



PKF PCC Cell 2

(Incorporated in the Republic of Seychelles on 10 August 2017)

(Company Number 196036)

("PKFPCC2" or "the Cell")

ISIN: SC1725IFEJ93

NOTICE OF BONDHOLDERS' MEETING

Notice is hereby given to bondholders of PKFPCC2 (the "Bondholders") that a bondholders' meeting (the "Bondholders' Meeting") will be held on 6 September 2024 at 12:00PM (GMT+4) Seychelles Time at 104 First Floor, Waterside Property, Eden Island, Seychelles.

The Bondholders' Meeting is being called subsequent to a demand received on 7 August 2024 (a full 2 days prior to receiving the proposal mentioned in the demand) by the Cell from the bondholders listed below, representing more than 10% of the bonds currently in issue, with the purpose of voting for or against the proposed debt-for-equity swap received from IEC Credit Group SL (the "Debt-for-Equity Swap") by way of the proposed Special Resolution put forth by these bondholders.

- SuperKeeper Pty Ltd as trustee for RestNPlay SMSF
- POTB Pty Ltd as trustee for Muda Jake Trust
- Vaingirl Nominees Pty Ltd as trustee for Hector Henry Holdings Trust

As is the right of the directors, an additional Ordinary Resolution has been proposed to be voted on in the meeting.

Disclaimer Notice: The information contained in this communication, including attachments, is not to be construed as advice unless specifically referred to as "Advice". Moreover, this communication does not constitute an offer to sell or the solicitation of an offer to buy.

PKF Capital Markets (Seychelles) Limited is a member firm of the PKF International Limited family of legally independent firms. PKF Capital Markets (Seychelles) Limited is a licensed Securities Dealer with the Financial Services Authority of Seychelles (SD001) and a member of MERJ Securities Exchange.

The particulars of the Ordinary Resolution:

“It be resolved that bondholders approve a formal investigation into the possible intentional or reckless insolvency situation of IEC or possible fraud by IEC and/or its directors, including but not limited to Sam Prasad (“SP”) as the director and Paul Mathieson (“PM”) as a de-facto administrator/director of IEC and beneficiaries of some of the loan capital disbursed in contravention of the loan agreement in their capacity as directors and shareholders of both Investment Credit Evolution PLC and Investment Evolution Credit SA. This proposed investigation is to be extend to any person found to be colluding with IEC and/or its director and/or de-facto director/administrator in the insolvency situation of IEC or to hide this possible fraud.”

Information pertaining to Ordinary Resolution 1 can be found in **Annexure A** of this notice.

The particulars of the proposed Debt-for-Equity Swap, as received from IEC Credit Group SL on 9 August 2024 are as follows:

“IEC Credit Group SL proposes that PKF PCC waive 100% of its outstanding loan balance, 100% of its outstanding or future interest balance and all current or future claims against the company, its directors, its shareholders and/or its associates in exchange for 1,350,394 shares in Investment Evolution Credit plc (public listed company on AQSE stock exchange in London under the stock ticker IEC). The shares represent 100% of the shareholding in IEC held by the sole Director of IEC Credit Group SL.

If the debt-for-equity swap is not approved by 75% of bondholders to then automatically apply to 100% of bondholders, then the bondholders who vote FOR the proposal will receive their pro rata allocation of the 1,350,394 shares in Investment Evolution Credit plc. For example, if 40% of the bondholders voted FOR the proposal, then those 40% only would swap their 40% of PKF PCC 2 bonds for 40% of the Investment Evolution Credit plc shares offered by IEC Credit Group SL. Bondholders who accept this debt-for-equity swap pro-rata allocation agree to waive 100% of the face value of their PKFPCC2 bonds in issue plus 100% of accrued interest relating to their PKFPCC2 bonds but retain full rights to any financial and legal claims against PKF PCC and PKF PCC directors.

Note that this proposal from IEC Credit Group SL does NOT include PKF PCC bondholders waiving any current or future claims against PKF PCC, its directors, its shareholders and/or its associates.”

Error in the proposal:

The internal workings of PKF PCC and the relationship between PKF PCC and its bondholders do not form part of the relationship between IEC and PKF PCC.

The bonds issued by PKF PCC are secured with limited recourse to the underlying cellular assets for the cell that has issued the class of bond. This limited recourse is to the assets held by PKF PCC in relation to the capital raised, being the loan with IEC. Should bondholders choose to accept the debt-for-equity swap offer, the limited recourse will have been exercised and bondholders will have no further claims against PKF PCC, its directors, its shareholders and/or its associates in this regard.

The full proposal including any supporting documentation can be found in **Annexure B** of this notice.

The face value of PKFPCC2 bonds in issue plus accrued interest as at 31 July 2024 is EUR 4,968,771.91.

In consideration of the nature of the proposal at hand, a special resolution, representing a majority of at least 75% (seventy-five per cent) of the Bonds represented at the Bondholders' Meeting is required in order to approve the terms of the Debt-for-Equity Swap.

Should the Special Resolution proposed by bondholders representing more than 10% of the bonds in issue be passed, all Bondholders will receive a pro-rata share of the 1,350,394 Investment Evolution Credit plc in proportion to the face value of the PKFPCC2 bonds held by them, plus accrued interest on same, thereby exercising the right to the limited recourse security of the PKF PCC bonds.

Should the Special Resolution proposed by bondholders representing more than 10% of the bonds in issue not be passed, Bondholders voting FOR the resolution will receive a pro-rata share of the 1,350,394 Investment Evolution Credit plc in proportion to the face value of the PKFPCC2 bonds held by them, plus accrued interest on same, thereby exercising the right to the limited recourse security of the PKFPCC2 bonds.

Opinion of the PKF PCC directors:

The Proposal is identical to the previous proposal rejected by bondholders. The only addition is that bondholders who vote FOR the proposal will receive a pro-rata share of the proposal, whether the proposal is accepted or not, thereby exercising the right to the limited recourse security of the PKFPCC2 bonds.

Information included in the proposal:

- IEC Credit Group SL Annual Accounts 31.12.2022
 - o These are not the accounts of the company but are rather the corporate fillings of the company, which provides very little information regarding the business being conducted.
 - o There is also no reference to the EUR 2.2m in outstanding debt to PKF PCC.
- IEC Credit Group SL Annual Accounts 31.12.2023
 - o This is not 2023 but a repeat of 2022 from above.
- IEC Credit Group SL Interim Accounts 30.06.2024
 - o These interim accounts are self-generated and as such cannot be validated. Despite requests for company records there are still notable exclusions including:
 - Where is the consumer loan book.
 - Where is the EUR 800,000 referred to below
 - Where is the accrued unpaid interest
- Investment Evolution Credit plc AQSE Audited Financials 30.06.2023
- Investment Evolution Credit plc AQSE Interim Financials 30.11.2023

Information not provided in the proposal:

- An explanation of where and how the PKF PCC loan funding has been spent and why this is not recoverable, supported by:
 - o The general ledger of IEC Credit Group SL for all years;
 - o The bank statements of IEC Credit Group SL for all years;
- The whereabouts of approximately EUR 800,000 received by IEC since the end of December 2023;

- Third party confirmation of the existence and availability of the IEC PLC shares being offered. PM has verbally stated to a PKF PCC bondholder and shareholder of IEC PLC that SP's shares will be split among the current IEC PLC shareholders.
- A business plan for Investment Evolution Credit PLC showing:
 - o Short, medium and long-term plans of the company;
 - o A description on how these plans will be executed in order to provide bondholders with value;
 - o A financial model detailing earnings growth to support an increase in market value;
 - o Details of where growth capital will be sourced to support the going concern assertion as specified in the reporting accountants report; and
 - o The effects of any anticipated dilutions on the shares to be issued in the proposal.

The directors of PKF PCC do not believe that sufficient information has been received from IEC Credit Group SL to make an evaluation in respect of the proposed Debt-for-Equity Swap. An evaluation by its very nature needs to include evaluating the recoverability of the PKF PCC loan to IEC, whether from the company, its directors or its debtors and the related timeframes.

Bondholders are urged to review the available information and determine how they would like to proceed.

The agenda and resolutions being put forth are included hereunder:

Agenda:

- 1. Welcome and election of chairman**
- 2. Ordinary Resolution 1: Formal Investigation**

"It be resolved that bondholders approve a formal investigation into the possible intentional or reckless insolvency situation of IEC or possible fraud by IEC and/or its directors, including but not limited to Sam Prasad ("SP") as the director and Paul Mathieson ("PM") as a de-facto administrator/director of IEC and beneficiaries of some of the loan capital disbursed in contravention of the loan agreement in their capacity as directors and shareholders of both Investment Credit Evolution PLC and Investment Evolution Credit SA. This proposed investigation is to be extend to any person found to be colluding with IEC and/or its director and/or de-facto director/administrator in the insolvency situation of IEC or to hide this possible fraud."

- 3. Special Resolution 1: Debt-for-Equity Swap**

"It is resolved that the formal debt-for-equity swap proposed by IEC Credit Group SL dated 9 August 2024 (full 50+ page IEC Credit Group SL proposal with financial details of both IEC Credit Group SL and Investment Evolution Credit plc was provided with the notice of meeting), whereby PKF PCC shall waive 100% of its outstanding loan balance, 100% of its outstanding or future interest balance and all current or future claims against IEC Credit Group SL, its directors, its shareholders and/or its associates in exchange for 1,350,394 shares in Investment Evolution Credit plc (public listed company on AQSE stock exchange in London under the stock ticker IEC), and whereby bondholders agree to the waiver of 100% of the face value of the PKFPCC2 bonds in issue plus 100% of accrued interest relating to the PKFPCC2 bonds in issue in exchange for 1,350,394 shares in Investment Evolution Credit plc (public listed

company on AQSE stock exchange in London under the stock ticker IEC) be approved and accepted.”

As per the offer received from IEC, if the debt-for-equity swap is not approved by 75% of bondholders, then the bondholders who voted FOR the proposal are exercising their limited recourse as detailed in this notice.

4. Other Matters

As requested in the demand for Bondholders' Meeting:

“Explanation by PKF PCC why January 2024 interest received from IEC Credit Group SL was retained by PKF PCC instead of being correctly and legally paid to PKF PCC bondholders.”

In this regard, bondholders are advised that interest of EUR 77,257.50 was received by PKF PCC from IEC, which is the last payment of interest received from IEC. IEC informed PKF PCC of their financial hardship prior to this interest being payable and interest payments were suspended. This amount therefore forms part of the underlying cellular assets. Bondholders who claim limited recourse to the underlying cellular assets will be entitled to receive proportionate share of this amount.

Voting and Proxies

Each Bondholder entitled to attend and vote at the Bondholders' Meeting may cast one vote for each PKFPCC2 Bond owned at close of market on the day prior to the date of the Bondholders' Meeting in accordance with the records registered in the Securities Register.

A Bondholder entitled to attend and vote at the Bondholders' Meeting is entitled to appoint one or more proxies (who need not be a Bondholder) to attend, vote and speak in his/her stead.

A form of proxy is attached for the convenience of any Bondholder who cannot attend the Bondholders' Meeting. The completed forms of proxy must be completed and submitted by email to cosec.sc@pkf.com or delivered to the office of the PKF PCC (105 First Floor, Waterside Property, Eden Island, Seychelles) to be received by 16h00 on Wednesday 4 September 2024 (GMT+4) Seychelles Time.

Electronic Participation

Bondholders may attend the meeting by way of electronic communication. Bondholders who wish to participate in the Bondholders' Meeting via the electronic communication will be required to register to attend the Bondholders' Meeting by advising the Cell thereof by no later than 16h00 on Wednesday 4 September 2024 (GMT+4) Seychelles Time by email to cosec.sc@pkf.com by submitting the relevant contact details including email address, cellular number, as well as full details of the Bondholder's title to and amount of bonds. Upon receipt of the required information, the Bondholder concerned will be provided with a link to attend the Bondholders' Meeting.

Bondholders who wish to participate in the Bondholders' Meeting by way of electronic communication must note that they will not be able to vote during the Bondholders' Meeting. Such Bondholders, should they wish to have their vote counted at the Bondholders' Meeting must complete the form of proxy and submit same before 16h00 on Wednesday 4 September 2024 (GMT+4) Seychelles Time by email to cosec.sc@pkf.com by submitting

the relevant contact details including email address, cellular number, as well as full details of the Bondholder's title to and amount of bonds.

By order of the PKF PCC Board

Dated this 19th day of August 2024

Company Secretary

PKF Capital Markets (Seychelles) Limited

ANNEXURE A

Background information to Ordinary Resolution 1, to institute an investigation into the possible intentional or reckless insolvency situation of IEC or a possible fraud committed by IEC and/or its Director and/or de-facto director/administrator, including but not limited to Sam Prasad and Paul Mathieson and to any person found to be colluding with them in the insolvency situation of IEC:

The situation:

1. PKF PCC has provided loan funding to IEC Credit Group SL [IEC]. The loan funding was specifically to be applied to funding of the IEC micro lending loan book and working capital expenses of the company. IEC has minimal employees and very low operating costs as confirmed by Sam Prasad [SP] in the court fillings:

“Reason For Current Financial Situation Section.

Insufficient Funding for Lending to Spain Customers

The actual funding received has been insufficient to support the intended growth of IEC Credit Group SL in Spain required to reach breakeven and profitability. The funding received in 2023 was only sufficient to continue to meet repayments of PKF corporate interest payments at 30% interest and PKF loan redemption repayments which were the main use of funds, along with relatively minor standard operating expenses of legal fees, accounting fees, and lending system fees for continuing operations.”

2. The micro lending loan book does not include the making of substantial loans to group and related companies for listings or to fund working capital of those other companies. If this is found to have happened, the recoverability of these loans, regardless of the contravention of the terms of the agreement, would need to be determined.
3. Working capital does not include the payment of interest (for which SP stated that the funds were used, in the court fillings extract above) on the loan capital, the funding of capital assets or the funding of other group and related companies.
4. At no point did PKF PCC commit to raising any specific amount of loan funding for IEC or agree to any timelines.
5. On 26 March 2024, PKF PCC received confirmation that IEC is experiencing financial hardship. This came as a surprise to PKF PCC as no indication of this was ever provided in the 40+ meetings in the preceding 3 years held with both Paul Mathieson [PM] and SP.
6. During these meetings the following topics were discussed with PM and SP:
 - 6.1. IEC's business performance;
 - 6.2. Drawdown amounts;
 - 6.3. Interest dates;

- 6.4. When interest payments were expected to be paid;
 - 6.5. The value expected from clients to invest so that IEC could plan on the loans they can do going forward. IEC needed an idea of flows because they needed to inform their market makers of the expected flows;
 - 6.6. Possible redemptions; and
 - 6.7. The promotion of the bond.
7. PM always took the lead on behalf of IEC in these meetings, expressing the great demand for micro loans they had, and pushing for greater investment.
 8. Following the initial notification received on 26 March 2024, mentioned above, PKF PCC received several emails stating that the current discussions were subject to confidentiality requirements in terms of both our loan agreement and the Spanish courts, hence the ambiguous nature of the announcement published by PKF PCC on 15 April 2024. Once PKF PCC had legally verified that this is in fact not the case, further details were published on 23 May 2024. PM's response to PKF PCC publishing this information to keep bondholders informed was that the directors of PKF PCC are **stupid people**, as stated in an email from him on 23 May 2024.
 9. Additionally, roughly EUR 800,000 paid by PKF PCC to IEC since the end of December 2023 has not been applied to interest payments (as stated by SP in the court filings extract included above) and given that IEC has low overheads, has seemingly vanished.
 10. PKF PCC has reason to believe that a possible fraud has been committed against it, to the detriment of its bondholders.

Reasons for the belief that a possible fraud has been committed:

11. On 1 May 2024, PKF PCC received the court filings made by SP in relation to the insolvency of IEC.
12. On 7 May 2024, PM held a meeting with Dan Carter and Justin Porteous in Cape Town. At this meeting the following was discussed with PM:
 - 12.1. PM initially placed the blame for the issues being experienced by IEC on PKF PCC, and
 - 12.2. then switched to placing the blame on SP for poor administration of the funds, stating that SP is refusing to provide PM with any financial information relating to IEC.
 - 12.3. PM also stated that IEC had funded EUR 500,000 to pay for the failed listing on EuroNext Paris of Investment Evolution Credit SA. PM is, and to the best of PKF PCC's knowledge remains, a director and shareholder of this company.
 - 12.4. The first debt-equity-swap proposal was tabled for 49% of the equity in MRAL Spain Corporation, however PM was unable/unwilling to provide any usable financial information regarding IEC including where the money had gone or the underlying value of IEC or MRAL Spain Corporation.
 - 12.5. After this meeting the following information was requested from PM:

"In this sense, to move forward and in order to analyse if we should agree to the proposal, we need the following information:

- *Annual Accounts and General Ledger of F/Ys 2022 and 2023 of IEC CREDIT GROUP SL.*
- *Management Accounts and General Ledger up to 30 April 2024 IEC CREDIT GROUP SL.*
- *A “Fair Value” assessment of all assets contained in IEC CREDIT GROUP SL as at 30 April 2024.*
- *Annual Accounts and General Ledger of F/Ys 2022 and 2023 of MRAL Spain Corporation.*
- *Management Accounts and General Ledger up to 30 April 2024 MRAL Spain Corporation.*
- *A “Fair Value” assessment of all assets contained in MRAL Spain Corporation as at 30 April 2024.*
- *Annual Accounts and General Ledger of F/Ys 2022 and 2023 of INVESTMENT EVOLUTION CREDIT SA.*
- *Management Accounts and General Ledger up to 30 April 2024 INVESTMENT EVOLUTION CREDIT SA.*
- *Annual Accounts and General Ledger of F/Ys 2022 and 2023 of INVESTMENT EVOLUTION CORPORATION.*
- *Management Accounts and General Ledger up to 30 April 2024 INVESTMENT EVOLUTION CORPORATION.*
- *Annual Accounts and General Ledger of F/Ys 2022 and 2023 of IEC CREDIT SL.*
- *Management Accounts and General Ledger up to 30 April 2024 IEC CREDIT SL.*
- *Domicile and Corporate purpose of the above companies.*
- *Detail of the Board of Directors structure, names, By-Laws of MRAL Spain Corporation.*
- *Any other relevant information about the companies that you want to share about the economic/financial evolution of the said companies.”*

12.6. PKF PCC was told a data room would be set up to share this information. This did not happen.

13. On 30 May 2024, PKF PCC received a revised proposal for a debt-equity-swap from PM for 100% of the equity in IEC, with a statement that the following would be given to PKF PCC:

“The following information will be provided by 7 June 2024:

- *IEC Credit Group SL 31 May 2024 Balance Sheet. This is relevant for Option 2 - liquidation.*
- *IEC Credit SL 31 May 2024 Balance Sheet (100% owned subsidiary of IEC Credit Group SL) – note that this company is currently dormant with no assets or liabilities but can be utilized going forward.*
- *IEC Credit Group SL 31 May 2024 Pro-Forma Balance Sheet (Pro-forma balance sheet after adjusting for proposed 100% debt-for-equity swap) This is relevant for Option 1 – debt for equity swap.*
- *IEC Credit Group SL and IEC Credit SL are both domiciled in Madrid, Spain.*
- *IEC Credit Group SL and IEC Credit SL sole director is Sam Prasad.*
- *IEC Credit Group SL and IEC Credit SL Corporate Purposes.*

- *IEC Credit Group SL and IEC Credit SL By-Laws.*
- *Detail of Assets of IEC Credit Group SL as at 31 May 2024 including:*
 - *Breakup of EUR ~1.5 million outstanding IEC Credit consumer loan balances from ~590 Spain individual clients (surnames will be redacted for privacy purposes)*
 - *IEC Credit operating website and lending platform <https://ieccredit.es/>*
 - *IEC Credit customer database including rejected customer list*
 - *IEC Credit brand rights in Spain*
 - *IEC Credit lending software and systems”*

13.1. PKF PCC subsequently received the following and were informed that this was all that IEC was prepared to provide:

- 13.1.1. IEC Credit Group SL balance sheet 31 May 2024
- 13.1.2. IEC Credit Consumer Loan Balance List 31 May 2024
- 13.1.3. IEC Credit SL By-laws
- 13.1.4. IEC Credit SL Balance sheet 31 May 2024
- 13.1.5. IEC Credit Group SL By-Laws

13.2. This information received makes very little sense, is unverified, unaudited and contains self-generated spreadsheets and word documents that have been placed into PDF which lack any substantive value.

13.3. The Consumer Loan Balances are also not reflected in the balance sheet provided.

13.4. Many of the loans exceed the IEC micro loan parameters of EUR 1,000 for 12 months and EUR 2,000 for 24 months.

13.5. PKF PCC asked for clarity on the information that had been received.

13.6. PKF PCC was then informed that the deal was off because the collection agent for IEC had allegedly stolen the money. This was never confirmed. However, PKF PCC was informed that a new proposal would be received.

14. On 12 June 2024, PKF PCC received a new debt-equity-swap proposal from PM, this time for the equity of SP in Investment Credit Evolution PLC [IEC PLC]

14.1. This proposal was formally presented to PKF PCC’s lawyers in Spain, Penningtons Manches Cooper LLP [PMC] who were instructed to engage with the IEC lawyers in Spain to obtain information in this regard.

14.2. The following information was requested by PMC. (translated from Spanish)

“In order to analyse the RDP and its possible benefits for our client, we also request the following:

- *Annual accounts for the financial year 2022 and 2023 of the entity IEC CREDIT GROUP SL.*
- *Advance the accounting as of May 31, 2024, balance sheet with maximum level of breakdown of IEC CREDIT GROUP SL.*

- *Annual accounts for the financial year 2022 and 2023 of the entity INVESTMENT EVOLUTION CREDIT SA.*
- *Advance the accounting as of May 31, 2024 balance sheet of sums and balances with maximum level of breakdown of INVESTMENT EVOLUTION CREDIT SA.*
- *Annual accounts for the financial year 2022 and 2023 of the entity INVESTMENT EVOLUTION CORPORATION.*
- *Advance the accounting as of May 31, 2024, balance sheet with maximum level of breakdown of INVESTMENT EVOLUTION CORPORATION.*
- *Annual accounts for the financial year 2022 and 2023 of the entity IEC CREDIT SL.*
- *Advance the accounting as of May 31, 2024, balance sheet with maximum level of breakdown of IEC CREDIT SL.*
- *The same information for any entity involved in the RDP.*
- *In order to analyze the proposed debt-for-equity swap, we would need to see the following from the entity IEC PLC:*
 - *Certificate of ownership of the shares.*
 - *Latest financial and audit report.*
 - *Current status of the shares and clarification of the guarantee deposit of the same (apparently the exchange shares could be pledged until December 15, 2024).*
 - *Brief report on the current share price and evolution in the last 6 months.”*

14.3. See feedback below from PMC following their meeting to discuss the information presented at the meeting:

“we shall say that the information provided by the lawyers is not sufficient. The information it is not official. The balances and the financial information are not the official accounts and balances that have to be deposited in the Company’s Registry following our Laws, so we had to ask for the official information.

The lawyers said the IEC did not provided them with such information and they have given us all they have.

We have also informed that we cannot accept a Debt-for-Equity Swap unless we can do a proper “Due Diligence” of the official documents requested.”

14.4. In addition to this, PMC pointed out at the meeting:

“the possibility that their clients may incur in a criminal offense and the insolvency proceedings end in personal liability of the Directors because the same information that we are requesting will be the information that any judge will ask during the insolvency proceedings.”

15. The directors of PKF PCC suspect that the information regarding where the loan capital is or has been spent is being withheld by IEC.

16. The directors of PKF PCC also suspect that PKF PCC is being threatened with legal action as a means to convince PKF PCC to encourage bondholders to accept the proposal and that certain bondholders have been offered additional shares for their support in this respect, because if the proposal received from IEC is not accepted, the IEC director and de-facto director/administrator will need to explain where the loan capital has gone and their potential part in this will be exposed in a Spanish court.
17. On 9 July 2024, PKF PCC received a demand for a bondholders' meeting from Judi Willoughby as the representative for RestNPlay SMSF and Muda Jake Trust, and Darren Hutchinson as the representative for Henry Hector Holdings Trust. The sole purpose of this meeting was to vote on the debt-equity-swap. This bondholders meeting was held on 5 August 2024 and the proposal was rejected by bondholders.
18. PM verbally stated to Justin Porteous that he had offered a group of bondholders' additional shares in IEC PLC to "sweeten the deal" prior to the bondholders meeting.
19. On Wednesday 7 August 2024, PKF PCC received another demand from the same investor representatives demanding a second bondholder meeting for a proposal that PKF PCC would be receiving on Friday 9 August 2024 with an alarming amount of detail concerning the content of the proposal.
20. As stated, the demand for bondholders' meeting was received 2 days prior to PKF PCC receiving the proposal and containing statements that seem to be implying that should PKF PCC not convince all bondholders to accept the next proposal legal action may be brought against both PKF PCC and its directors. This reiterates similar statements made by PM to Justin Porteous that if PKF PCC convinces bondholders to accept the offer the problem goes away for both IEC and PKF PCC.
21. In terms of the Bond Agreement, bondholders have Limited Recourse to the underlying assets of the cell. This underlying asset is the IEC loan.
22. The directors of PKF PCC made the decision not to hand over the IEC loan to bondholders but instead to legally engage IEC to obtain the best possible outcome and benefit for bondholders.
23. For the reasons given above, the directors of PKF PCC have included an Ordinary Resolution for bondholders to approve a formal investigation into the actions of both SP as the director and PM as a de-facto administrator/director of IEC and beneficiaries of some of the loan capital disbursed in contravention of the loan agreement as stated by PM in their capacity as directors and shareholders of both Investment Credit Evolution PLC and Investment Evolution Credit SA.
24. The proposed investigation will extend to any other persons who might be colluding with IEC and/or its director and/or de-facto director/administrator to hide this possible fraud, by causing or attempting to cause undue influence over bondholders to accept the proposal and thereby avoiding the need to explain where the PKF PCC loan funding has gone.
25. If evidence of fraud and or collusion is found, PKF PCC will lay criminal charges against the perpetrators both in Spain and in the jurisdictions where these actions have taken place.

In addition to this and by way of providing information to bondholders:

- It has come to our attention that certain misinformation is being spread among bondholders and we would like to clarify this. We have also asked our lawyers in Spain to draft a report on the process in terms of Spanish Law and the legality and veracity of the supporting documents received from IEC in support of their latest proposal.
- We have also asked our lawyers to appoint an auditor to review these documents.
- We hope to present these reports to bondholders prior to the bondholders meeting.
- In terms of Spanish Insolvency Law, IEC cannot be liquidated until such time as it has been approved in the insolvency court.
- Should bondholders not accept a proposal from IEC we will oppose the insolvency proceedings of IEC on the basis that IEC, the director and de-facto director/administrator of the company may have created this insolvency outside of normal operations of the company and may have committed fraud or an intentional or reckless insolvency situation in IEC that should be investigated and pursued under Spanish law.

ANNEXURE B

IEC CREDIT GROUP SL DEBT-FOR-EQUITY SWAP PROPOSAL - 9 AUGUST 2024

Dear PKF PCC,

IEC Credit Group SL proposes a formal debt-for-equity swap proposal detailed below:

IEC Credit Group SL proposes that PKF PCC waive 100% of its outstanding loan balance, 100% of its outstanding or future interest balance and all current or future claims against the company, its directors, its shareholders and/or its associates in exchange for 1,350,394 shares in Investment Evolution Credit plc (public listed company on AQSE stock exchange in London under the stock ticker IEC). The shares represent 100% of the shareholding in IEC held by the sole Director of IEC Credit Group SL.

If the debt-for-equity swap is not approved by 75% of bondholders to then automatically apply to 100% of bondholders, then the bondholders who vote FOR the proposal will receive their pro-rata allocation of the 1,350,394 shares in Investment Evolution Credit plc. For example, if 40% of the bondholders voted FOR the proposal, then those 40% only would swap their 40% of PKF PCC 2 bonds for 40% of the Investment Evolution Credit plc shares offered by IEC Credit Group SL. Bondholders who accept this debt-for-equity swap pro-rata allocation agree to waive 100% of the face value of their PKFPCC2 bonds in issue plus 100% of accrued interest relating to their PKFPCC2 bonds but retain full rights to any financial and legal claims against PKF PCC and PKF PCC directors.

Note that this proposal from IEC Credit Group SL does NOT include PKF PCC bondholders waiving any current or future claims against PKF PCC, its directors, its shareholders and/or its associates.

The last traded share price was 0.80 GBP which equates to a total IEC share value of 1,080,315 GBP or 1,254,569 EUR. The 1,350,394 shares represent a shareholding of 8.3% of IEC's total shares on issue. Note that the shares will no longer be in escrow upon being transferred to the individual bondholders in September 2024 and will have no restriction on being able to trade on AQSE.

Investment Evolution Credit plc (IEC) is a public listed company required by AQSE to provide all up-to-date information that can legally be disclosed at the following 2 links:

<https://www.investmentevolution.com/investors>

<https://www.aquis.eu/companies/IEC>

The following documents below also form part of this proposal:

1. IEC Credit Group SL Annual Accounts 31.12.2022
2. IEC Credit Group SL Annual Accounts 31.12.2023
3. IEC Credit Group SL Interim Accounts 30.06.2024
4. Investment Evolution Credit plc AQSE Audited Financials 30.06.2023

5. Investment Evolution Credit plc AQSE Interim Financials 30.11.2023

Note that if this proposal is not accepted then it is likely that IEC Credit Group SL will enter liquidation in the near term with zero expected return to PKF PCC from its outstanding loan balance. We ask that PKF PCC particularly highlight document 3. *IEC Credit Group SL Accounts 30.06.2024* to its bondholders which documents the financial position necessitating this debt-for-equity swap proposal.

Proposed steps to proceed:

- 1) PKF to call a PKF PCC bondholder meeting by 12 August 2024 (or earliest date possible under the bond holder notice period) to vote on the debt-for-equity swap proposal.
- 2) PKF to hold PKF PCC bondholder meeting by 30 August 2024 (or earliest date possible under the bondholder notice period).
- 3) If PKF PCC bondholders vote to approve the debt-for-equity swap then PKF PCC will immediately waive 100% of its outstanding loan balance, outstanding or future interest balance and any current or future claims against the company or its associates in exchange for receiving 1,350,394 shares in Investment Evolution Credit plc.
- 4) If the debt-for-equity swap is not approved by 75% of bondholders to automatically apply to 100% of bondholders, then the bondholders who vote FOR the proposal will receive their pro-rata allocation of the 1,350,394 shares in Investment Evolution Credit plc.
- 5) PKF PCC will then transfer pro-rata to PKF PCC bondholders shares in Investment Evolution Credit plc equating to exactly their current bond holding percentage ownership.
- 6) Future opportunities for PKF bondholders to receive return of capital invested and potential additional investment returns by selling IEC shares on AQSE stock exchange and/or potentially receiving future dividend distributions from IEC.

1. IEC Credit Group SL Annual Accounts 31.12.2022

**DATOS GENERALES DE IDENTIFICACIÓN E INFORMACIÓN
COMPLEMENTARIA REQUERIDA EN LA LEGISLACIÓN ESPAÑOLA
(Aplicación de resultados y período medio de pago a proveedores)**

IDP1

IDENTIFICACIÓN DE LA EMPRESA

NIF:

Forma jurídica SA: SL:

Otras:

LEI: Solo para las empresas que dispongan de código LEI (Legal Entity Identifier)

Denominación social:

Domicilio social:

Municipio: Provincia:

Código postal: Teléfono:

Dirección de e-mail de contacto de la empresa

ACTIVIDAD

Actividad principal:

Código CNAE: (1)

ÓRGANO DE ADMINISTRACIÓN

Porcentaje de mujeres en el órgano de administración (2):

	EJERCICIO 2022 (3)	EJERCICIO 2021 (4)
<input type="text" value="04211"/>	0,00	0,00

PERSONAL ASALARIADO

a) Número medio de personas empleadas en el curso del ejercicio, por tipo de contrato y empleo con discapacidad:

	EJERCICIO 2022 (3)	EJERCICIO 2021 (4)
FIJO (5): <input type="text" value="04001"/>	0,00	0,00
NO FIJO (6): <input type="text" value="04002"/>	0,00	0,00

Del cual: Personas empleadas con discapacidad mayor o igual al 33% (o calificación equivalente local):

<input type="text" value="04010"/>	<input type="text"/>
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b) Personal asalariado al término del ejercicio, por tipo de contrato y por sexo:

	EJERCICIO 2022 (3)		EJERCICIO 2021 (4)	
	HOMBRES	MUJERES	HOMBRES	MUJERES
FIJO:	<input type="text" value="04120"/>	<input type="text" value="04121"/>	<input type="text"/>	<input type="text"/>
NO FIJO:	<input type="text" value="04122"/>	<input type="text" value="04123"/>	<input type="text"/>	<input type="text"/>

PRESENTACIÓN DE CUENTAS

	EJERCICIO 2022 (3)			EJERCICIO 2021 (4)			
	AÑO	MES	DÍA	AÑO	MES	DÍA	
Fecha de inicio a la que van referidas las cuentas:	<input type="text" value="01102"/>	2022	10	17	<input type="text"/>	<input type="text"/>	<input type="text"/>
Fecha de cierre a la que van referidas las cuentas:	<input type="text" value="01101"/>	2022	12	31	<input type="text"/>	<input type="text"/>	<input type="text"/>
Número de páginas presentadas al depósito:	<input type="text" value="01901"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
En caso de no figurar consignadas cifras en alguno de los ejercicios, indique la causa:	<input type="text" value="01903"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

MICROEMPRESAS

Marque con una X si la empresa ha optado por la adopción conjunta de los criterios específicos, aplicables por microempresas, previstos en el Plan General de Contabilidad de PYMES (7)

- Según las clases (cuatro dígitos) de la Clasificación Nacional de Actividades Económicas 2009 (CNAE 2009), aprobada por el Real Decreto 475/2007, de 13 de abril (BOE de 28.4.2007).
- En el Órgano de Administración, en caso de administrador único, se indicará 0% o 100%. En caso de varios administradores solidarios o mancomunados o Consejo de Administración, se indicará el porcentaje que corresponda.
- Ejercicio al que van referidas las cuentas anuales.
- Ejercicio anterior.
- Para calcular el número medio de personal fijo, tenga en cuenta los siguientes criterios:
 - Si en el año no ha habido importantes movimientos de la plantilla, indique aquí la semisuma de los fijos a principio y a fin de ejercicio.
 - Si ha habido movimientos, calcule la suma de la plantilla en cada uno de los meses del año y divídala por doce.
 - Si hubo regulación temporal de empleo o de jornada, el personal afectado por la misma debe incluirse como personal fijo, pero solo en la proporción que corresponda a la fracción del año o jornada del año efectivamente trabajada.
- Puede calcular el personal no fijo medio sumando el total de semanas que han trabajado sus empleados no fijos y dividiendo por 52 semanas. También puede hacer esta operación (equivalente a la anterior):

$$n.º \text{ de personas contratadas} \times \frac{n.º \text{ medio de semanas trabajadas}}{52}$$
- En relación con la contabilización de los acuerdos de arrendamiento financiero y otros de naturaleza similar, y el impuesto sobre beneficios.

**DATOS GENERALES DE IDENTIFICACIÓN E INFORMACIÓN
COMPLEMENTARIA REQUERIDA EN LA LEGISLACIÓN ESPAÑOLA**
(Aplicación de resultados y período medio de pago a proveedores)

IDP2

APLICACIÓN DE RESULTADOS (1)

Información sobre la propuesta de aplicación del resultado del ejercicio, de acuerdo con el siguiente esquema:

Base de reparto

	EJERCICIO <u>2022</u> (2)	EJERCICIO <u>2021</u> (3)
Saldo de la cuenta de pérdidas y ganancias	91000 0,00	0,00
Remanente	91001	
Reservas voluntarias	91002	
Otras reservas de libre disposición	91003	
TOTAL BASE DE REPARTO = TOTAL APLICACIÓN	91004 0,00	0,00

Aplicación a

	EJERCICIO <u>2022</u> (2)	EJERCICIO <u>2021</u> (3)
Reserva legal	91005	
Reservas especiales	91007	
Reservas voluntarias	91008	
Dividendos	91009	
Remanente y otros	91010	
Compensación de pérdidas de ejercicios anteriores	91011	
APLICACIÓN = TOTAL BASE DE REPARTO	91012 0,00	0,00

INFORMACIÓN SOBRE EL PERÍODO MEDIO DE PAGO A PROVEEDORES DURANTE EL EJERCICIO (4)

	EJERCICIO <u>2022</u> (2)	EJERCICIO <u>2021</u> (3)
Período medio de pago a proveedores (días)	94705 20	20

(1) Propuesta de aplicación de resultados, artículo 253.1 de la Ley de Sociedades de Capital (RD 1/2010, de 2 de julio).

(2) Ejercicio al que van referidas las cuentas anuales.

(3) Ejercicio anterior.

(4) Calculados de acuerdo al artículo quinto de la Resolución de 29 de enero de 2016, del Instituto de Contabilidad y Auditoría de Cuentas.

**MODELO DE DOCUMENTO PYMES DE
INFORMACIÓN MEDIOAMBIENTAL**

IMP

SOCIEDAD IEC CREDIT GROUP SL		NIF B72629843
DOMICILIO SOCIAL CR SAN JERONIMO 15		
MUNICIPIO MADRID	PROVINCIA MADRID	EJERCICIO 2022

Contenido Obligatorio

Los abajo firmantes, como Administradores de la Sociedad citada, manifiestan que en la contabilidad correspondiente a las presentes cuentas anuales **NO existe ninguna partida de naturaleza medioambiental que deba ser incluida, para que éstas, en su conjunto, puedan mostrar la imagen fiel del patrimonio, de los resultados y de la situación financiera de la empresa.**



Los abajo firmantes, como Administradores de la Sociedad citada, manifiestan que en la contabilidad correspondiente a las presentes cuentas anuales **SÍ existen partidas de naturaleza medioambiental, y han sido incluidas, para que éstas, en su conjunto, puedan mostrar la imagen fiel del patrimonio, de los resultados y de la situación financiera de la empresa.**



Indicadores de Sostenibilidad (contenido voluntario)

	Métrica	Valor	Importe ⁽⁶⁾
Emisiones Alcance 1 ⁽¹⁾	t CO ₂		
Emisiones Alcance 2 ⁽²⁾	t CO ₂		
Emisiones Alcance 3 ⁽³⁾	t CO ₂		
Consumo de energía dentro de la organización ⁽⁴⁾	kW h		
Consumo de agua ⁽⁵⁾	m ³		

FIRMAS y NOMBRES DE LOS ADMINISTRADORES

(1) Emisiones directas de la empresa. Métrica: Toneladas equivalentes de CO₂.

(2) Emisiones indirectas consecuencia del consumo energético de la empresa (por ejemplo, por el consumo de electricidad). Métrica: Toneladas equivalentes de CO₂.

(3) Resto de emisiones indirectas (emisiones indirectas de proveedores y de clientes en la cadena de valor). Métrica: Toneladas equivalentes de CO₂.

Los indicadores de emisiones se recogen en la Ley 11/2018, así como en el estándar ESRS E1.6 de sostenibilidad del EFRAG, que se aprobarán mediante acto delegado por la C.E. en desarrollo de la Directiva de Sostenibilidad Corporativa (CSRD).

Para su cumplimentación se recomienda el uso de calculadoras de emisiones, en concreto:

<https://www.miteco.gob.es/es/cambio-climatico/temas/mitigacion-politicas-y-medidas/calculadoras.aspx> (para emisiones alcance 1 y 2).

(4) Indicador requerido para las empresas y grupos sujetos a la Ley 11/2018, así como el estándar ESRS E1.5 de sostenibilidad del EFRAG que se aprobará mediante acto delegado por la C.E. en desarrollo de la Directiva de Sostenibilidad Corporativa (CSRD). Métrica: Kilovatios hora.

(5) Indicador requerido para las empresas y grupos sujetos a la Ley 11/2018, así como el estándar ESRS E3.4 de sostenibilidad del EFRAG que se aprobará mediante acto delegado por la C.E. en desarrollo de la Directiva de Sostenibilidad Corporativa (CSRD). Métrica: metros cúbicos.

(6) Consigne el importe monetario en EUROS del consumo correspondiente.

NIF:	B72629843	Espacio destinado para las firmas de los administradores	UNIDAD (1)
DENOMINACIÓN SOCIAL:	IEC CREDIT GROUP SL		Euros
			09001 <input checked="" type="checkbox"/>

ACTIVO	NOTAS DE LA MEMORIA	EJERCICIO 2022 (2)	EJERCICIO 2021 (3)
A) ACTIVO NO CORRIENTE	11000	4.293.046,86	
I. Inmovilizado intangible	11100	4.287.139,86	
II. Inmovilizado material	11200		
III. Inversiones inmobiliarias	11300		
IV. Inversiones en empresas del grupo y asociadas a largo plazo ...	11400	5.907,00	
V. Inversiones financieras a largo plazo	11500		
VI. Activos por impuesto diferido	11600		
VII. Deudores comerciales no corrientes	11700		
B) ACTIVO CORRIENTE	12000	23.333,26	
I. Existencias	12200		
II. Deudores comerciales y otras cuentas a cobrar	12300		
1. Clientes por ventas y prestaciones de servicios	12380		
a) Clientes por ventas y prestaciones de servicios a largo plazo	12381		
b) Clientes por ventas y prestaciones de servicios a corto plazo	12382		
2. Accionistas (socios) por desembolsos exigidos	12370		
3. Otros deudores	12390		
III. Inversiones en empresas del grupo y asociadas a corto plazo ...	12400		
IV. Inversiones financieras a corto plazo	12500	23.000,00	
V. Periodificaciones a corto plazo	12600		
VI. Efectivo y otros activos líquidos equivalentes	12700	333,26	
TOTAL ACTIVO (A + B)	10000	4.316.380,12	0,00

(1) Todos los documentos que integran las cuentas anuales se elaborarán expresando sus valores en euros.
(2) Ejercicio al que van referidas las cuentas anuales.
(3) Ejercicio anterior.

NIF:	B72629843	Espacio destinado para las firmas de los administradores
DENOMINACIÓN SOCIAL:	IEC CREDIT GROUP SL	

PATRIMONIO NETO Y PASIVO	NOTAS DE LA MEMORIA	EJERCICIO 2022 (1)	EJERCICIO 2021 (2)
A) PATRIMONIO NETO	20000	-4.513,20	
A-1) Fondos propios	21000	-4.513,20	
I. Capital	21100	3.000,00	
1. Capital escriturado	21110	3.000,00	
2. (Capital no exigido)	21120		
II. Prima de emisión	21200		
III. Reservas	21300		
1. Reserva de capitalización	21350		
2. Otras reservas	21360		
IV. (Acciones y participaciones en patrimonio propias)	21400		
V. Resultados de ejercicios anteriores	21500		
VI. Otras aportaciones de socios	21600		
VII. Resultado del ejercicio	21700	-7.513,20	
VIII. (Dividendo a cuenta)	21800		
A-2) Ajustes en patrimonio neto	22000		
A-3) Subvenciones, donaciones y legados recibidos	23000		
B) PASIVO NO CORRIENTE	31000	4.270.205,00	
I. Provisiones a largo plazo	31100		
II. Deudas a largo plazo	31200	4.270.205,00	
1. Deudas con entidades de crédito	31220		
2. Acreedores por arrendamiento financiero	31230		
3. Otras deudas a largo plazo	31290	4.270.205,00	
III. Deudas con empresas del grupo y asociadas a largo plazo	31300		
IV. Pasivos por impuesto diferido	31400		
V. Periodificaciones a largo plazo	31500		
VI. Acreedores comerciales no corrientes	31600		
VII. Deuda con características especiales a largo plazo	31700		

(1) Ejercicio al que van referidas las cuentas anuales.
 (2) Ejercicio anterior.

NIF: B72629843

DENOMINACIÓN SOCIAL:

IEC CREDIT GROUP SL

Espacio destinado para las firmas de los administradores

PATRIMONIO NETO Y PASIVO		NOTAS DE LA MEMORIA	EJERCICIO 2022 (1)	EJERCICIO 2021 (2)
C) PASIVO CORRIENTE	32000		50.688,32	
I. Provisiones a corto plazo	32200			
II. Deudas a corto plazo	32300			
1. Deudas con entidades de crédito	32320			
2. Acreedores por arrendamiento financiero	32330			
3. Otras deudas a corto plazo	32390			
III. Deudas con empresas del grupo y asociadas a corto plazo	32400			
IV. Acreedores comerciales y otras cuentas a pagar	32500		50.688,32	
1. Proveedores	32580			
a) Proveedores a largo plazo	32581			
b) Proveedores a corto plazo	32582			
2. Otros acreedores	32590		50.688,32	
V. Periodificaciones a corto plazo	32600			
VI. Deuda con características especiales a corto plazo	32700			
TOTAL PATRIMONIO NETO Y PASIVO (A + B + C)	30000		4.316.380,12	0,00

(1) Ejercicio al que van referidas las cuentas anuales.

(2) Ejercicio anterior.

CUENTA DE PÉRDIDAS Y GANANCIAS DE PYMES

PP

NIF:	B72629843	
DENOMINACIÓN SOCIAL:		
IEC CREDIT GROUP SL		
Espacio destinado para las firmas de los administradores		

(DEBE) / HABER		NOTAS DE LA MEMORIA	EJERCICIO 2022 (1)	EJERCICIO 2021 (2)
1. Importe neto de la cifra de negocios	40100		94.128,05	0,00
2. Variación de existencias de productos terminados y en curso de fabricación	40200			
3. Trabajos realizados por la empresa para su activo	40300			
4. Aprovisionamientos	40400			
5. Otros ingresos de explotación	40500			
6. Gastos de personal	40600			
7. Otros gastos de explotación	40700		-57.803,24	
8. Amortización del inmovilizado	40800			
9. Imputación de subvenciones de inmovilizado no financiero y otras	40900			
10. Excesos de provisiones	41000			
11. Deterioro y resultado por enajenaciones del inmovilizado	41100			
12. Otros resultados	41300			
A) RESULTADO DE EXPLOTACIÓN (1 + 2 + 3 + 4 + 5 + 6 + 7 + 8 + 9 + 10 + 11 + 12)	49100		36.324,81	
13. Ingresos financieros	41400		3.974,49	
a) Imputación de subvenciones, donaciones y legados de carácter financiero	41430			
b) Otros ingresos financieros	41490		3.974,49	
14. Gastos financieros	41500		-47.812,50	
15. Variación de valor razonable en instrumentos financieros	41600			
16. Diferencias de cambio	41700			
17. Deterioro y resultado por enajenaciones de instrumentos financieros	41800			
18. Otros ingresos y gastos de carácter financiero	42100			
a) Incorporación al activo de gastos financieros	42110			
b) Ingresos financieros derivados de convenios de acreedores	42120			
c) Resto de ingresos y gastos	42130			
B) RESULTADO FINANCIERO (13 + 14 + 15 + 16 + 17 + 18)	49200		-43.838,01	
C) RESULTADO ANTES DE IMPUESTOS (A + B)	49300		-7.513,20	
19. Impuestos sobre beneficios	41900			
D) RESULTADO DEL EJERCICIO (C + 19)	49500		-7.513,20	

(1) Ejercicio al que van referidas las cuentas anuales.
(2) Ejercicio anterior.

2. IEC Credit Group SL Annual Accounts 31.12.2023

**DATOS GENERALES DE IDENTIFICACIÓN E INFORMACIÓN
COMPLEMENTARIA REQUERIDA EN LA LEGISLACIÓN ESPAÑOLA
(Aplicación de resultados y período medio de pago a proveedores)**

IDP1

IDENTIFICACIÓN DE LA EMPRESA

NIF:

LEI:

Denominación social:

Domicilio social:

Municipio: Provincia:

Código postal: Teléfono:

Dirección de e-mail de contacto de la empresa

Forma jurídica SA: SL:

Otras:

Solo para las empresas que dispongan de código LEI (Legal Entity Identifier)

ACTIVIDAD

Actividad principal:

Código CNAE: (1)

ÓRGANO DE ADMINISTRACIÓN

	EJERCICIO 2022 (2)	EJERCICIO 2021 (3)
Número de mujeres en el órgano de administración:	04212	
Número total de miembros del órgano de administración:	04213	

PERSONAL ASALARIADO

a) Número medio de personas empleadas en el curso del ejercicio, por tipo de contrato y empleo con discapacidad:

	EJERCICIO 2022 (2)	EJERCICIO 2021 (3)
FIJO (4):	04001 0,00	0,00
NO FIJO (5):	04002 0,00	0,00

Del cual: Personas empleadas con discapacidad mayor o igual al 33% (o calificación equivalente local):

04010		
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b) Personal asalariado al término del ejercicio, por tipo de contrato y por sexo:

	EJERCICIO 2022 (2)		EJERCICIO 2021 (3)	
	HOMBRES	MUJERES	HOMBRES	MUJERES
FIJO:	04120	04121		
NO FIJO:	04122	04123		

PRESENTACIÓN DE CUENTAS

	EJERCICIO 2022 (2)			EJERCICIO 2021 (3)		
	AÑO	MES	DÍA	AÑO	MES	DÍA
Fecha de inicio a la que van referidas las cuentas:	01102	2022	10	17		
Fecha de cierre a la que van referidas las cuentas:	01101	2022	12	31		
Número de páginas presentadas al depósito:	01901					
En caso de no figurar consignadas cifras en alguno de los ejercicios, indique la causa:	01903					

MICROEMPRESAS

Marque con una X si la empresa ha optado por la adopción conjunta de los criterios específicos, aplicables por microempresas, previstos en el Plan General de Contabilidad de PYMES (6)

(1) Según las clases (cuatro dígitos) de la Clasificación Nacional de Actividades Económicas 2009 (CNAE 2009), aprobada por el Real Decreto 475/2007, de 13 de abril (BOE de 28.4.2007).
 (2) Ejercicio al que van referidas las cuentas anuales.
 (3) Ejercicio anterior.
 (4) Para calcular el número medio de personal fijo, tenga en cuenta los siguientes criterios:
 a) Si en el año no ha habido importantes movimientos de la plantilla, indique aquí la semisuma de los fijos a principio y a fin de ejercicio.
 b) Si ha habido movimientos, calcule la suma de la plantilla en cada uno de los meses del año y divídala por doce.
 c) Si hubo regulación temporal de empleo o de jornada, el personal afectado por la misma debe incluirse como personal fijo, pero solo en la proporción que corresponda a la fracción del año o jornada del año efectivamente trabajada.
 (5) Puede calcular el personal no fijo medio sumando el total de semanas que han trabajado sus empleados no fijos y dividiendo por 52 semanas. También puede hacer esta operación (equivalente a la anterior):

$$n.º \text{ de personas contratadas} \times \frac{n.º \text{ medio de semanas trabajadas}}{52}$$

 (6) En relación con la contabilización de los acuerdos de arrendamiento financiero y otros de naturaleza similar, y el impuesto sobre beneficios.

**DATOS GENERALES DE IDENTIFICACIÓN E INFORMACIÓN
COMPLEMENTARIA REQUERIDA EN LA LEGISLACIÓN ESPAÑOLA**
(Aplicación de resultados y período medio de pago a proveedores)

IDP2

APLICACIÓN DE RESULTADOS (1)

Información sobre la propuesta de aplicación del resultado del ejercicio, de acuerdo con el siguiente esquema:

Base de reparto

	EJERCICIO <u>2022</u> (2)	EJERCICIO <u>2021</u> (3)
Saldo de la cuenta de pérdidas y ganancias	91000 0,00	0,00
Remanente	91001	
Reservas voluntarias	91002	
Otras reservas de libre disposición	91003	
TOTAL BASE DE REPARTO = TOTAL APLICACIÓN	91004 0,00	0,00

Aplicación a

	EJERCICIO <u>2022</u> (2)	EJERCICIO <u>2021</u> (3)
Reserva legal	91005	
Reservas especiales	91007	
Reservas voluntarias	91008	
Dividendos	91009	
Remanente y otros	91010	
Compensación de pérdidas de ejercicios anteriores	91011	
APLICACIÓN = TOTAL BASE DE REPARTO	91012 0,00	0,00

INFORMACIÓN SOBRE EL PERÍODO MEDIO DE PAGO A PROVEEDORES DURANTE EL EJERCICIO (4)

	EJERCICIO <u>2022</u> (2)	EJERCICIO <u>2021</u> (3)
Período medio de pago a proveedores (días)	94705 20	20

(1) Propuesta de aplicación de resultados, artículo 253.1 de la Ley de Sociedades de Capital (RD 1/2010, de 2 de julio).
 (2) Ejercicio al que van referidas las cuentas anuales.
 (3) Ejercicio anterior.
 (4) Calculados de acuerdo al artículo quinto de la Resolución de 29 de enero de 2016, del Instituto de Contabilidad y Auditoría de Cuentas.

**MODELO DE DOCUMENTO PYMES DE
INFORMACIÓN MEDIOAMBIENTAL**

IMP

SOCIEDAD IEC CREDIT GROUP SL		NIF B72629843
DOMICILIO SOCIAL CR SAN JERONIMO 15		
MUNICIPIO MADRID	PROVINCIA MADRID	EJERCICIO 2022

Contenido Obligatorio

Los abajo firmantes, como Administradores de la Sociedad citada, manifiestan que en la contabilidad correspondiente a las presentes cuentas anuales **NO existe ninguna partida de naturaleza medioambiental que deba ser incluida, para que éstas, en su conjunto, puedan mostrar la imagen fiel del patrimonio, de los resultados y de la situación financiera de la empresa.**



Los abajo firmantes, como Administradores de la Sociedad citada, manifiestan que en la contabilidad correspondiente a las presentes cuentas anuales **SÍ existen partidas de naturaleza medioambiental, y han sido incluidas, para que éstas, en su conjunto, puedan mostrar la imagen fiel del patrimonio, de los resultados y de la situación financiera de la empresa.**



Indicadores de Sostenibilidad (contenido voluntario)

	Métrica	Valor	Importe ⁽⁵⁾
Emisiones Alcance 1 ⁽¹⁾	t CO ₂		
Emisiones Alcance 2 ⁽²⁾	t CO ₂		
Consumo de energía dentro de la organización ⁽³⁾	kW h		
Consumo de agua ⁽⁴⁾	m ³		

FIRMAS Y NOMBRES DE LOS ADMINISTRADORES

(1) Emisiones directas de la empresa. Métrica: Toneladas equivalentes de CO₂.

(2) Emisiones indirectas consecuencia del consumo energético de la empresa (por ejemplo, por el consumo de electricidad). Métrica: Toneladas equivalentes de CO₂.

Los indicadores de emisiones se recogen en la Ley 11/2018, así como en el requerimiento de información E1-6 de la NEIS (ESRS en inglés) E1 de sostenibilidad aprobada mediante acto delegado por la C.E. el 31 de Julio de 2023, en desarrollo de la Directiva de Sostenibilidad Corporativa (CSRD).

Para su cumplimentación se recomienda el uso de calculadoras de emisiones, en concreto:
<https://www.miteco.gob.es/es/cambio-climatico/temas/mitigacion-politicas-y-medidas/calculadoras.aspx> (para emisiones alcance 1 y 2).

(3) Indicador requerido para las empresas y grupos sujetos a la Ley 11/2018, así como en el requerimiento de información E1-5 de la NEIS (ESRS en inglés) E1 aprobada mediante acto delegado por la C.E. el 31 de Julio de 2023, en desarrollo de la Directiva de Sostenibilidad Corporativa (CSRD). Métrica: Kilovatios hora.

(4) Indicador requerido para las empresas y grupos sujetos a la Ley 11/2018, así como en el requerimiento de información E3-4 de la NEIS (ESRS en inglés) E1 aprobada mediante acto delegado por la C.E. el 31 de Julio de 2023, en desarrollo de la Directiva de Sostenibilidad Corporativa (CSRD). Métrica: metros cúbicos.

(5) Consigne el importe monetario en EUROS del consumo correspondiente.

NIF:	B72629843	Espacio destinado para las firmas de los administradores	UNIDAD (1)
DENOMINACIÓN SOCIAL:	IEC CREDIT GROUP SL		Euros
			09001 <input checked="" type="checkbox"/>

ACTIVO	NOTAS DE LA MEMORIA	EJERCICIO 2022 (2)	EJERCICIO 2021 (3)
A) ACTIVO NO CORRIENTE	11000	4.293.046,86	
I. Inmovilizado intangible	11100	4.287.139,86	
II. Inmovilizado material	11200		
III. Inversiones inmobiliarias	11300		
IV. Inversiones en empresas del grupo y asociadas a largo plazo ...	11400	5.907,00	
V. Inversiones financieras a largo plazo	11500		
VI. Activos por impuesto diferido	11600		
VII. Deudores comerciales no corrientes	11700		
B) ACTIVO CORRIENTE	12000	23.333,26	
I. Existencias	12200		
II. Deudores comerciales y otras cuentas a cobrar	12300		
1. Clientes por ventas y prestaciones de servicios	12380		
a) Clientes por ventas y prestaciones de servicios a largo plazo	12381		
b) Clientes por ventas y prestaciones de servicios a corto plazo	12382		
2. Accionistas (socios) por desembolsos exigidos	12370		
3. Otros deudores	12390		
III. Inversiones en empresas del grupo y asociadas a corto plazo ...	12400		
IV. Inversiones financieras a corto plazo	12500	23.000,00	
V. Periodificaciones a corto plazo	12600		
VI. Efectivo y otros activos líquidos equivalentes	12700	333,26	
TOTAL ACTIVO (A + B)	10000	4.316.380,12	0,00

(1) Todos los documentos que integran las cuentas anuales se elaborarán expresando sus valores en euros.
(2) Ejercicio al que van referidas las cuentas anuales.
(3) Ejercicio anterior.

NIF: B72629843

DENOMINACIÓN SOCIAL:

IEC CREDIT GROUP SL

Espacio destinado para las firmas de los administradores

PATRIMONIO NETO Y PASIVO

		NOTAS DE LA MEMORIA	EJERCICIO 2022 (1)	EJERCICIO 2021 (2)
A) PATRIMONIO NETO	20000		-4.513,20	
A-1) Fondos propios	21000		-4.513,20	
I. Capital	21100		3.000,00	
1. Capital escriturado	21110		3.000,00	
2. (Capital no exigido)	21120			
II. Prima de emisión	21200			
III. Reservas	21300			
1. Reserva de capitalización	21350			
2. Otras reservas	21360			
IV. (Acciones y participaciones en patrimonio propias)	21400			
V. Resultados de ejercicios anteriores	21500			
VI. Otras aportaciones de socios	21600			
VII. Resultado del ejercicio	21700		-7.513,20	
VIII. (Dividendo a cuenta)	21800			
A-2) Ajustes en patrimonio neto	22000			
A-3) Subvenciones, donaciones y legados recibidos	23000			
B) PASIVO NO CORRIENTE	31000		4.270.205,00	
I. Provisiones a largo plazo	31100			
II. Deudas a largo plazo	31200		4.270.205,00	
1. Deudas con entidades de crédito	31220			
2. Acreedores por arrendamiento financiero	31230			
3. Otras deudas a largo plazo	31290		4.270.205,00	
III. Deudas con empresas del grupo y asociadas a largo plazo	31300			
IV. Pasivos por impuesto diferido	31400			
V. Periodificaciones a largo plazo	31500			
VI. Acreedores comerciales no corrientes	31600			
VII. Deuda con características especiales a largo plazo	31700			

(1) Ejercicio al que van referidas las cuentas anuales.

(2) Ejercicio anterior.

NIF:	B72629843	Espacio destinado para las firmas de los administradores
DENOMINACIÓN SOCIAL:	IEC CREDIT GROUP SL	

PATRIMONIO NETO Y PASIVO		NOTAS DE LA MEMORIA	EJERCICIO 2022 (1)	EJERCICIO 2021 (2)
C) PASIVO CORRIENTE	32000		50.688,32	
I. Provisiones a corto plazo	32200			
II. Deudas a corto plazo	32300			
1. Deudas con entidades de crédito	32320			
2. Acreedores por arrendamiento financiero	32330			
3. Otras deudas a corto plazo	32390			
III. Deudas con empresas del grupo y asociadas a corto plazo	32400			
IV. Acreedores comerciales y otras cuentas a pagar	32500		50.688,32	
1. Proveedores	32580			
a) Proveedores a largo plazo	32581			
b) Proveedores a corto plazo	32582			
2. Otros acreedores	32590		50.688,32	
V. Periodificaciones a corto plazo	32600			
VI. Deuda con características especiales a corto plazo	32700			
TOTAL PATRIMONIO NETO Y PASIVO (A + B + C)	30000		4.316.380,12	0,00

(1) Ejercicio al que van referidas las cuentas anuales.
(2) Ejercicio anterior.

CUENTA DE PÉRDIDAS Y GANANCIAS DE PYMES

PP

NIF:	B72629843	
DENOMINACIÓN SOCIAL:		
IEC CREDIT GROUP SL		
		Espacio destinado para las firmas de los administradores

(DEBE) / HABER		NOTAS DE LA MEMORIA	EJERCICIO 2022 (1)	EJERCICIO 2021 (2)
1. Importe neto de la cifra de negocios	40100		94.128,05	0,00
2. Variación de existencias de productos terminados y en curso de fabricación	40200			
3. Trabajos realizados por la empresa para su activo	40300			
4. Aprovisionamientos	40400			
5. Otros ingresos de explotación	40500			
6. Gastos de personal	40600			
7. Otros gastos de explotación	40700		-57.803,24	
8. Amortización del inmovilizado	40800			
9. Imputación de subvenciones de inmovilizado no financiero y otras	40900			
10. Excesos de provisiones	41000			
11. Deterioro y resultado por enajenaciones del inmovilizado	41100			
12. Otros resultados	41300			
A) RESULTADO DE EXPLOTACIÓN (1 + 2 + 3 + 4 + 5 + 6 + 7 + 8 + 9 + 10 + 11 + 12)	49100		36.324,81	
13. Ingresos financieros	41400		3.974,49	
a) Imputación de subvenciones, donaciones y legados de carácter financiero	41430			
b) Otros ingresos financieros	41490		3.974,49	
14. Gastos financieros	41500		-47.812,50	
15. Variación de valor razonable en instrumentos financieros	41600			
16. Diferencias de cambio	41700			
17. Deterioro y resultado por enajenaciones de instrumentos financieros	41800			
18. Otros ingresos y gastos de carácter financiero	42100			
a) Incorporación al activo de gastos financieros	42110			
b) Ingresos financieros derivados de convenios de acreedores	42120			
c) Resto de ingresos y gastos	42130			
B) RESULTADO FINANCIERO (13 + 14 + 15 + 16 + 17 + 18)	49200		-43.838,01	
C) RESULTADO ANTES DE IMPUESTOS (A + B)	49300		-7.513,20	
19. Impuestos sobre beneficios	41900			
D) RESULTADO DEL EJERCICIO (C + 19)	49500		-7.513,20	

(1) Ejercicio al que van referidas las cuentas anuales.
 (2) Ejercicio anterior.

3. IEC Credit Group SL Interim Accounts 30.06.2024

IEC Credit Group SL
Statement of Profit or Loss
For the period 1 January 2024 to 30 June 2024

	30 June 2024
Income	€
Revenue	4,177
Other income	<u>186,113</u>
Total income	190,290
Expenses	
Administrative expenses	(146,792)
Interest expense	(263,370)
Impairment expense	(4,237,140)
Total expenses	(4,647,302)
Net income (loss)	(4,457,062)

IEC Credit Group SL
Statement of Financial Position
As of 30 June 2024

30/06/2024

€

ASSETS

Non-current assets

Goodwill and intangibles	50,000
Investment in subsidiaries	<u>3,000</u>
Total non-current assets	53,000

Current assets

Cash and cash equivalents	<u>309</u>
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Total assets	<u>53,309</u>
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LIABILITIES

Non-current liabilities

Long term debt - PKF	<u>4,451,900</u>
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Total liabilities	<u>4,451,900</u>
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Net assets

	<u>(4,398,591)</u>
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EQUITY

Share capital	3,000
Retained earnings	<u>(4,401,591)</u>

Total equity (deficit)	<u>(4,398,591)</u>
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4. Investment Evolution Credit plc AQSE Audited Financials 30.06.2023

FINANCIAL INFORMATION ON INVESTMENT EVOLUTION CREDIT LTD GROUP

SECTION A

ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF INVESTMENT EVOLUTION CREDIT LTD GROUP

The Directors
Investment Evolution Credit Ltd Group
6th Floor 60 Gracechurch Street
London
EC3V 0HR

Dear Directors

Investment Evolution Credit Ltd Group (“Investment Evolution Credit” or “the Group”)

Introduction

We report on the financial information of Investment Evolution Credit Ltd Group (“the Group”) for the period from incorporation to 30 June 2023 which comprises the statement of profit or loss and other comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cashflows, and the related notes. This information has been prepared for inclusion in the AQSE Growth Market admission document dated 13 December 2023 (the “Admission Document”) relating to the proposed admission to the AQSE Growth Market of Investment Evolution Credit Ltd Group and on the basis of the accounting policies set out in note 1. This report is given for the purpose of complying with paragraph 4.3 of Table A of Appendix I to the AQSE Growth Market – Access Rulebook published by Aquis Stock Exchange Limited and for no other purpose.

Responsibility

The Directors of the Company are responsible for preparing the Financial Information on the basis of preparation set out in the notes to the Financial Information and in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the United Kingdom.

It is our responsibility to form an opinion as to whether the Financial Information gives a true and fair view, for the purposes of the Admission Document, and to report our opinion to you.

Save for any responsibility arising under paragraph 4.3 of Table A of Appendix I to the AQSE Growth Market – Access Rulebook to any person as and to the extent provided, and save for any responsibility that we have expressly agreed in writing to assume, to the fullest extent permitted by law we do not assume responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with paragraph 4.3 of Table A of Appendix 1 to the AQSE Growth Market – Access Rulebook, consenting to its inclusion in the Admission Document.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the Financial Information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the Financial Information and whether the accounting policies are appropriate to the Group and consistently applied and adequately disclosed.

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

Opinion

In our opinion, the Financial Information gives, for the purpose of the Admission Document dated 13 December 2023, a true and fair view of the state of affairs of Evolution Credit Ltd Group as at 30 June 2023 and of its results, cash flows and changes in equity for the period then ended in accordance with IFRS as adopted by the United Kingdom.

Conclusions in Relation to Going Concern

In auditing the financial information, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

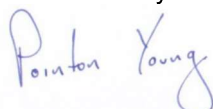
Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's ability to continue as a going concern for a period of at least twelve months from when the financial information is authorised for issue. We have reviewed the cash flow projections prepared by the directors' and aware that the Group's ability to continue as a going concern is dependent upon financing arrangements resulting from the IPO and the Group's listing on the AQSE Growth Market Stock Exchange scheduled for December 2023.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Declaration

For the purposes of Appendix 1: Information for an admission document, paragraph 4.3 of Table A of Appendix I to the AQSE Growth Market – Access Rulebook, we are responsible for this report as part of the Admission Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with paragraph 4.3 of Table A of Appendix I to the AQSE Growth Market – Access Rulebook.

Yours faithfully

A handwritten signature in blue ink that reads "Pointon Young". The signature is written in a cursive style with a large initial 'P' and 'Y'.

Pointon Young Chartered Accountants
Reporting Accountants

SECTION B

HISTORICAL FINANCIAL INFORMATION OF INVESTMENT EVOLUTION CREDIT LTD GROUP STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

The audited consolidated statement of profit or loss and other comprehensive income of the Group from the date of incorporation on 24 May 2023 to 30 June 2023 is stated below:

		Audited
		Period ended
		30 June 2023
		£
Continuing operations	Note	
Revenue	2	53,980
Administrative expenses	3	(87,025)
Other income – Corporate fees	4	230,584
Operating profit		<u>197,539</u>
Finance expense		-
Profit before taxation		<u>197,539</u>
Income tax	7	(49,385)
Profit and total comprehensive income for the period from continuing operations		<u><u>148,154</u></u>

The notes form an integral part of this Historic Financial Information.

STATEMENT OF FINANCIAL POSITION

The audited consolidated statement of financial position of the Group as at 30 June 2023 is stated below:

		Audited
		As at
		30 June 2023
ASSETS	Note	£
Current assets		
Trade and other receivables	8	294,141
Total current assets / assets		<u>294,141</u>
CURRENT LIABILITIES		
Trade and other payables	9	(75,100)
Total current liabilities / liabilities		<u>(75,100)</u>
Total assets less total liabilities		<u><u>219,041</u></u>
EQUITY		
Share capital	11	62,112
Share premium	11	8,775
Retained earnings		<u>148,154</u>
Total equity		<u><u>219,041</u></u>

The notes form an integral part of this Historic Financial Information.

Company Registration Number: 14890706

STATEMENT OF CHANGES IN EQUITY

The audited consolidated statement of changes in equity of the Group from the date of incorporation on 24 May 2023 to 30 June 2023 is stated below:

	Share capital £	Share premium £	Retained earnings £	Total equity £
Balance at 24 May 2023	-	-	-	-
Profit for the period	-	-	148,154	148,154
Total comprehensive income for the period	-	-	148,154	148,154
Share capital issued	62,112	8,775	-	70,887
Balance at 30 June 2023	62,112	8,775	148,154	219,041

The notes form an integral part of this Historic Financial Information.

STATEMENT OF CASH FLOW

The audited consolidated statement of cash flows of the Group from the date of incorporation on 24 May 2023 to 30 June 2023 is stated below:

	Note	Audited Period ended 30 June 2023 £
Cash flows from operating activities		
Income from operations		148,154
Changes in working capital:		
(Increase) in trade and other receivables	8	(294,141)
Increase in trade and other payables	9	<u>75,100</u>
Net cash flow from operating activities		<u>(70,887)</u>
Net cash flow from investing activities		-
Cash flows from financing activities		
Receipts from share issuances	11	<u>70,887</u>
Net cash flow from financing activities		<u>70,887</u>
Net increase in cash and cash equivalents		-
Cash and cash equivalents at 24 May 2023		<u>-</u>
Cash and cash equivalents at 30 June 2023		<u><u>-</u></u>
Cash and cash equivalents consist of:		
Cash in bank and on hand		-
Cash and cash equivalents at 30 June 2023		<u><u>-</u></u>

The Group did not have a bank account in the period to 30 June 2023, a treasury agreement was in place with the Group and a company under common control, Investment Evolution Credit S.A.

The notes form an integral part of this Historic Financial Information.

NOTES TO THE GROUP FINANCIAL INFORMATION

Period Ended 30 June 2023

1 Material accounting policy information and other explanatory information

(a) General information

Investment Evolution Credit Ltd Group is a private group limited by shares incorporated in the United Kingdom and registered in England and Wales on 24 May 2023 under the Companies Act of 2006. The address of the registered office is 6th Floor, 60 Gracechurch Street, London, EC3V 0HR. The nature of the Company's operations and principal activities is providing loans to customers.

(b) Basis of preparation

The principal accounting policies applied in the preparation of the Historical Financial Information are set out below. These policies have been consistently applied to the period presented, unless otherwise stated.

The Historical Financial Information has been prepared for the sole purpose of publication within this Admission Document. It has been prepared in accordance with the requirements of the AQSE Exchange Rules and in accordance with UK-adopted International Accounting Standards ('IFRS'). The Group Financial Information has been prepared using the measurement bases specified by IFRS for each type of asset, liability, income and expense.

The Historical Information does not constitute statutory accounts within the meaning of Section 434 of the Companies Act 2006.

The Historical Financial Information is presented in GBP unless otherwise stated, which is the Group's functional currency.

Comparative figures

No comparative figures have been presented as the Group's Financial Information covers the period from incorporation on 24 May 2023.

Going Concern

The Group's financial information has been prepared on a going concern basis. The Directors have a reasonable expectation that the Group will have adequate resources to continue in operational existence for the foreseeable future based on their cash flow forecasts which include financing arrangements resulting from the Group's listing on the AQSE Group Market Stock Exchange and IPO scheduled for November 2023. The Directors are confident that they will be successful in raising additional funds.

The financial statements do not reflect any adjustments that would be required to be made if they were prepared on a basis other than the going concern basis.

Standards and interpretations issued and not yet effective:

As at the date of the Group's Financial Information, the Directors have reviewed the standards in issue by the International Accounting Standards Board and IFRIC, which are effective for periods beginning on or after the stated effective date but have not yet been applied. In their view, these standards would not have a material impact on the financial reporting of the Group.

Material accounting policies:

(c) Revenue recognition

Revenue is recognised at the fair value of the consideration received or receivable.

The Group's primary revenue includes loan interest and loan originator fees. Revenue is recognised at a point in time and overtime as performance obligations are satisfied by

transferring control of the promised services to the customer. A contract with a customer that results in a recognised financial instrument may be within the scope of IFRS 9 and IFRS 15.

Interest income

Interest income is recognised using the effective interest method as the Group's right to receive payment is established. Each is then shown separately in the statement of profit or loss and other comprehensive income.

(d) Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable (other than financial assets or liabilities at fair value through profit or loss) are added to or deducted from the fair value as appropriate on initial recognition.

Equity instruments are any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments are recognised at proceeds received net of issue costs.

(e) Fair values

Fair value is the amount for which a financial asset, liability, or instrument could be exchanged between knowledgeable and willing parties in an arm's length transaction. It is determined by reference to quoted market prices adjusted for estimated transaction costs that would be incurred in an actual transaction or by the use of established estimation techniques. The fair values at the end of the reporting period are approximately in line with their reported carrying values unless specifically mentioned in the notes to the financial statements.

(f) Receivables

Receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment losses, if any.

(g) Payables

Payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Payables are recognised initially at fair value, and subsequently measured at amortised cost using the effective interest method. Payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Payables are derecognised when the obligation specified in a contract is discharged, cancelled or has expired.

(h) Expenses

Expenses are recognised when a decrease in future economic benefit related to a decrease in an asset or an increase in liability has arisen that can be measured reliably. Expenses are recognised: (i) on the basis of a direct association between the costs incurred and the earning of specific items of income; (ii) on the basis of systematic and rational allocation procedures (i.e., when economic benefits are expected to arise over several accounting periods and the association with income can only be broadly or indirectly determined); or (iii) immediately when an expenditure produces no future economic benefits or when, and to the extent that future economic benefits do not qualify, or cease to qualify, for recognition in the statements of financial position.

(i) Taxes

Income taxes include all taxes based on the taxable profits of the Group. Other taxes not based on income, such as property and capital taxes, are included within operating expenses or financial expenses according to their nature.

Deferred income tax is provided in the financial statements using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts. Deferred income tax assets relating to the carry-forward of unused tax losses are

recognized to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

Current and deferred income tax assets and liabilities are offset when the same taxation authority levies the income taxes and when there is a legally enforceable right to offset them.

(j) Equity

Financial instruments issued by the Group are treated as equity only to the extent that they do not meet the definition of a financial liability. The Group's ordinary shares are classified as equity instruments and recorded as share capital at par value. Any excess of consideration received against par value are recorded as premium.

(k) Judgements or key sources of estimation uncertainty

There have been no significant judgements or key sources of uncertainty in the period ended 30 June 2023.

2 Revenue

In the period to 30 June 2023, the Group earned £53,980 from loan originator fees and interest with a related party (see Note 14 Related Party Transactions) as follows:

	Period ended 30 June 2023
	£
Loans fee revenue	48,000
Interest revenue	5,980
	<u>53,980</u>

3 Administrative expenses

	Period ended 30 June 2023
	£
Directors' remuneration	50,000
Auditors' remuneration	18,000
Consultancy costs	12,470
Company secretarial services	2,903
Accounting fees	1,713
Bank charges	1,939
	<u>87,025</u>

4 Other Income

Other income of £230,584 relates to Corporate processing fees charged to shareholders on their share allotments. This fee is non-refundable.

5 Auditor's Remuneration

	Period ended 30 June 2023
	£
Fees payable to the Group's auditor for the audit of this financial information	<u>18,000</u>

6 Employees and Directors Remuneration

There were no employees of the Group in the period under review, other than the two directors. Total directors' remuneration was £50,000.

	Period ended 30 June 2023 £
Remuneration	<u>50,000</u>

As at 30 June 2023 balances owing to the directors amounted to £2,939 in respect of their remuneration in the period under review.

7 Income taxes

Tax expense comprises:

	Period ended 30 June 2023 £
Current tax expense in respect of the current period	<u>49,385</u>
Total income tax	<u>49,385</u>

All income tax is attributable to continuing operations.

The total tax charge for the period can be reconciled to the accounting profit multiplied by the tax rate as follows:

	Period ended 30 June 2023 £
Profit from operations	197,539
Income tax expense calculated at 25%	<u>49,385</u>
Income tax expense recognised on profit	<u>(49,385)</u>

The rate used for the period in the reconciliation above is the corporate rate of 25% payable by corporate entities on taxable profits under tax law in that jurisdiction.

8 Trade and other receivables

	As as 30 June 2023 £
Amounts due from related party transactions	293,980
Prepayments	<u>161</u>
	<u>294,141</u>

Amounts due from related party transactions consists of:

On 1 June 2023, the Group entered into a £240,000 loan agreement with Investment Evolution Credit S.A. (IEC SA) to provide working capital and consumer loan capital for IEC SA. The loan repayment date is 31 May 2024 and earns 29.9% interest per annum.

Uncollected loan interest at period end amounting to £5,980.

Loan fee receivable of £48,000 relating to the 20% origination fee on the loan.

9 Trade and other payables

	As at 30 June 2023 £
Other creditors and accruals	22,776
Income tax payable	49,385
Amounts owing to directors	2,939
	<u>75,100</u>

10 Investments in subsidiary undertakings

As at 30 June 2023, the Company has the following subsidiary undertakings which make up the Group:

Held directly:

Name of subsidiary	Date & place of Incorporation	% holding	Principal activity
IEC Credit Group Ltd	25 May 2023, UK	100*	Management Consultancy other than financial management

Held indirectly:

Name of subsidiary	Date & place of Incorporation	% holding	Principal activity
IEC Credit Ltd	29 May 2023, UK	100**	Credit granting by non-deposit taking finance houses & other specialist consumer credit grantors

All entities listed above are included in the Group consolidation however there are only balances relating to the initial set up of the companies and both have not traded in the period from incorporation to 30 June 2023.

*The Company holds 1,000 £1.00 ordinary shares, unpaid at year end.

**IEC Credit Group Ltd holds 1,000 £1.00 ordinary shares, unpaid at year end.

11 Issued Capital

Details of share capital as of 30 June 2023 are as follows:

	£ Share Capital	£ Share Premium	£ Total
12,377,303 ordinary shares at £0.005 par value	61,887	-	61,887
45,000 ordinary shares at £0.2000 per share	225	8,775	9,000
	<u>62,112</u>	<u>8,775</u>	<u>70,887</u>

The Group has one class of ordinary shares, all fully paid.

The Group was incorporated on 24 May 2023 and during the period, had the following issuances of ordinary shares:

- 12,377,303 ordinary shares were issued to various shareholders at par; and
- 45,000 shares were issued to various shareholders at £0.2000 per share, which is comprised of £0.005 par value and £0.195 share premium.

12 Financial Instruments

The following tables set out the categories of financial assets and liabilities held by the Group:

Financial assets

	As at 30 June 2023
	£
Loan to related party	240,000
Loan origination fees	48,000
Interest on related party loan	5,980
Prepayments	161
	<u>294,141</u>

Financial liabilities

	As at 30 June 2023
	£
Trade and other payables	<u>75,100</u>

Financial risk management

The Company's existing financial assets and liabilities arise directly from the Group's operations. There is minimal risk with these financial assets and liabilities as they relate to day-to-day business expenditure and are invoiced in Sterling, the Group's functional currency and the directors believe their carrying value reasonably equate to fair value.

Financial risk factors

The Group has recently been incorporated and has limited operating history upon which prospective investors may assess the likely performance of the Group. The Group's success will depend upon the Directors' ability to identify and manage future opportunities that may arise.

Strategic risk

The Group's ability to generate profit (which cannot be guaranteed) will be reliant upon the performance of investments and successful execution of the business strategy (in both its current form and as amended from time to time). The Group seeks to mitigate this risk by implementing a sustainable business model. The Board of Directors meet at least four times a year to revisit the Group's strategy and align it with current market and economic conditions.

Regulatory and legal risk

As the Group expands its activities, the Group will become increasingly obligated to comply with the laws, rules, regulations and policies of the jurisdictions in which the Group operates.

Reputational risks

Reputational risk is the risk resulting from failure to meet the reasonable expectations of stakeholders regarding any event, behaviour, action, or inaction undertaken by the Group, its employees, or its affiliated entities. The Group seeks to ensure its business minimises reputational risk through the Board of Directors policies, procedures and controls for corporate governance and risk management.

Credit risk

Credit risk is the risk that the Group will not be able to recover receivables from counterparty when due. Credit risk is managed by the experienced Executive Management Team and Board of Directors.

Liquidity risk

Liquidity risk pertains to the possibility that the Group, while still solvent, may not possess ample financial means to fulfil its obligations when they come due, or it may only secure these resources at a high cost. The Board of Directors reviews sensitivity analysis to different stress scenarios to simulate and analyse cash flows, ensuring the Group has sufficient liquidity.

Operational risk

Operational risk refers to the potential for the Group to face financial losses while conducting its business operations. An in-depth description of the Group's comprehensive approach to managing internal control and financial reporting can be found in the 'Board Memorandum on Financial Position and Prospects Procedures'.

Capital risk

Capital risk encompasses the possibility that the Group might lack adequate capital resources to sustain its operations. The Group follows a cautious strategy in capital management. The Board of Directors consistently assesses budgets and forecasts, including capital and liquidity ratios, to ensure prudent management of capital resources.

13 Directors' advances, credit and guarantees

There are no directors' advances, credit or guarantees in the period.

14 Related party transactions

On 1 June 2023, the Parent Company, Investment Evolution Credit Ltd provided a £240,000 loan to Investment Evolution Credit S.A. (IEC SA), a related party, under commercial terms including a 20% origination fee, 29.9% interest rate and a repayment date of 31 May 2024.

For the period ended 30 June 2023, Paul Mathieson and Sam Prasad, directors of the Parent Company, were paid £40,000 and £10,000, respectively, as consulting fees; at the period end £1,431.16 and £1,507.50 respectively was owed to the directors.

As of 30 June 2023, Paul Mathieson and Sam Prasad, directors of the Parent Company, own 6,387,913 (51.42%) and 1,175,394 shares (9.46%), respectively, of the Parent Company.

15 Events after the reporting period

On 1 July 2023, the Parent Company acquired Investment Evolution Corporation, a company under common control, which is incorporated in the United States of America from IEC SA via a stock purchase agreement for £240,000. As payment for the acquisition, the Parent Company settled its loan receivable, with the same amount, to IEC SA. After the acquisition, the Company has no outstanding loan receivable from IEC SA and recognises an investment in a subsidiary undertaking amounting to £240,000.

16 Capital management policy

The Directors' objectives when managing the Group's 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 and to maintain an optimal capital structure to reduce the cost of capital. The capital structure of the Group consists of equity attributable to equity holders of the Group, comprising issued share capital, share premium and reserves.

17 Capital commitments

There were no capital commitments as at 30 June 2023.

18 Contingent assets or liabilities

There were no contingent assets or liabilities as at 30 June 2023.

19 Ultimate controlling party

As at 30 June 2023, there was no ultimate controlling party of the Group.

20 Nature of the Group Financial Information

The Historic Financial Information presented above does not constitute statutory accounts for the period under review.

5. Investment Evolution Credit plc AQSE Interim Financials 30.11.2023

Investment Evolution Credit plc

("IEC" or the "Company")

Interim Results

Investment Evolution Credit plc (AQSE: IEC) – 22 February 2024: IEC, a global fintech group specialising in online consumer loans, is pleased to announce its unaudited consolidated results for the six months ended 30 November 2023.

Six-Month Period Highlights:

- Revenue and other income of £441,261
- Profit before taxation of £268,062
- Net profit after tax of £195,088
- Earnings per share of £0.02
- Cash and cash equivalents balance as at 30 November 2023 of £659,289

Post Period Highlights:

IPO & Aquis Stock Exchange Growth Market Listing

IEC completed its December 2023 IPO oversubscribed subscription, raising £507,734. The Company was admitted to trading on Aquis Stock Exchange Growth Market on 14 December 2023.

FCA UK License Progress

IEC appointed leading international law firm Osborne Clarke LLP as regulatory legal adviser for its licensing application to the Financial Conduct Authority (FCA) to provide consumer loans in the United Kingdom. The appointment of legal advisers to advance the Company's FCA licensing application has resulted in the Company and its advisers revising the estimated timeline for IEC becoming authorised to provide consumer loans in the United Kingdom to 10 - 12 months, well ahead of the original planned timeline of 12 – 18 months. IEC's management are now working towards commencing consumer lending operations in the United Kingdom by early 2025.

Launched IEC 15% Bond £100m Offering

IEC launched an up to £100 million bond offering, the IEC 15% fixed rate unsecured bond 2024 ("IEC Bond"). The IEC Bond offers investors a fixed 15% per annum return over 5 years, with interest payable quarterly. The proceeds from the IEC Bond will be used solely to fund expansion of the Company's consumer loan portfolio and shall not be used for funding the Company's working capital or for any other purpose. IEC Bond proceeds are expected to be immediately deployed to fund new consumer loans in the Company's United States state-licensed lending business Mr. Amazing Loans, and to fund new consumer loans in the United Kingdom upon the anticipated launch of IEC's UK lending operations by early 2025.

Appointed Corporate Broker

As announced on 12 February 2024, IEC appointed Axis Capital Markets Limited, a leading UK institutional broker, to act as IEC's Corporate Broker. As part of its role as Corporate Broker, Axis Capital Markets will also conduct the IEC Bond offering.

Share Price Performance

As at market close on 21 February 2024, IEC's share price has increased by 200% from its IPO subscription price since listing on 14 December 2023.

Paul Mathieson, Chief Executive Officer of Investment Evolution Credit plc, stated

"We are very pleased with our financial performance, company progress and the 200% increase in IEC's share price since listing on Aquis Stock Exchange Growth Market on 14 December 2023."

IEC is an experienced regulated licensed lender under the corporate entity Investment Evolution Corporation and consumer brand Mr. Amazing Loans in the United States with state consumer lending licenses in the 6 states of California, Florida, Georgia, Illinois, Nevada and New Jersey and an established track-record of regulatory compliance for over 13

years. IEC plans to expand its United States lending model to the United Kingdom market by providing £2,000 to £10,000 online personal loans with an APR of 19.9% to 59.9% and fixed affordable repayments.

This announcement contains inside information for the purposes of the UK Market Abuse Regulation and the Directors of the Company accept responsibility for the contents of this announcement.

Enquiries:

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For more information please visit: www.investmentevolution.com

**CONDENSED CONSOLIDATED INTERIM STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE PERIOD FROM 24 MAY 2023 TO 30 NOVEMBER 2023**

		Unaudited
		Period ended 30 November 2023
	Note	£
Revenue	2	204,363
Cost of services		(40,153)
Gross Profit		164,210
Administrative expenses	3	(133,046)
Other income	4	236,471
Operating profit		267,635
Finance income		427
Profit before taxation		268,062
Income tax	7	(72,974)
Profit after tax		195,088
Profit attributable to the Group		195,088
Other comprehensive income		
Currency translation adjustment		1,201
Total comprehensive income for the period attributable to ordinary equity holders		196,289
Earnings per share for profit attributable to ordinary equity holders		
Basic earnings per share	8	0.02
Diluted earnings per share	8	0.02

The notes form an integral part of this unaudited condensed consolidated interim financial information.

**CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION
AS AT 30 NOVEMBER 2023**

		Unaudited
		As at 30 November 2023
	Note	£
ASSETS		
Non-current assets		
Goodwill	9	<u>2,939</u>
Total non-current assets		2,939
Current assets		
Other current assets		1,489
Deferred offering costs	15	235,314
Trade and other receivables	10	102,490
Cash and cash equivalents	11	<u>659,289</u>
Total current assets		998,582
Total assets		<u>1,001,521</u>
LIABILITIES		
Non-current liabilities		
Funding advance for new loans	12	12,642
Non-recourse distributions from loans receivable	12	<u>63,192</u>
Total non-current liabilities		75,834
Current liabilities		
Trade and other payables	13	<u>195,777</u>
Total liabilities		<u>271,611</u>
Net assets		<u>729,910</u>
EQUITY		
Share capital	15	62,112
Share premium	15	8,775
Subscribed share capital, net	15	462,734
Retained earnings		195,088
Currency translation reserves		1,201
Total equity		<u>729,910</u>

The notes form an integral part of this unaudited condensed consolidated interim financial information

**CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD FROM 24 MAY 2023 TO 30 NOVEMBER 2023**

	Share capital £	Share premium £	Subscribed share capital, net £	Currency translation reserve £	Retained earnings £	Total equity £
Balance at 24 May 2023	—	—	—	—	—	—
Income for the period	—	—	—	—	195,088	195,088
Other comprehensive income						
Currency translation adjustment	—	—	—	1,201	—	1,201
Total comprehensive income for the period	—	—	—	1,201	195,088	196,289
Share capital issued	62,112	8,775	—	—	—	70,887
Share capital subscribed	—	—	462,734	—	—	462,734
Balance at 30 November 2023	62,112	8,775	462,734	1,201	195,088	729,910

The notes form an integral part of this unaudited condensed consolidated interim financial information.

**CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOW
FOR THE PERIOD FROM 24 MAY 2023 TO 30 NOVEMBER 2023**

		Unaudited
		Period ended 30 November 2023
	Note	£
Cash flows from operating activities		
Income from operations before tax		268,062
Adjustments to net income		
Reversals of credit loss provision		(969)
Interest income		(427)
Unrealised foreign exchange gain		(208)
Changes in working capital:		
Increase in trade and other receivables		(12,901)
Increase in other current assets		(161)
Decrease in trade and other payables		(240,008)
Cash generated from operating activities		<u>13,388</u>
Interest received		427
Income tax paid		—
Net cash generated from operating activities		<u>13,815</u>
Cash flows from investing activities		
Cash from acquired subsidiaries	9	<u>241,220</u>
Net cash generated from investing activities		<u>241,220</u>
Cash flows from financing activities		
Receipts from share subscriptions		462,734
Receipts from share issuances		70,887
Payments to loan funding		(3,022)
Payments to share offering costs		(127,721)
Net cash generated from financing activities		<u>402,878</u>
Foreign exchange impact		1,376
Net increase in cash and cash equivalents		659,289
Cash and cash equivalents at 24 May 2023		—
Cash and cash equivalents at 30 November 2023	11	<u><u>659,289</u></u>

The notes form an integral part of this unaudited condensed consolidated interim financial information.

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION
FOR THE PERIOD FROM 24 MAY 2023 TO 30 NOVEMBER 2023**

1. Material accounting policy information and other explanatory information

(a) General information

Investment Evolution Credit plc (“IEC UK” or the “Parent Company”) is a limited company incorporated in England and Wales under the Companies Act of 2006. The address of the registered office is 6th Floor, 60 Gracechurch Street, London, EC3V 0HR. The nature of the Group’s operations and principal activities is providing loans to customers and financial management services, including accounting, valuations, and capital structure services.

The Parent Company was incorporated on 24 May 2023 and was re-registered as a public limited company on 2 November 2023.

Investment Evolution Corporation (“IEC US”), acquired by IEC UK on 1 July 2023 (see Note 9), is engaged in providing unsecured online consumer loans under the brand name “Mr. Amazing Loans” via the IEC US website and online application portal at www.mramazingloans.com. IEC US started its business and opened its first office in Las Vegas, Nevada in 2010. IEC US currently offers \$2,000 to \$10,000 unsecured consumer loans that mature, unless prepaid, five years from the date they are issued. IEC US is a direct lender with state licenses and/or certificates of authority in 6 states – California, Florida, Georgia, Illinois, Nevada and New Jersey. IEC US originates direct consumer loans to residents of these states through its online application portal, with all loans originated, processed and serviced out of its centralised Las Vegas head office.

IEC Credit Group Ltd was incorporated on 25 May 2023 to provide management consulting services to consumer finance companies and review opportunities for strategic acquisitions or partnerships in the consumer finance sector.

IEC Credit Ltd was incorporated on 29 May 2023 to provide unsecured online consumer loans to customers in the United Kingdom subject to approval and authorisation by the Financial Conduct Authority.

As of 30 November 2023, the Parent Company holds 100% direct interest in IEC US and IEC Credit Group Ltd, and 100% indirect interest in IEC Credit Ltd through IEC Credit Group Ltd (IEC US, IEC Credit Group Ltd., and IEC Credit Ltd together are referred to as the “Subsidiaries”).

The term “Group” refers to the Parent and the Subsidiaries.

(b) Basis of preparation

The principal accounting policies applied in the preparation of the unaudited condensed consolidated interim financial information are set out below. These policies have been consistently applied to the period presented, unless otherwise stated.

The unaudited condensed consolidated interim financial information for the period from the date of incorporation on 24 May 2023 to 30 November 2023 has been prepared in accordance with the UK-adopted International Accounting Standard 34, ‘Interim Financial Reporting’ and the Disclosure Guidance and Transparency Rules sourcebook of the United Kingdom’s Financial Conduct Authority.

The interim report does not include all of the notes of the type normally included in an annual financial report.

The unaudited condensed consolidated interim financial information is presented in GBP (£) unless otherwise stated, which is the Group’s functional currency.

Comparative figures

No comparative figures have been presented as the Group’s unaudited condensed consolidated interim financial information covers the period from incorporation on 24 May 2023.

Principles of consolidation

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group uses the acquisition method of accounting to account for business combinations. Inter-company transactions, balances and unrealised gains and losses on transactions between Group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary, to ensure consistency with the policies adopted by the Group.

Going concern

The Group's unaudited condensed consolidated interim financial information has been prepared on a going concern basis. The Directors have a reasonable expectation that the Group have adequate resources to continue in operational existence for the foreseeable future based on cash flow forecasts. The Directors also consider the Group's overall financial position, exposure to principal risks, and future business forecasts. The unaudited condensed consolidated interim financial information does not reflect any adjustments that would be required to be made if they were prepared on a basis other than the going concern basis.

Standards and interpretations issued and not yet adopted by the Group

As at the date of the Group's unaudited condensed consolidated interim financial information, the Directors have reviewed the standards in issue by the International Accounting Standards Board and IFRIC, which are effective for periods beginning on or after the stated effective date but have not yet been applied. In their view, these standards would not have a material impact on the financial reporting of the Group.

Standards/Interpretations	Application	Effective from
IAS 1 Amendments	Non-current liabilities with covenants (classification of liabilities as current or non-current)	1 January 2024
IAS 7 and IFRS 7 Amendments	Supplier finance arrangements	1 January 2024
IFRS 16 Amendments	Lease liability in a sale and leaseback	1 January 2024

(c) Revenue recognition

Revenue is recognised at the fair value of the consideration received or receivable.

The Group's primary revenue includes loan interest, loan originator fees and financial management fees. A contract with a customer that results in a recognised financial instrument may be within the scope of IFRS 9 and IFRS 15.

Revenue on loan interest is recognised using the effective interest method over the life of the loan as it is earned and collected on a periodic basis. Revenue on loan originator fee is earned on the date the corresponding loan is recognised. Loan originator fee pertains to a specific fee charged to the borrower at loan origination date. These fees are recognised in accordance with the applicable loan agreement.

Revenue on financial management services are recognised as earned, calculated, and collected in accordance with the applicable agreement. In the event that financial management fee is received before it is earned, deferred revenue is recorded and is included under liabilities in the consolidated statements of financial position.

The performance obligation to provide the service to the customer is satisfied over time beginning from the period when the control on the agreed cash or loan transfers to the customers.

The Group recognised the incremental costs of obtaining a contract as an expense when incurred if the amortization period determined in reference to the life of the contract of the resulting asset that the Company otherwise would have recognised is one year or less.

The Group does not adjust the amount of consideration for the effects of a significant financing component if, at contract inception, the expected period between the transfer of promised services and customer payment is one year or less.

Interest revenue

Interest revenue is recognised over time according to the agreed interest rate and payment dates within the loan contract.

Other income

The Group recognises other income when earned or realised.

(d) Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value.

Transaction costs that are directly attributable (other than financial assets or liabilities at fair value through profit or loss) are added to or deducted from the fair value as appropriate on initial recognition.

Equity instruments are any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments are recognised as proceeds received net of issue costs.

Financial assets

The Group's financial assets comprise trade and other receivables and security deposit.

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument, and are recognised at fair value and subsequently measured at amortised cost using the effective interest method less provision for impairment, based on the receivable ageing, previous experience with the debtor and known market intelligence. Any change in their value is recognised in the statement of comprehensive income.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred. An assessment for impairment is undertaken at least at each statement of financial position date, whether or not there is objective evidence that a financial asset or a group of financial assets is impaired.

Financial liabilities

The Group's financial liabilities comprise trade and other payables, funding advance for new loans, and non-recourse distributions from loans receivable.

Financial liabilities are initially recognised at fair value of the consideration received net of issue costs. After initial recognition, financial liabilities are measured at amortised cost using the effective interest method. All interest-related charges are included in the condensed consolidated interim statement of profit or loss and other comprehensive income line item "finance expense". Financial liabilities are derecognised when the obligation to settle the amount is removed.

(e) Fair values

Fair value is the amount for which a financial asset, liability, or instrument could be exchanged between knowledgeable and willing parties in an arm's length transaction. It is determined by reference to quoted market prices adjusted for estimated transaction costs that would be incurred in an actual transaction or by the use of established estimation techniques.

All assets and liabilities for which fair value is measured or disclosed in the financial statement are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to their fair value measurement as a whole:

- Level I – Inputs are unadjusted, quoted prices for identical assets or liabilities in active markets at the measurement date.
- Level II – Inputs, other than quoted prices included in Level I that are observable for the asset or liability through corroboration with market data at the measurement date.
- Level III – Unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

The following table summarises fair value measurements by level as at 30 November 2023 for assets and liabilities measured at amortised cost on a recurring basis:

	Level I	Level II	Level III	Total
	£	£	£	£
Financial assets				
Cash and cash equivalents	659,289	—	—	659,289
Trade and other receivables	102,490	—	—	102,490
Subscriptions receivable	45,000	—	—	45,000
Other current asset (excluding prepayments)	1,328	—	—	1,328
Financial liabilities				
Trade and other payables	195,777	—	—	195,777
Non-recourse distributions from loan receivable	63,192	—	—	63,192
Funding advance for new loans	12,642	—	—	12,642

The fair values at the end of the reporting period are approximately in line with their reported carrying values unless specifically mentioned in the notes to the financial statements.

(f) Deferred offering costs

Deferred, direct offering costs were capitalised and consisted of fees and expenses incurred in connection with the sale of the Group's common stock in the initial public offering ("IPO"), including the legal, accounting, printing, and other offering-related costs. Upon completion of the IPO, these deferred offering costs will be reclassified from current assets to stockholders' equity and will be recorded against the net proceeds from the offering.

(g) Receivables

Loans receivable is recognised at the amount of consideration that is unconditional, unless they contain significant financing components when they are recognised at fair value, in accordance with IFRS 15 and subsequently measured at amortised cost using the effective interest method, less allowance for expected credit loss.

Expected credit losses are calculated in accordance with the simplified approach permitted by IFRS 9, using a provision matrix applying lifetime historical credit loss experience to the trade receivables. The expected credit loss rate varies depending on whether, and the extent to which, settlement of the loan receivables is overdue and it is also adjusted as appropriate to reflect current economic conditions and estimates of future conditions. The unobservable inputs used to calculate the fair value of these loans include historical loss rates, recent default trends and estimated remaining loan terms. Therefore, the carrying value of the loans receivable approximates the fair value.

When a loan receivable is determined to have no reasonable expectation of recovery it is written off, firstly against any expected credit loss allowance available and then to the income statement.

Subsequent recoveries of amounts previously provided for or written off are credited to the income statement.

(h) Payables

Payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Payables are recognised initially at fair value, and subsequently measured at amortised cost using the effective interest method. Payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Payables are derecognised when the obligation specified in a contract is discharged, cancelled or has expired.

(i) Expenses

Expenses are recognised when a decrease in future economic benefit related to a decrease in an asset or an increase in liability has arisen that can be measured reliably. Expenses are recognised: (i) on the basis of a direct association between the costs incurred and the earning of specific items of income; (ii) on the basis of systematic and rational allocation procedures (i.e., when economic benefits are expected to arise over several accounting periods and the association with income can only be broadly or indirectly determined); or (iii) immediately when an expenditure produces no future economic benefits or when, and to the extent that future economic benefits do not qualify, or cease to qualify, for recognition in the statements of financial position.

(j) Taxes

Income taxes include all taxes based on the taxable profits of the Group. Other taxes not based on income, such as property and capital taxes, are included within operating expenses or financial expenses according to their nature.

Deferred income tax is provided in the financial statements using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts. Deferred income tax assets relating to the carry-forward of unused tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

Current and deferred income tax assets and liabilities are offset when the same taxation authority levies the income taxes and when there is a legally enforceable right to offset them.

(k) Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Group;

- fair value of any asset or liability resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, amount of any non-controlling interest in the acquired entity, and acquisition-date fair value of any previous equity interest in the acquired entity, over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss and other comprehensive income as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss and other comprehensive income.

(l) Goodwill

Goodwill on acquisitions of subsidiaries is disclosed as a separate line item in the unaudited condensed consolidated interim statement of financial position and is carried at cost less accumulated impairment losses. Goodwill represents the excess of the fair value of the consideration over the fair values of the identifiable net tangible and intangible assets acquired and is allocated to cash-generating units. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Under IFRS 3 "Business Combinations", goodwill arising on acquisitions is not subject to amortisation but is subject to annual impairment testing or more frequently if events or changes in circumstances indicate that it might be impaired. Any impairment is recognised immediately in the unaudited condensed consolidated interim statement of profit or loss and other comprehensive income and is not subsequently reversed. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows from other assets or groups of assets (cash generating units).

(m) Equity

Financial instruments issued by the Group are treated as equity only to the extent that they do not meet the definition of a financial liability. The Group's issued ordinary shares are classified as equity instruments and recorded as share capital at par value. Any excess of the consideration received against par value is recorded as a premium. Shares subscribed are recorded as subscribed share capital at their purchase value, net of any unpaid amount. Subscribed shares are recorded as share capital, with excess of par at share premium upon full payment of the purchase value or upon happening of a contingent event.

Currency translation adjustments are differences arising from translation of investments in overseas subsidiaries. The differences arise from the translation of foreign operations' results and financial positions from their respective functional currencies to the Group's presentation currency.

(n) Foreign currencies

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The unaudited condensed consolidated financial statements are presented in GBP (£), which is the Company's functional and the Group's presentational currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the re-translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies, are generally recognised in profit or loss and other comprehensive income.

Foreign exchange gains and losses that relate to cash and borrowings are presented in the unaudited condensed consolidated interim statement of profit or loss and other comprehensive income within 'other income'. All other foreign exchange gains and losses are presented in the unaudited condensed consolidated interim statement of profit or loss and other comprehensive income.

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that unaudited condensed consolidated interim statement of financial position;
- income and expenses for each statement of profit or loss are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate if material.

(o) Judgements or key sources of estimation uncertainty

The preparation of the unaudited condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results might differ from these estimates.

Critical judgments and estimates applied follows:

- Critical estimates in the impairment of goodwill — Goodwill arising on business combination is not amortised but is reviewed for impairment on an annual basis, or more frequently if there are indications that goodwill may be impaired. Goodwill acquired in a business combination is allocated, at acquisition, to cash generating units (CGUs) that are expected to benefit from the business combination. An impairment loss is recognised for the amount which the asset's or CGUs carrying amount exceeds its recoverable amount. The recoverable amount is higher of fair value, reflecting market conditions less costs to sell, and value in use based on an internal discounted cash flow evaluation. Goodwill is subsequently reassessed for indications that an impairment loss previously recognised may no longer exist.
- Expected credit loss (ECL) assessment — Allowance for ECLs is maintained at a level considered adequate to provide for uncollectible receivables. ECLs are unbiased probability-weighted estimates of credit losses which are determined by evaluating a range of possible outcomes and taking into account past events, current conditions, and assessment of future economic conditions.
- The Group used historical loss rates, recent default trends and estimated remaining loan terms to determine the probability of default of the financial assets. The recognised provision for ECL is disclosed in Note 10.

2 Revenue

Revenue for the period ended 30 November 2023 consists of:

	Period ended 30 November 2023 £
Financial management fees	139,872
Loans fee revenue	48,000
Interest revenue	16,491
	<u>204,363</u>

Financial management fees, loans fee revenue, and certain interest revenue pertain to services made to a related party (see Note 14).

3 Administrative expenses

	Period ended 30 November 2023 £
Investor relations	34,167
Salaries and benefits	28,199

Consultancy costs	13,982
Accounting fees	12,274
Utilities	10,878
Auditor's remuneration	9,269
Insurance	5,496
Legal expenses	5,400
Taxes and licenses	4,984
Rent	3,943
Company secretarial services	2,903
Bank charges	2,391
Reversals of credit loss provision, net	(969)
Other administrative expenses	129
	133,046

4 Other income

	Period ended 30 November 2023 £
Corporate fee	230,584
Loss recovery	5,132
Foreign exchange gain	755
	236,471

Corporate fee of £230,584 relates to non-refundable corporate processing fees charged to shareholders on their share allotments.

5 Auditor's remuneration

	Period ended 30 November 2023 £
Fees payable to the Parent's auditor for the non-statutory audit on the Parent's interim financial information relating to the Parent's public company admission	18,000
Fees payable to the Parent's auditor for non-assurance services relating to the Parent's public company admission	17,700
Fees paid to the Subsidiaries' auditor for the non-statutory audit of the Subsidiaries' interim financial information	9,269
	<u>44,969</u>

6 Employees' remuneration

There were three (3) employees of the Group in the period under review, other than the two directors.

	Period ended 30 November 2023 £
Salaries and benefits	<u>56,399</u>

Salaries and benefits amounting to £28,200 were included as part of cost of services for the period ended 30 November 2023.

7 Income tax

Income tax comprises:

	Period ended 30 November 2023 £
Current tax expense in respect of the current period	72,974
Total income tax	<u>72,974</u>

All income tax is attributable to continuing operations.

The total tax charge for the period can be reconciled to the accounting profit multiplied by the tax rate as follows:

	Period ended 30 November 2023 £
Profit before tax of Parent Company subject to tax	291,897
Income tax rate	25%
Income tax recognised on profit or loss	<u>72,974</u>

The rate used for the period in the reconciliation above is the corporate rate of 25% payable by corporate entities on taxable profits under tax law in that jurisdiction.

8 Earnings per share

The basic earnings per share is calculated by dividing the profit attributable to the owners of Investment Evolution Credit plc by the weighted average number of ordinary shares in issue during the period. Diluted earnings per share is computed by dividing net profit by the weighted average number of shares of ordinary shares, contingently issuable shares, convertible shares, and certain common share equivalents outstanding for the period. Common stock equivalents are only included when their effect is dilutive.

For the period ended 30 November 2023, the Group's dilutive shares include contingently issuable shares upon the Group's IPO. There is no difference in the profit attributable to ordinary shareholders used to compute the basic and diluted earnings per share.

	Period ended 30 November 2023 £
Profit attributable to ordinary shareholders, basic	195,088
Profit attributable to ordinary shareholders, diluted	195,088
Shares used to compute earnings per ordinary share, basic	12,422,303
Shares used to compute earnings per ordinary share, diluted	12,689,532
Basic earnings per share	0.02
Diluted earnings per share	0.02

9 Business acquisition

On 1 July 2023, the Parent Company acquired Investment Evolution Corporation, a company under common control, which is incorporated in the United States of America from Investment Evolution Credit S.A. (IEC SA) via a stock purchase agreement for £240,000. As payment for the acquisition, the Parent Company settled its loan receivable, with the same amount, to IEC SA.

The Group did not incur any other costs related to the acquisition.

Details of the purchase consideration, the net assets and goodwill are as follows

	£
Purchase consideration	
Fair value of receivables settled	240,000

The assets and liabilities recognised as a result of the acquisition are as follows:

	Fair value £
Cash and cash equivalents	241,220
Trade and other receivables	85,145
Provision for credit losses	(8,886)
Other current assets	1,322
Trade and other payables	(3,277)
Funding advance for new loans	(45,619)
Non-recourse distribution from loans receivables	(32,844)
Net identifiable assets acquired	237,061
Goodwill	2,939
	240,000

Goodwill amounting to £2,939 was recognised on the acquisition of Investment Evolution Corporation (dba Mr. Amazing Loans), being the excess of the purchase consideration over the fair value of net assets acquired. For the period ended 30 November 2023, there were no movements and impairments recognised relating to goodwill.

10 Trade and other receivables

	Period ended 30 November 2023 £
Loans receivable, net	88,812
Receivables from related parties	12,167
Accrued interest receivable	1,511
	102,490

Loans receivable consists of:

Period ended

	30 November 2023 £
Loans fee receivable	92,683
Provision for credit losses	(3,871)
Loans fee receivable, net	<u>88,812</u>

A reconciliation of the allowance for credit losses consists of the following:

	Period ended 30 November 2023 £
Beginning	8,886
Reversal of credit losses	(969)
Write-offs	(4,046)
Ending	<u>3,871</u>

The following is an age analysis of past due receivables:

	Period ended 30 November 2023 £
1 – 30 days past due	19,877
31 – 60 days past due	—
61 – 90 days past due	—
Over 90 days past due	8,294
	<u>28,171</u>

The following is a breakdown of gross loan principal amounts outstanding in each US state for the Group's current active loan portfolio, excluding uncleared collections:

	Period ended 30 November 2023 £
California	31,384
Illinois	28,198
New Jersey	7,326
Georgia	7,059
Nevada	5,591
Missouri	1,490
Pennsylvania	1,352
Louisiana	147
	<u>82,547</u>

11 Cash and cash equivalents

	As at 30 November 2023 £
Cash in banks and on hand	196,555
Funds held on trust	462,734
	<u>659,289</u>

Cash in banks earn interest at prevailing bank deposit rates. Interest income earned from banks amounted to £427 for the period ended 30 November 2023.

Funds held on trust pertain to the subscriptions collected by IEC SA's bank on behalf of the Group under a Treasury Services Agreement dated 15 June 2023 (See Note 15).

12 Funding advances of new loans and Non-recourse distributions from loan receivable

In 2023, IEC US received \$100,000 funding advance from Full Circle Financial Services (FCFS) to fund new consumer loans in accordance with the Funding and Participation Agreement and related agreements. Under the Funding and Participation Agreement, no interest is charged by FCFS to the Company, with an agreed split of interest revenue from the loans distributed to FCFS along with monthly distributions of the principal of consumer loan repayments which reduce the funding advance.

An overview of the FCFS funding advance, loan funding and future distributions process is provided below:

a) Funding Advance for New Loans

The funds received are initially recorded under the "Funding Advance for New Loans" account, to be used for the purpose of funding new consumer loans as outlined in the specified agreements.

b) Funded Loan Assets

When new consumer loans are funded by the Company, the assets from consumer loans are recorded in a separate subaccount under Loans Receivable of the Company.

c) Funded Loan Allocation to Non-Recourse Account

Following the funding of loans, the "Non-Recourse Distributions from Loans Receivable" account is used to record the future distributions that will be sent to FCFS from the consumer loan principal repayments. This account is not a debt of the Company and is classified as a 'non-recourse' liability, as FCFS only has rights to these specific consumer loan assets with distributions made when the consumer makes loan repayments.

d) Funded Loan Defaults

In cases of individual loan defaults, the outstanding capital is reassigned from the Company to FCFS, reducing the "Non-Recourse Distributions on Loans Receivable" account. This structure insulates the Company from potential credit losses, negating the need for credit loss provisions on these loans.

e) Funded Loan Revenue Sharing and Principal Distributions

Interest revenue from these loans is shared between the Company and FCFS as per the Funding and Participation Agreement. The Company also remits principal repayments received from consumers to FCFS, resulting in a decrease in the Non-Recourse Distributions on Loans Receivable account.

At 30 November 2023, there were twenty-one (21) consumer loans funded totaling £66,372 with a final account balance of £63,192, net of principal payments received from consumers and remitted to FCFS.

13 Trade and other payables

	As at 30 November 2023 £
Accrued expenses	110,384
Accounts payable	77,454
Amounts owing to directors	7,939
	<u>195,777</u>

14 Related party transactions

Following are the outstanding balances and transactions, as at and for the period ended 30 November 2023, with related parties. Transactions between the Parent Company and its subsidiaries, which are related parties, have been eliminated and are not disclosed on this note.

	Note	Amount	Receivable (Payable)
--	------	--------	-------------------------

		£	£
<i>Related parties under common control</i>			
Loan		240,000	—
Management fee	2	139,872	12,167
Loans fee revenue	2	48,000	—
Interest revenue	2	5,980	—
<i>Directors and Shareholders</i>			
Corporate fee	4	230,584	—
Directors' consulting fees and salaries		144,221	(7,939)
Share issuances		47,061	—

On 1 June 2023, the Group entered into a £240,000 loan agreement with Investment Evolution Credit S.A. with a loan repayment date of 31 May 2024 and 29.9% interest per annum. Interest and 20% loan origination fee earned from the loan amounted to £5,980 and £48,000, respectively, for the period ended 30 November 2023. The loan, interest, and loan fee were subsequently settled through intercompany settlements resulting in nil balances as at 30 November 2023.

For the period ended 30 November 2023, Paul Mathieson and Sam Prasad, directors of the Parent Company, were paid £105,250 and £38,971, respectively, as consulting fees and salaries; at the period end £1,431 and £6,508, respectively, was owed to the directors.

As of 30 November 2023, Paul Mathieson and Sam Prasad, directors of the Parent Company, own 6,387,913 (51.42%) and 1,175,394 shares (9.46%), respectively, of the Parent Company.

15 Equity

Details of contributed capital as of 30 November 2023 are as follows:

	Share capital £	Share premium £	Subscribed share capital, net £	Total £
12,422,303 ordinary shares at £0.005 par value	62,112	8,775	—	70,887
2,538,672 ordinary shares at £0.20 per share	—	—	507,734	507,734
	62,112	8,775	507,734	578,621
Less: Subscriptions receivable			(45,000)	(45,000)
	62,112	8,775	462,734	533,621

The Group has one class of ordinary shares.

The Group was incorporated on 24 May 2023 and during the period, had the following issuances of ordinary shares:

- 12,377,303 ordinary shares were issued to various shareholders at par; and
- 45,000 shares were issued to various shareholders at £0.2000 per share, which is comprised of £0.005 par value and £0.195 share premium.

On 10 November 2023, 2,538,672 shares were subscribed at £0.20 per share as a conditional placement for the Group's IPO, of which 225,000 shares are unpaid as at 30 November 2023. Deferred offering costs recognised related to the Group's IPO amounted to £235,314 as at 30 November 2023.

16 Financial instruments

The following tables set out the categories of financial assets and liabilities held by the Group:

Financial assets

	Period ended 30 November 2023 £
Cash and cash equivalents	659,289
Trade and other receivables	102,490
Subscriptions receivable	45,000

Other current asset (excluding prepayments)	1,328
	<u>808,107</u>

Financial liabilities

	Period ended 30 November 2023
	£
Trade and other payables	195,777
Non-recourse distributions from loans receivable	63,192
Funding advance for new loans	12,642
	<u>271,611</u>

Financial risk management

The Company's existing financial assets and liabilities arise directly from the Group's operations. There is minimal risk with these financial assets and liabilities as they relate to day-to-day business expenditure and are invoiced in Sterling, the Group's functional currency and the directors believe their carrying value reasonably equate to fair value.

Financial risk factors

The Group has recently been incorporated and has limited operating history upon which prospective investors may assess the likely performance of the Group. The Group's success will depend upon the Directors' ability to identify and manage future opportunities that may arise.

Market risk

(a) Foreign exchange risk

The Group has exposure to market risk – foreign exchange risk arising from future commercial transactions and recognised financial assets and liabilities not denominated in GBP. The Group's income stream is exposed to fluctuation in the US Dollar and Euro exchange rate against GBP.

This risk is managed predominantly via policies approved by the directors. Market risks are identified and evaluated closely by directors. Directors provide written principles for overall risk management, as well as policies covering specific areas. These are reviewed monthly and discussed at director's meetings.

The Group's exposure to foreign currency risk as at 30 November 2023, expressed in GBP follows:

	Period ended 30 November 2023	
	<u>\$</u>	<u>€</u>
Assets		
Cash and cash equivalent	—	174,588
Liabilities		
Trade and other payables	10,581	—

The aggregate net foreign exchange gains recognised in profit or loss were:

	Period ended 30 November 2023
	£
Realised foreign exchange gain	547
Unrealised foreign exchange gain	208
Total net foreign exchange gain recognised in profit before tax	<u>755</u>

A +/-10% shift in the USD and EUR exchange rate would be expected to have an impact on profit before tax as follows:

	Impact on profit before tax as at 30 November 2023 Increase (Decrease)	
	\$	€
+10%	(943)	15,872
- 10%	943	(15,872)

(b) Interest rate risk

The Group does not have interest-bearing liabilities.

(c) Price risk

The Group is not exposed to either commodity or equity securities price risk.

Strategic risk

The Group's ability to generate profit (which cannot be guaranteed) will be reliant upon the performance of investments and the successful execution of the business strategy (in both its current form and as amended from time to time). The Group seeks to mitigate this risk by implementing a sustainable business model. The Board of Directors meet at least four times a year to revisit the Group's strategy and align it with current market and economic conditions.

Regulatory and legal risk

As the Group expands its activities, the Group will become increasingly obligated to comply with the laws, rules, regulations and policies of the jurisdictions in which the Group operates.

Reputational risks

Reputational risk is the risk resulting from failure to meet the reasonable expectations of stakeholders regarding any event, behaviour, action, or inaction undertaken by the Group, its employees, or its affiliated entities. The Group seeks to ensure its business minimises reputational risk through the Board of Directors policies, procedures and controls for corporate governance and risk management.

Credit risk

Credit risk is the risk that the Group will not be able to recover receivables from the counterparty when due. Credit risk is managed by the experienced Executive Management Team and Board of Directors.

The Group's credit risk arises from cash and cash equivalents, and trade and other receivables.

Cash in bank is covered by insurance limits, which minimises the Group's exposure to credit risk. Funds held on trust are kept in financial institutions with credit rating of above B+ and are secured by an agreement in case of possible losses. Advances to related parties are transacted with related parties with no history of default and are in good financial condition. Credit risk is assessed as low considering balances are collectible from the counterparties involved. The Group's portfolio of loan receivables is with consumers living throughout the United States and consequently, such consumers' ability to honour their instalment contracts may be affected by economic conditions in these areas.

The maximum exposure to credit risk at the end of the reporting period is the carrying amount of cash and cash equivalents, and trade and other receivables.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected credit loss allowance for all trade and other receivables. To measure the expected credit losses, trade, and other receivables have been grouped on shared credit risk characteristics and the days past due. The Funding and Participation Agreement structure insulates the Group from potential credit losses, negating the need for credit loss provisions on these loans.

Refer to Note 10 for the details of the provision for credit loss and age analysis of past due receivables.

Liquidity risk

Liquidity risk is the risk that the Group will fail to meet its obligations associated with its financial liabilities. The Group's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, the Board of Directors reviews sensitivity analysis to different stress scenarios to simulate and analyse cash flows, ensuring the Group has sufficient liquidity. A material and sustained shortfall in the Group's cash flow could undermine the Group's credit rating, impair investor confidence, and also restrict the Group's ability to raise funds.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

	Less than One year £	One to two years £	Two to five years £	Total £
Trade and other payables	195,777	—	—	195,777
Funding advances for new loans	—	—	12,642	12,642
Non-recourse distributions from loans receivable	—	—	63,192	63,192
	195,777	—	75,834	271,611

Capital risk

Capital risk encompasses the possibility that the Group might lack adequate capital resources to sustain its operations. The Group follows a cautious strategy in capital management. The Board of Directors consistently assesses budgets and forecasts, including capital and liquidity ratios, to ensure prudent management of capital resources.

17 Directors' advances, credit and guarantees

There are no directors' advances, credit, or guarantees in the period.

18 Capital management policy

The Directors' objectives when managing the Group's capital are to safeguard the Group's ability to continue as a going concern to provide returns for Shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The capital structure of the Group consists of equity attributable to equity holders of the Group, comprising issued share capital, share premium, and reserves.

19 Capital commitments

There were no capital commitments as at 30 November 2023.

20 Contingent assets or liabilities

There were no contingent assets or liabilities as at 30 November 2023.

21 Ultimate controlling party

As at 30 November 2023, there was no ultimate controlling party of the Group.

22 Subsidiaries consolidated

The subsidiaries included in the unaudited condensed consolidated financial statement of the Group are detailed below. No subsidiary undertakings have been excluded from the consolidation.

Company	Place of Business	Class of share capital held	Holdings		Principal Activities
			Direct (%)	Indirect (%)	
Investment Evolution Corporation	USA	Ordinary	100	—	Providing unsecured online consumer loans
IEC Credit Group Ltd	UK	Ordinary	100*	—	Management consultancy other than financial management
IEC Credit Ltd	UK	Ordinary	—	100**	Credit granting by non-deposit-taking finance houses and other specialist consumer credit grantors

*The Company holds 1,000 £1.00 ordinary shares, unpaid at period end

**IEC Credit Group Ltd holds 1,000 £1.00 ordinary shares, unpaid at period end

IEC Credit Group Ltd and IEC Credit Ltd are included in the Group consolidation, however, these entities only contain balances relating to their incorporation on 25 May 2023 and 29 May 2023, respectively. Both have not yet operated from incorporation to 30 November 2023.

23 Nature of the Group unaudited condensed consolidated interim financial information

The condensed consolidated interim financial statements do not comprise statutory accounts within the meaning of section 434 of the Companies Act of 2006.

The financial statements have not been reviewed, nor audited.

24 Significant post-balance sheet events

On 14 December 2023, the Group was admitted to the Access Segment of Aquis Stock Exchange (AQSE) Growth Market ("Admission") following the successful completion of its subscription, raising gross proceeds of £507,734. The issued share capital of the Group on Admission comprises 14,960,975 ordinary shares. The Group trades its ordinary shares in AQSE under the ticker "IEC" and ISIN: GB00BPQC9525.

Glendys Andrea Aguilera and Neil Roger Patrick were appointed as additional new directors of the Group on 14 December 2023 on Admission.

On 7 February 2024, the Group launched an up to £100 million unsecured bond offering to investors with a five-year maturity at a fixed interest yield of 15% per annum, interest payable quarterly (the "Bonds"). The proceeds of the Bonds will be used for fund expansion of the Group's consumer loan portfolio.

Caution Regarding Forward Looking Statements

Certain statements made in this announcement are forward-looking statements. These forward-looking statements are not historical facts but rather are based on the Company's current expectations, estimates, and projections about its industry; its beliefs; and assumptions. Words such as 'anticipates,' 'expects,' 'intends,' 'plans,' 'believes,' 'seeks,' 'estimates,' and similar expressions are intended to identify forward-looking statements. These statements are not a guarantee of future performance and are subject to known and unknown risks, uncertainties, and other factors, some of which are beyond the Company's control, are difficult to predict, and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. The Company cautions security holders and prospective security holders not to place undue reliance on these forward-looking statements, which reflect the view of the Company only as of the date of this announcement. The forward-looking statements made in this announcement relate only to events as of the date on which the statements are made. The Company will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances, or unanticipated events occurring after the date of this announcement except as required by law or by any appropriate regulatory authority.

Form of Proxy

PKF PCC Cell 2

(Incorporated in the Republic of Seychelles on 10 August 2017)

(Company Number 196036)

(“PKFPCC2” or “the Cell”)

ISIN: SC1725IFEJ93

To be used for the Bondholders’ Meeting of PKF PCC Cell 2, or any adjournment thereof, which will be held on 6 September 2024 at 12:00PM (GMT+4) Seychelles Time at 104 First Floor, Waterside Property, Eden Island, Seychelles.

I/We..... (name in block letters)

Of (address):

being the registered holder of PKFPCC2 Bonds hereby nominate and appoint:

- 1. ; or failing him
- 2. ; or failing him
- 3. the Chairman of the meeting,

as my/our proxy to act for me/us on my/our behalf at the Bondholders’ Meeting, or any adjournment thereof, which will be held for the purpose of considering and, if deemed fit, passing with or without modification, the resolutions as detailed in the notice of Bondholders’ Meeting, and to vote for and/or against such resolutions and/or abstain from voting in respect of PKFPCC2 Bonds issued by the Cell registered in my/our name(s), in accordance with the following instructions:

No	Resolution	For	Against	Abstain
1	Ordinary Resolution 1: Formal Investigation			
2	Special Resolution 1: Debt-for-Equity Swap			

(Indicate instructions to proxy in the spaces provided above.)

I/We further wish to elect the following representative as chairman of the meeting:

Insert Name of Proposed Chairman:	
-----------------------------------	--

(Indicate your proposed chairman in the table above. Should a chairman not be elected by simple majority, to facilitate the proceedings, a director of PKF PCC shall assume the role of chairman.)

Unless otherwise instructed above, my proxy may vote as he/she thinks fit.

Signed at on this day of 2024.

Signature [Assisted by (if applicable)]

The completed forms of proxy must be completed and submitted by email to cosec.sc@pkf.com or delivered to the office of PKF PCC (105 First Floor, Waterside Property, Eden Island, Seychelles) to be received by 16h00 on 4 September 2024 (GMT+4) Seychelles Time.

A Bondholder entitled to attend and vote at the Bondholders' Meeting is entitled to appoint a proxy to attend, vote and speak in his/her stead. A proxy need not be a Bondholder. Each Bondholder is entitled to appoint one or more proxies to attend, speak and vote in place of that Bondholder at the Bondholders' Meeting.

Please read the undermentioned notes.

1. This form of proxy is only to be completed by Bondholders who are holding PKFPCC2 Bonds issued by the Cell and who wish to appoint another person to represent them at the Bondholders' Meeting.
2. Beneficial Bondholders' whose PKFPCC2 Bonds are not registered in their "own name", but in the name of another entity, for example, a nominee, may not complete a form of proxy, unless a form of proxy is issued to them by a registered Bondholder and they should contact the registered Bondholder for assistance in issuing instruction on voting their bonds, or obtaining a proxy to attend, speak and vote at the Bondholders' Meeting. Documentary evidence establishing the authority of a person signing this form in a representative capacity must be attached to this form of proxy.
3. A Bondholder may insert the name of a proxy or the names of two alternative proxies of the Bondholder's choice in the space, with or without deleting "the chairman of the meeting". The person whose name stands first on the form of proxy and who is present at the Bondholders' Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
4. A Bondholder's instructions to the proxy must be indicated by means of a tick or a cross in the appropriate box provided. However, if you wish to cast your votes in respect of a lesser number of PKFPCC2 than you own issued by the Cell, insert the number of PKFPCC2 Bonds in respect of which you desire to vote. If; (i) a Bondholder fails to comply with the above; or (ii) gives contrary instructions in relation to any matter; or (iii) the resolution listed in the proxy form is modified or amended, the vote will not be considered valid and no vote will be recorded in respect of the Bondholder's exercisable votes. If, however, the Bondholder has provided further written instructions which accompany this form of proxy and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in (i) to (iii) above, then the proxy shall comply with those instructions.
5. The forms of proxy must be lodged with the Cell as per the Notice of the Bondholders' Meeting.
6. The completion and lodgement of this form of proxy will not preclude the relevant Bondholder from attending the Bondholders' Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms thereof, should such Bondholder wish to do so. In addition to the foregoing, a Bondholder may revoke the proxy appointment by (i) cancelling it in writing or making a later inconsistent appointment of a proxy; and (ii) delivery a copy of the revocation instrument to the proxy, and to the Cell. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the Bondholder as at the later of the date stated in the revocation instrument, if any; or the date on which the revocation instrument was delivered in the required manner.
7. The chairman of the Bondholders' Meeting may reject or accept any form of proxy which is completed and/or received, other than in compliance with these notes provided that, in respect of acceptances, he is satisfied as to the manner in which the Bondholder(s) concerned wish(es) to vote.
8. Any alteration to this form of proxy, other than a deletion of alternatives, must be initialled by the signatory/ies.
9. This form of proxy may be used at any adjournment or postponement of the Bondholders' Meeting, including any postponement due to a lack of quorum, unless withdrawn by the Bondholder.