are:

- To engage a broad set of qualities and competences
- To achieve a variety of views and experiences
- To facilitate independent opinions and sound decision making within the management body.

5. Risk Management

5.1. Risk Management Framework and Governance

Risk Management is "the systematic application of management policies, procedures and practices to the tasks of establishing the context, identifying, analyzing, assessing, treating, monitoring and communicating". It is an iterative process that, with each cycle, can contribute progressively to organizational improvement by providing management with a greater insight into risks and their impact.

Managing risk effectively in a multifaceted organization, operating in a continuously changing risk environment, requires a strong risk management function. To this end, the Group has established an effective risk oversight structure and the necessary internal organizational controls to ensure that it identifies and manages its risks adequately, establishes the necessary policies and procedures, sets and monitors relevant limits and complies with the relevant legislation. In this respect, the Board and Senior Management of the Group are satisfied that the Risk Management framework is appropriate given the risk profile of the Group and its strategy.

The management and Board recognize that risk is embedded in all activities of the Group. To this end, the Group supports the implementation of a risk management framework. In this respect, the Group has established relevant Risk Appetite and Risk Assessment procedures. The Board and the Management accept a required level of risk to achieve the required level of return, considering the Risk Identification and Assessment procedures performed.

There is a formal structure for monitoring and managing risks across the Group, comprising of detailed risk management frameworks (including policies and supporting documentation) and independent governance and oversight of risk. To ensure effective risk management the Group has adopted the "three lines of defense" model of governance with clearly defined roles and responsibilities.

First line of defense: Managers are responsible for establishing an effective control framework within their area of operations and identifying and controlling all risks so that they operate within the Group's risk appetite and are fully compliant with Group policies and, where appropriate, defined thresholds.

Second line of defense: The Risk Management Function is responsible for proposing to the Board appropriate objectives and measures to define the Company's and Group's risk appetite and for devising the suite of policies necessary to control the business including the overarching framework and for independently monitoring the risk profile, providing additional assurance where required. Risk will leverage their expertise by providing frameworks, tools, and techniques to assist management in meeting their responsibilities, as well as acting as a central coordinator to identify enterprise-wide risks and make recommendations to address them.

The Compliance Officer reports to Senior Management and is responsible to establish, implement and maintain adequate policies and procedures designed to detect any risk of failure by the Group to comply with its obligations and put in place adequate measures and procedures designed to minimize such risk and to enable the competent authorities to exercise their powers effectively.

Third line of defense: Comprises of the Internal Audit Function which is responsible for providing assurance to the Board and senior management on the adequacy of design and operational effectiveness of the systems of internal controls.

5.2. Risk Management Process

The Group adopted and implemented its risk management process in order to create a robust and standardized procedure to manage each identified risk. The risk management process is an on-going and cyclical process which enables the Risk Management function to set the risk tolerance levels and the manner in which the risks will be identified, assessed, controlled and managed.

The risk management cyclical process of the Group contains six steps which every one of them has its significance. All the steps need to be considered in order to apply an appropriate and effective risk management process for each risk exposure.

In order for the Group to proceed to the initial assessment of risks, quantitative and qualitative measures are used. Once the assessment controls are set, the Group attempts to mitigate the significant risks identified and to monitor the progress on mitigation actions when defined. The process followed by the Group, could be described from the cycle below:

Figure: Continuous Risk Management Process

The Risk Manager identifies the risks the Group faces and records them in a Risk Register, along with details of the specific risk for each identified risk. Thereafter, each risk in the Risk Register is rated in terms of its probability of occurrence and potential financial impact; both estimated by the Risk Manager based on expert judgement, as well as previous events and experience.

The risks that arise from the implementation of the Group's strategic and business plans are regularly analyzed to ensure the adequacy of the relevant policies, procedures, and systems.

The Risk Register is discussed and finalized during a Risk Management Committee's meeting whereby the Senior Management has the opportunity to elaborate on the identified risks and comment on their materiality, as well as the overall methodology of the risk assessment. The Risk Register is reviewed at least annually by the Risk Manager, the Risk Management Committee, and the Senior Management.

The Group performs Stress Tests on the most significant risks identified; thus, it obtains a forward-looking view of the potential adverse results the risks may potentially have on the Group's Balance Sheet and Capital Adequacy.

The Group has adopted a robust internal governance framework on the basis of which its processes and procedures are governed on a daily basis, and which, combined with additional capital, where deemed necessary, ensures the mitigation of risks within the Group.

5.3. Risk Appetite

The Group defines risk appetite as the level of risk, by type and by business that the Group is prepared to incur given its strategic targets. Risk appetite is defined using both quantitative and qualitative criteria.

The risk appetite framework takes into account earnings sensitivities to business cycles and credit, market and operational events. The risk appetite is one of the strategic oversight tools available to the Management bodies. It underpins the budgeting process and draws on the ICARA, which is also used to ensure capital and liquidity adequacy under stressed economic scenarios.

Furthermore, the positioning of the business in terms of risk/return ratio as well as the Group's risk profile by type of risk are analyzed and approved by the Board. The Group's risk appetite strategy is implemented by the Risk Management Committee in collaboration with the Board and applied by all divisions through an appropriate operational steering system for risks, covering:

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

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

Connecting risk tolerance with strategic planning is usually defined as the "risk appetite" of the Group which is defined as "the amount and type of risk that an organization is willing to take in order to meet their strategic objectives". In this respect the risk appetite finds its existence somewhere between the policies, procedures, and controls.

5.4. Internal Capital Adequacy and Risk Assessment Process ("ICARA")

The purpose of capital is to provide sufficient resources to absorb unexpected losses over and above the ones that are expected in the normal course of business. The Group aims to maintain a minimum risk-to-asset ratio, which will ensure that there is sufficient capital to support the Group during stressed conditions.

Pursuant to Chapter 2 and Paragraph 18 of the CySEC Law 165(I)/2021 on the Prudential Supervision of Investment Firms, as part of its Pillar II Process, the Company should establish sound, effective and comprehensive arrangements, strategies and

processes to assess and maintain on an ongoing basis the amounts, types and distribution of internal capital and liquid assets that they consider adequate to cover the nature and level of risks which they may pose to others and to which the investment firms themselves are or might be exposed. These arrangements, strategies and processes shall be appropriate and proportionate to the nature, scale, and complexity of the activities of the Group and they shall be subject to regular internal review.

The ICARA falls within the scope of Pillar II and main objective is to enhance the Group's risk profile, risk management and risk mitigation systems, capital and liquidity levels.

ICARA Process includes, in addition to a Capital Adequacy Assessment Process (ICAAP), a Liquidity Adequacy Assessment Process and Contingent Funding Plan. The Internal Liquidity Adequacy Assessment Process (ILAAP) and all its components, including risk elaboration on liquidity risks that are applicable to the Group and Liquidity stress testing, will be incorporated within the Group's ICARA. the ICARA is considered an enhancement of ICAAP and ILAAP.

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

Following the implementation of the new prudential regulatory framework, the Company has already prepared its ICARA report, by establishing relevant assessments with respect to the capital and liquidity adequacy of the Group, designing financial projections and stress tests to reflect the K-Factor requirements. The methodologies of K-Factors and Liquidity Stress tests are incorporated into the ICARA report as well as the updated Risk Register which focuses on a harm-pose approach, identifying different potential risk events that may affect the Group's overall capital adequacy and liquidity position. The ICARA requires institutions to identify and assess risks not adequately covered in Pillar I. Additionally, the ICARA is used to promote a dialogue between CySEC and the Company, as CySEC assesses the ICARA through the Supervisory Review and Evaluation Process ("SREP").

6. Minimum Own Funds Requirements

The Group makes sure that at all times it maintains its Own Funds equal to at least 100% of the Total Minimum Capital Requirements. Further analysis of the Own Funds composition can be seen in this section.

The Company calculates its Own Funds Requirements in accordance with Regulation (EU) 2019/2033 (IFR) and monitors compliance with the applicable prudential ratios on an ongoing basis through internal capital monitoring procedures.

The Total Minimum Capital Requirements (the Own Funds Requirement "D" as defined in Article 11 of the IFR) are defined as the highest of the following:

- The Fixed Overhead Requirement (25% of the Fixed Overhead expenses) as per Article 13of IFR.
- The Permanent Minimum Capital Requirement (€300k) which corresponds to the initial capital that applies to the Group in accordance with Article 9 of the IFD.
- The K-Factor Requirement according to Article 15 of IFR.

The table below presents the key components of the Capital Adequacy (Own Funds) Ratio as of 31st of December 2025, as calculated on a Consolidated basis at the level of the Company. As it can be seen, as at 31st of December 2025 the Group's Own Funds Ratio amounted to 449.59% (which exceeded the regulatory minimum requirement of 100%).

Table: Capital Adequacy / Own Funds Requirements

As of 31st December 2025	**EUR Thousands**
Own Funds	
Common Equity Tier 1 Capital	3.909
Tier 1 Capital	3.909
Total Own Funds	**3.909**
Own Funds Requirements	
Permanent Minimum Capital Requirement	300
Fixed Overhead requirement	659
Total K-Factor requirement	869
Total Own Funds Requirement	**869**
CySEC Supervisory Buffer (PS-01-2019)	**2.000**
Overall Regulatory Floor (Higher of IFR or Buffer)	2.000
Surplus above Supervisory Floor	**1.909**
CET 1 Ratio	449.59%
Tier 1 Ratio	449.59%
Own Funds Ratio	**449.59%**

Composition of Regulatory Own Funds

The table below illustrates the composition of the Group's Own Funds as of 31st of December 2025, which is made up primarily of the following:

- Ordinary shares and related share premium accounts,
- Retained earnings,
- Other reserves.

Deductions from Common Equity Tier 1 capital:

- Losses from the current financial year,
- CET1 instruments of financial sector entities where the Company has a significant investment,
- Deferred tax assets that rely on future profitability and arise from temporary differences,
- CET1: Other capital elements, deductions and adjustments such as the Investors Compensation Fund contribution and the 3 per thousand additional cash buffer for the ICF as per CySEC Circular C162 and C334 respectively.

Table: EU IF CC1.01 - Composition of Regulatory Own Funds (Investment firms other than small and non-interconnected)

Ref	Common Equity Tier 1 (CET1) capital: Instruments and reserves	EUR '000	Source based on the balance sheet in management accounts (cross ref. to EU IF CC2)
1	**OWN FUNDS**	**3.909**	
2	**TIER 1 CAPITAL**	**3.909**	
3	**COMMON EQUITY TIER 1 CAPITAL**	**3.909**	
4	Fully paid-up capital instruments	2.267	Ref. 1 (Shareholders' Equity)
5	Share premium	4.307	Ref. 2 (Shareholders' Equity)
6	Retained earnings	(2.322)	Ref. 3 (Shareholders' Equity)
8	Other reserves	(319)	Ref. 4 (Shareholders' Equity)
17	(-) Losses for the current financial year	-	Ref. 3 (Shareholders' Equity)
20	(-) Deferred tax assets that rely on future profitability and arise from temporary differences net of associated tax liabilities	-	Ref. 4 (Assets)

24	(-) CET1 instruments of financial sector entities where the institution has a significant investment	(0)	Ref. 3 (Assets)
27	CET1: Other capital elements, deductions, and adjustments	(25)	Ref. 1&2 (Assets)
28	**ADDITIONAL TIER 1 CAPITAL**	-	
40	**TIER 2 CAPITAL**	-	

Reconciliation of Regulatory Own Funds

The table below illustrates the Group's reconciliation of Regulatory Own Funds with the management accounts as of 31st of December 2025.

Table: EU IFCC2: Own Funds: Reconciliation of Regulatory Own Funds to Balance Sheet in the management accounts

Ref	Balance Sheet item	Balance sheet as in management accounts EUR '000	Under regulatory scope of consolidation	Cross reference to EU IF CC1
As at 31/12/2025				
Assets – Breakdown by asset classes according to the balance sheet in the management accounts				
	Total Assets	**18.434**	**18.434**	
	of which:			
1	Deposit with Investors' Compensation Fund	25	25	Ref. 27
2	Additional Cash Buffer (part of cash and cash equivalents)	100	100	Ref. 27
3	Investments in subsidiaries	-	-	Ref. 24
4	Deferred tax assets	56	56	Ref. 20
Liabilities - Breakdown by liability classes according to the balance sheet in the management accounts				
	Total Liabilities	**14.418**	**14.418**	
Shareholders' Equity				
	Total Shareholder's equity	**3.934**	3.934	
	of which:			
1	Share capital	2.267	Ref. 4	Ref. 4
2	Share premium	4.307	Ref. 5	Ref. 5
3	Accumulated losses/	(2.322)	Ref. 6 &	Ref. 6 &

	Retained Earnings		17	17
4	Translation Reserve	(319)	Ref. 8	Ref. 8
5	Share-based Payment Reserve	-		

Main features of own instruments issued by the Group.

The table below illustrates the main features of the own instruments issued by the Group, as of 31st of December 2025.

Table: EU IF CCA: Own Funds: Main features of own instruments issued by the Group

Ref	EU IF CCA: Own Funds: Main features of own instruments issued by the Group	Common Equity Tier 1 Instruments
1	Issuer	SM Capital Markets Ltd
2	Unique identifier (e.g. CUSIP, ISIN or Bloomberg identifier for private placement)	N/A
3	Public or private placement	Private
4	Governing law(s) of the instrument	Cyprus Law
5	Instrument type (types to be specified by each jurisdiction)	Ordinary Shares
6	Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	EUR 2.267 Thousand
7	Nominal amount of instrument	EUR 2.267 thousand
8	Issue price	Various
9	Redemption price	N/A
10	Accounting classification	Shareholder's Equity
11	Original date of issuance	Various
12	Perpetual or dated	Perpetual
13	Original maturity date	N/A
14	Issuer call subject to prior supervisory approval	N/A
15	Optional call date, contingent call dates and redemption amount	N/A
16	Subsequent call dates, if applicable	N/A
	Coupons / dividends	
17	Fixed or floating dividend/coupon	Floating

18	Coupon rate and any related index	N/A
19	Existence of a dividend stopper	N/A
20	Fully discretionary, partially discretionary or mandatory (in terms of timing)	N/A
21	Fully discretionary, partially discretionary or mandatory (in terms of amount)	N/A
22	Existence of step up or other incentive to redeem	N/A
23	Noncumulative or cumulative	N/A
24	Convertible or non-convertible	Non-convertible
25	If convertible, conversion trigger(s)	N/A
26	If convertible, fully or partially	N/A
27	If convertible, conversion rate	N/A
28	If convertible, mandatory or optional conversion	N/A
29	If convertible, specify instrument type convertible into	N/A
30	If convertible, specify issuer of instrument it converts into	N/A
31	Write-down features	No
32	If write-down, write-down trigger(s)	N/A
33	If write-down, full or partial	N/A
34	If write-down, permanent or temporary	N/A
35	If temporary write-down, description of write-up mechanism	N/A
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	N/A
38	Link to the full term and conditions of the instrument (signposting)	N/A

6.1. K Factor Requirement

The K-factor requirement shall amount to the sum of the own fund requirements emanating from the following K-factors:

- Risk to Client (RtC)
- Risk to Market (RtM)

- Risk to Firm (RtF)

The Company calculates the K-Factor requirement in accordance with Articles 15–24 of Regulation (EU) 2019/2033, based on the nature, scale and complexity of its activities.

Further analysis of the above are provided in the following sections of this report.

6.2. Fixed Overhead Requirement

As per Article 13 of the IFR, the Fixed Overhead Requirement (FOR) is the amount that the Group is required to hold as eligible capital and is equal to at least one-quarter of its fixed overheads for the preceding year, calculated using figures resulting from the most audited annual financial statements, where available, after distribution of profits. As the Group is exempted from the accounting consolidation the fixed overheads expense is based on management accounts for the year ended on 31st December 2025. Under IFR it is required to report the Fixed Overhead Requirement on a quarterly basis.

Table: Fixed Overhead Requirement

31 December 2025	Amount (EUR '000)
Fixed Overhead Requirement	659
Annual Fixed Overheads of the previous year after distribution of profits	2.637
Total expenses of the previous year after distribution of profits	2.731
(-) Total deductions	(94)

6.3. Risk to Client

The K-factors under RtC capture client assets under management and ongoing investment advice (K-AUM), client money held (K-CMH), assets safeguarded and administered (K-ASA), and client orders handled (K-COH).

Table: Risk to Client K-Factor Requirements

As of 31 December 2025	K- Factor Requirement EUR '000
K-AUM	-
K-CMH	52

K-ASA	2
K-COH	71
Total RtC k-factor requirement	**125**

Client Money Held

Client Money Held ('CMH') means the amount of client money that an investment firm holds, considering the legal arrangements in relation to asset segregation and irrespective of the national accounting regime applicable to client money held by the investment firm.

For the year ended 31st of December 2025 the Group was subject to K-CMH since it held client money under a custodian capacity, and to this end it took all necessary and required measures to safeguard such money in accordance with the rules set by the CySEC in its Directive DI87-01 for the Safeguarding of Client Assets, Product Governance Obligations and Inducements.

The Group follows the guidelines set in the Article 15 and Article 18 of the IFR for the calculation of the K-CMH requirement. Under the said guidelines, the own funds requirements for K-CMH are equal to the EUR37k which correspond to the rolling average of the value of the total daily client money held, measured at the end of each business day for the previous nine months, excluding the three most recent months and is the arithmetic mean of the daily values from the remaining six months.

Based on the relevant calculations in the Group's capital requirements, the figure calculated shows that the Group's K-CMH as a part of the Risk to Client as of 31 December 2025 was as per below table:

Table: Client Money Held

31 December 2025	Exposure Value (EV) €'000	Coefficient	K-Factor Requirement €'000
CMH - Segregated (average amounts)	3.311	0.4%	13
CMH - Non - Segregated (average amounts)	7.804	0.5%	39

Assets Safeguarded and Administered

Assets Safeguarded and Administered or 'ASA' means the value of assets that an investment firm safeguards and administers for clients, irrespective of whether assets appear on the investment firm's own balance sheet or are in third-party accounts. For

the referenced year the Group was subject to k- ASA since it acted as custodian for the positions of its clients in real equities, however due to a small number of assets/securities held under custody, the K-ASA was NIL. As in the case of k-CMH, the Group takes all necessary measures to safeguard the rights of its clients with respect to these assets by adhering to the requirements of the CySEC Directive DI87-01 for the Safeguarding of Client Assets, Product Governance Obligations, and Inducements.

The Group follows the guidelines set in Article 15 and Article 19 of the IFR for the calculation of the K-ASA requirement.

Client Orders Handled

The Client Orders Handled k-factor reflects the value of orders that an investment firm handles for clients, through the reception and transmission of client orders and through the execution of orders on behalf of clients. During 2025 the Group was subject to this risk as it executed its clients' orders on an agency, Straight-Through-Processing basis.

The Group calculates its K-COH requirement in accordance with Articles 15 and 20 of the IFR, which consider the rolling average of the value of the total daily client orders handled by the Group, measured throughout each business day over the previous six months, excluding the three most recent months, and then the arithmetic mean of the remaining three months is derived.

The Group mitigates exposure to K-COH by complying with best execution requirements, performing due diligence on its liquidity providers, and offering negative balance protection to its clients in order to protect them from realising material losses in the event of unanticipated fluctuations in the prices of instruments they hold.

For the year referenced, the K-COH was EUR 70k.

6.4. Risk to Market

Market risk corresponds to the risk of a loss of value on financial instruments arising from changes in market parameters, the volatility of these parameters and the correlations between them. These parameters include but are not limited to exchange rates, interest rates and the price of securities (equity, bonds), commodities, derivatives, and other assets.

Market risk arises from the below major risk areas:

- Foreign Exchange risk: It is the risk of foreign exchange prices moving against the trading book and banking book exposures.
- Commodities risk: It is the risk of commodity prices moving against the Group's exposures in commodities.

- Equity risk: Prices of equities and indices might move against the related exposures in the trading book.
- Interest rate risk: It is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Based on the relevant calculations in the Group 's capital requirements, the figure calculated shows that the Group's K-NPR, as a part of the Risk to Market as of 31 December 2025, was as per the table below:

Table: Net Position Risk

K-Factor Net position risk (K-NPR)	K – factor requirement
Total standardised approach	**745**
Position risk	-
Equity instruments	-
Debt instruments	-
Of which: securitisations	-
Particular approach for position risk in CIUs	-
Foreign exchange risk	745
Commodities risk	-

As it can be seen and based on the license of the entities of the Group, for the year ended on 31st of December 2025 the Group was only subject to Market FX Risk, as a result of its on-Balance Sheet assets and liabilities maintained in currencies other than its reporting currency, and specifically in USD, GBP and KES. Furthermore, funds deposited by clients may not always be maintained in clients' user currency, which represents the currency at which the Company has an obligation to repay clients' account balances but may be converted instead to other currencies on the basis of management's decisions. This may expose the Group to foreign exchange risk. The Group's management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

6.5. Risk to Firm

Trading Counterparty Default

Trading Counterparty Default ('TCD') means the exposures in the trading book of an investment firm in instruments and transactions giving rise to the risk of TCD. In other words, the trading Counterparty Default is the investment firm's exposure to the default of their trading counterparties, including clients and liquidity providers. See below the list of instruments and transactions that give rise to TCD:

- Derivative contracts

- Long settlement transactions
- Repurchase transactions.
- Securities or commodities lending or borrowing transactions.
- Margin lending transactions
- Any other type of SFTs
- Credits and loans

It is noted that the Group is not exposed to the risk of TCD as it performs Straight-Through Processing for all its clients' transactions.

Daily Trading Flow

Daily Trading Flow ('DTF') means the daily value of transactions that an investment firm enters through dealing on own account or the execution of orders on behalf of clients in its own name, excluding the value of orders that an investment firm handles for clients through the reception and transmission of client orders and through the execution of orders on behalf of clients which are already taken into account in the scope of client orders handled.

It is noted that the Group is not exposed to the risk of DTF as it executed all its client trades on an agency basis. These trades are covered under K-COH.

Concentration Risk (k-CON)

Concentration Risk means the exposures in the trading book of the investment firm to a client or a group of connected clients the value of which exceeds the following limits:

- An investment firm's limit with regard to the concentration risk of an exposure value with regard to an individual client or group of connected clients shall be 25% of its Own Funds.
- Where that individual client is a credit institution or an investment firm, or where a group of connected clients includes one or more credit institutions or investment firms, the limit with regard to concentration risk shall be the higher of 25% of the investment firm's own funds or EUR 150 million.

The Group is not exposed to the risk of K-CON since as of the 31st of December of 2025 it did not maintain a Trading Book. Further to the above, in the below table indicates detailed information on the Group's K-Factor amount and K-factor requirement as of 31st of December 2025, and as per the relevant Articles of the IFR:

Table: K-factor amount and K-factor requirement (EUR '000)

As of 31st December 2025	Factor Amount	K – factor requirement

Total K-Factor requirement		**869**
Risk to Client		**125**
Assets under management	-	-
Client money held – Segregated	3.311	13
Client money held – Non-segregated	7.804	39
Assets safeguarded and administered	4.654	2
Client orders handled – Cash trades	115	0
Client orders handled – Derivatives trades	704.881	70
Risk to Market		**745**
K-Net positions risk requirement		745
Clearing margin given	-	-
Risk to Firm		**-**
Trading counterparty default		-
Daily trading flow – Cash trades	-	-
Daily trading flow – Derivatives trades	-	-
K-Concentration risk requirement		-

6.6. Liquidity Risk and Requirement

Liquidity requirement in the scope of the new prudential framework for the investment firms set out by the IFR and IFD corresponds to the risk that the Group will not be able to meet its cash needs and/or other obligations. In addition to that, CySEC has the power to impose additional or specific liquidity requirements if it deems that elements of Liquidity risk are not sufficiently covered.

Liquidity risk may emerge in the form of insufficient liquid assets to meet liabilities as they fall due. Another source of Liquidity risk is liquidity providers increasing their margin requirements, during periods of high market volatility, requiring additional funds. Inability of matching the margin requirements, may result in closure of open positions and inability to hedge effectively.

In accordance with Article 43 of Regulation (EU) 2019/2033 (IFR), the Company maintains liquid assets equivalent to at least one third of its Fixed Overhead Requirement [note: the calculation of the fixed overhead requirement is explained at the related section of the Disclosures). The table below indicates the liquidity requirement as at 31st of December 2025, compared to the actual liquid assets held by the Group. As can be seen, the Group's liquid assets exceeded its Liquidity Requirement.

Table: Liquidity Requirement

31 December 2025	**Amount (EUR '000)**

Liquidity Requirement	**220**
Total liquid assets	**433.90**

The Group assess its liquid assets on an ongoing basis. Additionally, the Group has procedures with the object of minimizing the risk of losses which may arise as a result of an unmatched position by maintaining sufficient cash balance.

7. Residual and Other Risks and Mitigating Controls

Implementing an efficient risk management structure is a critical undertaking for the Group, in all businesses, markets and regions in which it operates. The Company's risk management is supervised at the highest level to be compliant with the regulations enforced by CySEC and the European regulatory framework.

Apart from the risks that were introduced in the K-factor framework by the IFR, which are purely Pillar I risks, as part of the Disclosures the Group also refers to the following risks, some of which are partially reflected in the k-factors, while others are not captured at all by them and are thus regarded as Pillar II risks (they are captured in ICARA process).

The Group operates in the financial services industry and considers a number of additional risks as also very important; hence they are continuously monitored to be mitigated if required. These risks are discussed further below.

During 2025, the Group continued to enhance its risk management framework in light of evolving regulatory requirements, including developments under the Investment Firms Regulation (IFR) and the Digital Operational Resilience Act (Regulation (EU) 2022/2554), ensuring that both financial and non-financial risks are appropriately identified, assessed and mitigated.

7.1. Credit Risk

Credit risk is the risk of loss that the Group would incur if any counterparty to the Group fails to perform its contractual credit obligations. Country risk arises when an exposure (loan, security, guarantee or derivative) becomes liable to negative impact from changing political, economic, social and financial conditions in the country of exposure.

The Group has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history and monitors on a continuous basis the ageing profile of its receivables. Cash balances are held with high credit quality

financial institutions, and the Group has policies to limit the amount of credit exposure to any financial institution.

Clients cannot commence trading unless funds have been deposited into their account and their deposits have been cleared. Once trading begins, a given margin is tied, or held as collateral, protecting the Group if the position goes against the client. If account equity drops below a certain predefined level, under normal market conditions all client positions are automatically closed, therefore eliminating the risk that clients will lose more money than already deposited in their account.

7.2. Operational Risk other than DTF

Operational risk is the risk of loss arising from inadequate or failed internal processes, employees and systems, error, omission, inefficiency, systems failure or from external events. The Group's policies and internal controls outline the processes and procedures to be followed by its employees, the reporting lines in place, and each department's functions and responsibilities. The aim of the policies and controls is to minimize the Operational risk the Group faces. This is supported during the Internal Auditor inspection review every year.

The Group's operations are closely dependent on information technology and subsequently the Group has prepared a comprehensive business contingency and disaster recovery plan with recovery procedures and actions to be followed, in case of damage to any vital part of the Group's structure and to ensure it will continue to operate in the event of the occurrence of circumstances beyond its control.

During 2025, the Company further enhanced its operational risk management framework in line with Regulation (EU) 2022/2554 on Digital Operational Resilience (DORA). In this context, the Company strengthened its ICT risk governance, incident reporting procedures, third-party ICT service provider oversight and the maintenance of the Register of Information, aiming to ensure operational continuity and resilience against ICT-related disruptions.

7.3. Strategic Risk

Strategic risk corresponds to the unintended risk that can result as a by- product of planning or executing the strategy. A strategy is a long-term plan of action designed to allow the Group to achieve its goals and aspirations. Strategic risks can arise from:

- Inadequate assessment of strategic plans
- Improper implementation of strategic plans; or
- Unexpected changes to assumptions underlying strategic plans.

- Adverse business decisions made by the management.

The Group to mitigate this risk, ensures that it remains at all times in a competitive position and in cases of a turmoil, the management will report to the Board the consequences of the event and will assess the impact of the event on its existing and future business plans.

7.4. Reputational Risk

Reputational risk can arise from direct Group actions or by actions of third parties that the Group may or may not have a relationship with. Such Group actions may include internal security breaches, employee fraud, client misinformation, mistakes in handling client requests and any other actions that can lead to significant negative public opinion and subsequently loss of business and income. Third party actions can include problems with the provision of the outsourced services that can lead to operational interruptions, database hosting and security, spreading of rumors and unsubstantiated information.

Reputational risk may also arise from failures in the implementation of restrictive measures, AML/CFT obligations or other European supervisory expectations, particularly in light of the strengthening of the EU sanctions framework and the establishment of the Anti-Money Laundering Authority (AMLA).

The Group strives to preserve its reputation by adhering to applicable laws and regulations, and by following its core values and principles, which include integrity and good business practice. The Group centrally manages certain aspects of Reputational risk, for example communications, through functions with the appropriate expertise. It also places great emphasis on the information technology security which is one of the main causes of such Reputation risk manifestation.

7.5. Business Risk

This includes the current or prospective risk to earnings and capital arising from changes in the business environment, including the effects of deterioration in economic conditions. Research on economic and market forecasts is conducted with a view to minimizing the Group's exposure to Business risk. These are analyzed and taken into consideration when implementing the Group's strategy.

7.6. Capital Risk

This is the risk that the Group will not comply with capital adequacy requirements. The Group 's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Group has a regulatory obligation to monitor and implement policies and procedures for Capital risk management. Specifically, the

Group is required to test its capital against regulatory requirements and has to maintain a minimum level of capital. This ultimately ensures the going concern of the Group.

The Group is further required to report on its capital adequacy on a regular basis (on a quarterly basis Capital Adequacy Forms, excel-to-XBRL CoRep templates are submitted to CySEC) and has to maintain at all times a minimum Capital Adequacy Ratio which is set at 100% for Pillar I purposes, plus any additional capital needs that may arise from its Pillar II assessment process. Management monitors such reporting and has policies and procedures in place to help meet the specific regulatory requirements.

7.7. Regulatory Risk

This may arise as a result of negligent actions by the Senior Management and /or staff members, and may lead to fines, loss of license and / or another form of disciplinary action by the regulatory authority. As a result, the Group's reputation will be adversely affected.

The Company maintains strong Compliance and Internal Audit departments, which perform frequent inspections on the Group's processes and procedures. Should a non-compliance issue arise, all appropriate measures are immediately taken to rectify the issue. Both the Compliance Officer and the Internal Auditor are qualified and well trained and remain abreast with any new regulatory developments. The potential of such risk arising is considered low.

7.8. Legal and Compliance Risk

The Group may, from time to time, become exposed to this type of risks, which could manifest because of non-compliance with local or international regulations, contractual breaches or malpractice.

The probability of such risks manifesting is relatively low due to the detailed internal procedures and policies implemented by the Group and the regular reviews performed by the Compliance Officer. Additionally, the management consists of individuals of suitable professional experience, ethos and integrity, who have accepted responsibility for setting and achieving the Group's strategic targets and goals. In addition, the Board meets regularly to discuss such issues and any suggestions to enhance compliance are implemented by management. Any changes to local, EU and third country Regulations, Directives, and Circulars are being constantly monitored and acted upon, ensuring that the Group is always compliant with them. The Compliance Officer established adequate internal policies and procedures that are not only in accordance with regulatory obligations but also with best industry practice.

7.9. Legal and Compliance Risk

Information Technology risks could occur because of inadequate information technology security, or inadequate use of the Company's information technology. For this purpose, policies have been implemented regarding back-up procedures, software maintenance, hardware maintenance, as well as use of both hardware and software intrusion aversion measures, such as (but not limited to) firewalls, anti-virus software, use of security keys, access restrictions, network fencing and encryption techniques. Materialization of this risk has been minimized to the lowest possible level, given the Company's current complexity of its operations and the services it offers to its clients.

The Information Technology Function of the Company is outsourced to Scope Markets Services (CY) Ltd, an entity belonging to the same group as the Company, which is responsible for the maintenance and upgrade of IT infrastructure, administration of the development and maintenance of business application systems, data availability and analysis for management information purposes, and IT equipment maintenance (both hardware and software) to ensure low downtime levels and negligible business interruption periods.

In alignment with Regulation (EU) 2022/2554 on Digital Operational Resilience (DORA), the Company has strengthened its framework for managing ICT-related risks. This includes enhanced oversight of third-party ICT service providers, formalised procedures for incident identification and reporting, regular resilience and continuity testing, and the maintenance of a comprehensive Register of Information.

8. Remuneration

The remuneration structure at the Group is an integral part of its corporate governance framework, designed to align with the Group's strategic objectives, business and risk management strategy, and the long-term interests of all stakeholders. This comprehensive approach to remuneration supports the Group's goal of attracting and retaining top talent, discourages excessive risk-taking, and promotes an ethical corporate culture.

The policy encompasses all forms of payments or benefits, including financial remuneration such as salaries and cash bonuses, as well as non-financial remuneration including career advancement opportunities and training. These components are structured to ensure they do not encourage behavior contrary to the Group's clients' best interests or Group corporate ethical standards. The relevant components are divided into Fixed Remuneration component and Variable Remuneration component.

8.1 Fixed Remuneration

Fixed remuneration is systematically determined by the role's demands, including the complexity, responsibility, and the professional skills required. Each position's remuneration is calibrated according to the educational level, experience, and accountability required, ensuring competitiveness within our sector and parity with market conditions.

This component of remuneration includes not just the basic salary but also encompasses various benefits, reflecting the Group's commitment to the welfare of its employees. Such benefits include, but are not limited to, contributions to health insurance, allowances for maternity and paternity leave, and provisions for remote working arrangements. These benefits are provided uniformly across all applicable roles and are not dependent on performance measures, thus fostering a stable and supportive work environment.

8.2 Variable Remuneration

Variable remuneration at the Group is merit-based, designed to acknowledge and reward employees who significantly exceed the performance expectations of their roles. This part of the remuneration policy is crafted to support long-term sustainable results and align employee objectives with the broader strategic goals of the Group.

The structure of variable remuneration is governed by a rigorous set of qualitative and quantitative performance criteria. It includes assessments of individual and team performance, compliance with regulatory standards, and contributions to the Group's risk management practices. The total variable remuneration for all individuals included in the below table do not exceed 100% of the fixed component unless specific conditions are met, whereupon shareholder approval can extend this cap to 200%.

Significantly, the variable component is strictly regulated to prevent conflicts of interest and ensure that it does not encourage risk levels beyond the Group's established risk appetite. In line with regulatory guidelines, this component includes provisions for claw back in cases of non-compliance or if the set performance targets are not met.

Governance of Remuneration

The Board of Directors, with inputs from the Compliance and Risk Management functions, holds the ultimate responsibility for approving and reviewing the Remuneration Policy. This oversight ensures that the policy remains compliant with applicable laws and regulations, including CySEC directives and ESMA guidelines.

The Board also ensures that the remuneration practices do not adversely affect the quality of service to clients or the competitiveness of the Group. They periodically

assess the effectiveness of the remuneration policy in achieving its intended goals, making adjustments as necessary to address any emerging risks or market changes.

Annual Review and Reporting

The remuneration policy, which details the entire structure and payouts across different levels of the Group, is regularly reviewed. It ensures that all stakeholders, including shareholders and regulatory bodies, are informed of our remuneration practices and their outcomes.

The remuneration policy also ensures that all remuneration practices at the Group is transparent, equitable, and aligned with both corporate and regulatory standards.

It is also noted that variable remuneration awarded in 2025 was under a deferral arrangement, which vested in 2026. The relevant amount has been paid in the early months of 2026.

The aggregate amounts of remuneration for the year 2025, broken down by Senior Management, Non-Executive Directors and members of staff whose actions have a material impact on the risk profile of the Group, are presented below:

Table: Aggregate Remuneration awarded in 2025 broken down by Senior Management and Other Staff

31 December 2025 (EUR '000)	No. of staff	Fixed	Variable	Non-cash	Total
Senior Management (Executive and Non-Executive Directors)	10	352	-	-	353
Heads of Departments & Other members of staff whose actions have a material impact on the Group's risk profile	15	296	45	-	362
Grand Total	**25**	**670**	**45**	**-**	**175**

Note 1: *The first category above relates to the Company's Executive Directors and the Non-Executive Directors.*

Note 2: *The second category above includes the management of the Company other than the executives mentioned in Senior Management above.*

Note 3: *All variable remuneration was awarded in the form of cash. The variable remuneration is under deferral arrangement which will be vested in 2026. The relevant amount has been paid in the early months of 2026.*

Furthermore:

- The Group did not award any guaranteed variable remuneration during 2025.
- The Group did not award severance payments during 2025.

9. Investment Policy

Subject to the conditions specified below, Investment Firms should disclose the following information in accordance with Article 52 of the IFR:

- The proportion of voting rights attached to the shares held directly or indirectly by the investment firm, broken down by Member State and sector,
- A complete description of voting behavior in the general meetings of companies, the shares of which are held in accordance with paragraph.2 of Article 52 of IFR, an explanation of the votes, and the ratio of proposals put forward by the administrative or management body of the company which the investment firm has approved,
- An explanation of the use of proxy advisor firms, and
- The voting guidelines regarding the companies the shares of which are held in accordance with paragraph 2 of Article 52 of IFR.

Investment Firms which meet the criteria of Paragraph 26(8)(a) of CySEC Law 165(I)/2021, whose on-and-off balance sheet assets on average over the 4 preceding years are less than €100m, are exempted from the disclosure requirement regarding investment policy.

The Company's average on and off-balance sheet assets for the preceding four-year period are less than €100m and as such it meets the criteria of paragraph 26(8) of the said Law. Therefore, the Group is exempted from the disclosures requirement regarding investment policy.

10. Environmental, Social and Governance Risks

From 26 December 2022, investment firms meeting certain criteria shall disclose information on environmental, social and governance risks (ESG risks), including physical risks and transition risks, as defined in the EBA's report referred to in Article 35 of the IFD. The information on ESG shall be disclosed once in the first year and biannually thereafter.

Investment Firms which meet the criteria of Paragraph 26(8)(a) of the CySEC Law 165(I)/2021, whose on-and-off balance sheet assets on average over the preceding 4-year period are less than €100m, are exempted from the disclosure of information on ESG risks, including physical risks and transition risks as per Article 35 of IFD.

The Company's average on and off-balance sheet assets for the preceding 4-year period are less than €100m and as such it meets the criteria of paragraph 26(8) of the Law. Therefore, the Group is exempted from the disclosure's requirement regarding these risks.