

ATABAŞ GRUP DIŞ TİCARET LTD. ŞTİ.

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

TOGETHER WITH

INDEPENDENT AUDITOR'S REPORT



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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
Atabaş Grup Dış Ticaret Ltd. Şti.

1) Opinion

We have audited the financial statements of Atabaş Grup Dış Ticaret Ltd. Şti. (the Company), which comprise the statement of financial position as at December 31, 2023, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

2) Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company within the meaning of Code of Ethics for independent auditors and have fulfilled our other responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3) Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

4) Auditor's Responsibilities for the Audit of the Financial Statements

Responsibilities of auditors in an audit are as follows:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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



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

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

The engagement partner responsible for the audit resulting in this independent auditor's report is Barış Özkurt.

İstanbul, Turkey, June 3, 2024

Ventera Bağımsız Denetim A.Ş.
(A member firm of BOKS International)
Barış ÖZKURT



STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2023

ASSETS	Notes	Audited	Audited
		31 December 2023	31 December 2022
Current Assets			
Cash and Cash Equivalents	3	53.622	12.374
Trade Receivables		3.704.846	--
-Due from Related Parties		--	--
-Other Trade Receivables	5	3.704.846	--
Other Receivables		4.589.003	2.273.481
-Due from Related Parties	6	4.589.003	2.273.481
-Other Receivables		--	--
Inventories	7	4.053.946	--
Other Current Assets	8	2.690.350	10.180
Total Current Assets		15.091.767	2.296.035
Non-Current Assets			
Tangible Fixed Assets	9	953.415	89.819
Deferred tax assets		322.423	--
Total Non-Current Assets		1.275.838	89.819
Total Assets		16.367.605	2.385.854
LIABILITIES			
Current Liabilities			
Financial Payables	4	171.281	--
Trade Payables		8.215.346	--
-Due to Related Parties		--	--
-Other Trade Payables	5	8.215.346	--
Other Payables	6	13.571	--
Corporate tax payable	13	486.308	498.062
Other Current Liabilities	8	5.691.396	363.424



Total Current Liabilities		14.577.902	866.486
<i>Non-Current Liabilities</i>			
Employee benefits	10	47.820	--
Deferred Tax liability	13	--	6.296
Total Non-Current Liabilities		47.820	6.296
<i>Equity</i>			
Share Capital	11	10.000.000	10.000.000
Un-Paid Capital	11	(10.000.000)	(10.000.000)
Retained earnings	11	1.513.072	--
Net Profit/(Loss) for the period	11	228.811	1.513.072
Total Equity		1.741.883	1.513.072
Total Liabilities		16.367.605	2.385.854

The accompanying notes are an integral part of these financial statements.



ATABAŞ GRUP DIŞ TİCARET LTD. ŞTİ.
NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2023

(All amounts expressed in Turkish Lira ("TL") unless otherwise stated.)

(The information provided only for comparison purposes is expressed in purchasing power as of 31 December 2023.)

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE PERIOD 1 JANUARY – 31 DECEMBER 2023

		Audited 1 January – 31 December 2023	Audited 7 July – 31 December 2022
	Notes		
PROFIT OR LOSS			
Sales Revenues	12	17.927.858	3.519.324
Cost Of Sales (-)	12	(15.021.359)	(1.195.058)
Gross Profit		2.906.499	2.324.266
Marketing & Selling Expenses (-)		(184.179)	--
General Administrative Expenses (-)		(5.973.634)	(84.248)
Other Operating Income		30.726	--
Other Operating Expenses (-)		(476.608)	(9.828)
Operating Profit /(Loss)		(3.697.196)	2.230.190
Financial Expenses (-)		--	--
Profit /(Loss) Before Taxes		(3.697.196)	2.230.190
Tax Expense		(187.879)	(504.357)
- Current Tax Expense For The Period	13	(516.597)	(498.061)
- Deferred Tax Income / (Charge)	13	328.718	(6.296)
Profit /(Loss) After Taxes		(3.885.075)	1.725.833
Monetary Gain/(Loss)		4.113.886	(212.761)
Net Profit/(Loss) For The Year		228.811	1.513.072
OTHER COMPREHENSIVE INCOME /(EXPENSE)		--	--
Total Comprehensive Income		228.811	1.513.072

The accompanying notes are an integral part of these financial statements.



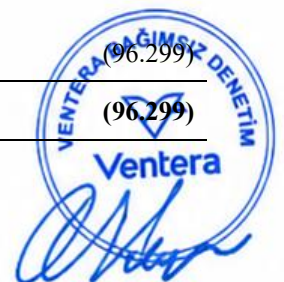
ATABAŞ GRUP DIŞ TİCARET LTD. ŞTİ.**NOTES TO THE FINANCIAL STATEMENTS****AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2023***(All amounts expressed in Turkish Lira ("TL") unless otherwise stated.)**(The information provided only for comparison purposes is expressed in purchasing power as of 31 December 2023.)***STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY****FOR THE PERIOD 1 JANUARY – 31 DECEMBER 2023**

	Share Capital	Un-Paid Capital	Retained earnings	Net Profit/(Loss) for the period	Total
Balances at 7 July 2022	--	--	--	--	--
Establishment of Capital	10.000.000	(10.000.000)	--	--	--
Net Profit/(Loss) for the period	--	--	--	1.513.072	1.513.072
Balances at 31 December 2022	10.000.000	(10.000.000)	--	1.513.072	1.513.072
Balances at 1 January 2023	10.000.000	(10.000.000)	--	1.513.072	1.513.072
Transfers	--	--	1.513.072	(1.513.072)	--
Net Profit/(Loss) for the period	--	--	--	228.811	228.811
Balances at 31 December 2023	10.000.000	(10.000.000)	1.513.072	228.811	1.741.883

The accompanying notes are an integral part of these financial statements.

ATABAŞ GRUP DIŞ TİCARET LTD. ŞTİ.
NOTES TO THE FINANCIAL STATEMENTS
AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2023
(All amounts expressed in Turkish Lira ("TL") unless otherwise stated.)
(The information provided only for comparison purposes is expressed in purchasing power as of 31 December 2023.)
STATEMENTS OF CASH FLOW
FOR THE PERIOD 1 JANUARY – 31 DECEMBER 2023

		Audited	Audited
	Note	01.01.–31.12.2023	07.07.–31.12.2022
A. CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before taxation		(3.697.196)	2.230.190
<i>Adjustments to reconcile profit for the period</i>			
Depreciation	9	86.186	6.480
Provision for Employee benefits	10	47.820	--
Provision for other sundry receivables	6	2.988.418	--
Monetary Gain/(Loss)		4.113.886	(212.761)
Operating profit before working capital change		3.539.114	2.023.909
Decrease/(increase) in trade receivables	5	(3.704.846)	--
Decrease/(increase) in inventories	7	(4.053.946)	--
Decrease/(increase) in other receivables	6	(5.303.941)	(2.273.480)
Decrease/(increase) in other current assets	8	(2.680.170)	(10.180)
Increase/decrease in trade payables	5	8.215.346	--
Increase/decrease in other payables	6	13.571	--
Increase/decrease in other current liabilities	8	5.322.972	368.424
Cash generated from operations		1.348.100	108.673
Taxes paid	13	(528.351)	--
Cash generated from operations (net)		819.749	108.673
B. CASH FLOWS FROM INVESTING ACTIVITIES			
Decrease/(increase) in tangible and intangible assets	9	(949.782)	(96.299)
Net cash used in investing activities		(949.782)	(96.299)



**C. CASH FLOWS FROM FINANCING
ACTIVITIES**

Net cash provided from financial payables	4	171.281	--
Net cash provided by/(used) in financing activities		171.281	--
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		41.248	12.374
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	3	12.374	--
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	3	53.622	12.374

The accompanying notes are an integral part of these financial statements.

**ATABAŞ GRUP DIŞ TİCARET LTD. ŞTİ.
NOTES TO THE FINANCIAL STATEMENTS****AS AT AND FOR THE YEAR ENDED 31 DECEMBER 2023***(All amounts expressed in Turkish Lira (“TL”) unless otherwise stated.)**(The information provided only for comparison purposes is expressed in purchasing power as of 31 December 2023.)***1. ORGANIZATION AND OPERATIONS OF THE COMPANY**

The Company was established with trade name of Atabaş Grup Dış Ticaret Ltd. Şti. on 07.07.2022 and its address is Küplüce Mah., Atlas Çiçeği Sk., No: 26, İç Kapı No: 1 Üsküdar-İstanbul/Turkey.

The company is a trading company that imports, exports, purchases, sells, and markets all kinds of technologies, commodities, and services.

As of 31 December 2023, the shareholders and their respective shareholdings in the Company are as follows:

	31 December 2023		31 December 2022	
	Amount of Shares	Rate %	Amount of Shares	Rate %
Hakan Atabaş	10.000.000	100	10.000.000	100
Total capital	10.000.000	100	10.000.000	100

The shareholder has not paid the capital of the Company yet.

The total number of employees working for the Company as of 31 December 2023 is 8 (31 December 2022: None).

2. BASIS OF PRESENTATION OF FINANCIAL STATEMENTS***Basis of Presentation***

The Company keeps accounting records and prepares its statutory financial statements in accordance with the principles and obligations of Turkish Commercial Code (the “TCC”), Uniform Accounting Policy of Tax Legislation.

Financial statements in hyperinflationary periods

The Company prepared its financial statements as of and for the year ended December 31, 2023, by applying IAS 29 “Financial Reporting in Hyperinflationary Economies”. The standard requires that financial statements prepared in the currency of a hyperinflationary economy be stated in terms of the purchasing power of that currency at the balance sheet date and that comparative figures for prior period financial statements be expressed in terms of the measuring unit current at the end of the reporting period. Therefore, the Company has presented its financial statements as of December 31, 2022, on a purchasing power basis as of December 31, 2023.

The restatements in accordance with IAS 29 have been made using the adjustment factor derived from the Consumer Price Index (“CPI”) in Turkey published by the Turkish Statistical Institute. As of December 31, 2023, the indexes and adjustment factors used in the restatement of the financial statements are as follows:

Dates	Index	Adjustment Coefficient	Three-Year Compound Inflation Rate
31 December 2023	1.859,38	1,00000	268%
31 December 2022	1.128,45	1,64773	156%



31 December 2021

686,95

2,70672

74%

The main components of the Company's restatement for the purpose of financial reporting in hyperinflationary economies are as follows:

- The financial statements for the current period presented in TL are expressed in terms of the purchasing power at the balance sheet date and the amounts for the previous reporting periods are restated in accordance with the purchasing power at the end of the reporting period.
- Monetary assets and liabilities are not restated as they are currently expressed in terms of the purchasing power at the balance sheet date. Where the inflation-adjusted amounts of non-monetary items exceed the recoverable amount or net realizable value, the provisions of IAS 36 and IAS 2 have been applied, respectively.
- Non-monetary assets, liabilities, and equity items that are not expressed in the current purchasing power at the balance sheet date are restated by applying the relevant conversion factors.
- All items in the statement of comprehensive income, except for the effects of non-monetary items in the balance sheet on the statement of comprehensive income, have been restated by applying the multipliers calculated over the periods in which the income and expense accounts were initially recognized in the financial statements.
- The effect of inflation on the Company's net monetary asset position in the current period is recognized in the income statement in the net monetary position loss account.

Application of Accounting Standards

The accompanying financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The bases used in the preparation of the accompanying financial statements are as follows:

The accompanying financial statements are based on the statutory records, with adjustments and reclassifications for the purpose of fair presentation in accordance with IFRS.

Reporting Currency

The financial statements of the Company are presented in the currency (functional currency) of the economic environment in which the Company operates. The Company's financial position and operating results are expressed in TL, which is the Company's functional currency and presentation currency for the financial statements.

Changes in Accounting Estimations and Errors

Changes in accounting policies or accounting errors noted are applied retroactively and the financial statements of the previous year are adjusted. If estimated changes in accounting policies are for only one period, changes are applied on the current year but if the estimated changes are for the following periods, changes are applied both on the current and following years prospectively.

New and amended standards and interpretations

The accounting policies adopted in preparation of the financial statements as at December 31, 2023 are consistent with those of the previous financial year, except for the adoption of new and amended IFRS and IFRIC interpretations effective as of January 1, 2023. The effects of these standards and interpretations on the Company's financial position and performance have been disclosed in the related paragraphs.

Standards, amendments and interpretations applicable as at 31 December 2023:

Narrow scope amendments to IAS 1, Practice Statement 2, and IAS 8; effective from annual periods beginning on or after 1 January 2023. The amendments aim to improve Accounting policy disclosures and to help users of



the financial statements to distinguish between changes in accounting estimates and changes in accounting policies.

Amendment to IAS 12 – Deferred tax related to assets and liabilities arising from a single transaction; effective from annual periods beginning on or after 1 January 2023. These amendments require companies to recognise deferred tax on transactions that, on initial recognition give rise to equal amounts of taxable and deductible temporary differences.

IFRS 17, ‘Insurance Contracts’; effective from annual periods beginning on or after 1 January 2023. This standard replaces IFRS 4, which permitted a wide variety of practices in Accounting for insurance contracts. IFRS 17 will fundamentally change the accounting by all entities that issue insurance contracts.

Amendment to IAS 12 – International tax reform; The temporary exception is effective for December 2023 year ends and the disclosure requirements are effective for accounting periods beginning on or after 1 January 2023, with early application permitted. These amendments give companies temporary relief from accounting for deferred taxes arising from the Minimum Tax Implementation Handbook international tax reform. The amendments also introduce targeted disclosure requirements for affected companies.

Standards, amendments and interpretations that are issued but not effective as at 31 December 2023:

Amendment to IAS 1 – Non-current liabilities with covenants; effective from annual periods beginning on or after 1 January 2024. These amendments clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. The amendments also aim to improve information an entity provides related to liabilities subject to these conditions.

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

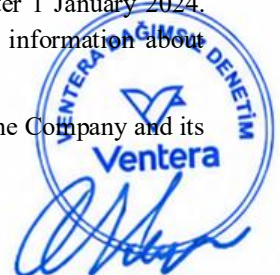
Amendments to IAS 7 and IFRS 7 on Supplier finance arrangements; effective from annual periods beginning on or after 1 January 2024. These amendments require disclosures to enhance the transparency of supplier finance arrangements and their effects on a company's liabilities, cash flows and exposure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

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

IFRS S1, ‘General requirements for disclosure of sustainability-related financial information’; effective from annual periods beginning on or after 1 January 2024. This standard includes the core framework for the disclosure of material information about sustainability-related risks and opportunities across an entity's value chain.

IFRS S2, ‘Climate-related disclosures’; effective from annual periods beginning on or after 1 January 2024. This is the first thematic standard issued that sets out requirements for entities to disclose information about climate-related risks and opportunities.

These amendments are not expected to have a material impact on the financial statements of the Company and its performance.



Summary of Significant Accounting Policies

Significant accounting policies applied during the preparation of attached financial statements are as follows:

Offsetting

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, demand deposits, short-term highly liquid investments which their maturities are three months or less and receivables from reverse repo transactions.

Revenue

Revenues are reflected to financial statements when Company's activities are likely to provide economic benefits and possible to measure the revenue reliably, the following criteria should be required for reflecting the revenue to accounts.

Interest income

Interest income is recognized as it accrues, using the effective interest method.

Tangible Assets

Tangible assets are measured at net book value calculated by deduction of accumulated depreciation from cost values. Depreciation is calculated over the useful lives for tangible assets on a straight-line basis.

The useful lives of Tangible fixed assets are as follows:

	Rates
Vehicles	12,50%
Furniture and fittings	16,50% – 33,33%
Leasehold improvements	10,00%

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

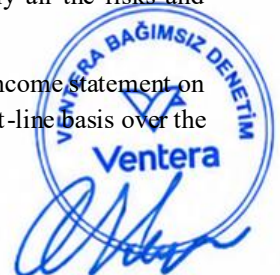
Intangible Assets

Intangible assets include rights and other intangible assets. Intangible assets are carried at the beginning cost less accumulated depreciation. Intangible assets are depreciated over their useful life of 5 years, on a straight-line basis.

Leasing Transactions

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Payments for operating leases (received or receivable leasing incentives are also recorded to income statement on a straight-line basis over the period of the lease.) are recorded to income statement on a straight-line basis over the period of the lease.



Impairment on Assets

The carrying amounts of the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the assets' recoverable amounts are estimated. An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. Value in use is the present value of estimated future cash flows resulting from continuing use of an asset and from disposal at the end of its useful life. Impairment losses are accounted at the income statement.

An impairment loss recognized in prior periods for an asset is reversed if the subsequent increase in the asset's recoverable amount is caused by a specific event since the last impairment loss was recognized. Such a reversal amount is recognized as income in the Financial statements and cannot exceed the previously recognized impairment loss and shall not exceed the carrying amount that would have been determined, net of amortization or depreciation, had no impairment loss been recognized for the asset in prior years.

In the accompanying financial statements, the change in the differences between net book values of these assets and recoverable amounts are recognized as provision income/losses under income/losses from other operations account. Changes in value due to exchange rate changes are recorded under financial income/expenses.

Borrowing Costs

All borrowing costs are recorded to income statement in the period in which they occurred except for IAS 23.

Financial Instruments

Financial assets and liabilities are recorded in the balance sheet when the Company is a legal party to these financial instruments.

Financial Assets

Financial investments are initially measured at fair value, net off transaction costs except for those financial assets classified as fair value through profit or loss which are initially measured at fair value. Investments are recognized and derecognized on trade date where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned.

Other financial assets are classified into the following specified categories: financial assets as “at fair value through profit or loss”, “held-to-maturity investments”, “available-for-sale” financial assets and “loans and receivables”. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

As of 31 December 2023, the Company did not have any financial assets except receivables.

Impairment

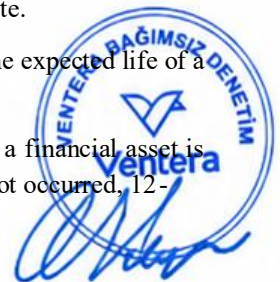
Impairment on financial assets and contractual assets is calculated by using a method called Expected Credit Losses (ECL). This impairment model is applied to amortised cost financial assets and contractual assets.

Loss provisions were measured on the following basis;

12-month ECL; is the ECL of the possible default events within 12 months of the reporting date.

Lifetime ECL; is the expected loss of loans resulting from all possible default events during the expected life of a financial instruments.

The expected lifetime loan loss measurement is applied when the credit risk associated with a financial asset is significantly increased at the reporting date. In all other cases where the related increase has not occurred, 12-



Month ECL calculation has been applied. The Company may determine that the credit risk of the financial asset does not increase significantly if the credit risk of the financial asset has a low credit risk at the reporting date. Nevertheless, the ECL measurement (with a simplified approach) is always applicable to trade receivables and contract assets without a significant financing element.

Receivables

Trade and other receivables are initially recorded at fair value. At subsequent periods, receivables are measured at amortised cost using the effective interest method.

Trade receivables are shown by subtracting provisions from doubtful receivables from net realizable values which are discounted with effective interest rate. The receivable should be registered as loss when the receivable becomes impossible to collect.

Impairment of financial assets

The amount of the impairment for receivables is the difference between the assets' carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception trade receivables where the carrying amount is reduced through the use of an allowance account. When a trade receivable is uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously recognize written off are credited against the allowance account are recognized in profit or loss.

Financial Liabilities

The Company's financial liabilities and equity instruments are classified in accordance with the contractual arrangements and recognition principles of a financial liability and equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. The significant accounting policies for Financial liabilities and equity instruments are described below.

Financial liabilities are classified as either financial liabilities at fair value through profit and loss or other financial liabilities.

Financial liabilities at fair value through profit or loss

The Company has no financial liabilities at fair value through profit or loss.

Other financial liabilities

Other financial liabilities, including bank borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the Financial asset, or where appropriate, a shorter period.



Income is recognized on an effective interest basis for held-to-maturity investments, available for-sale financial assets and loans and receivables.

Derivative financial instruments and hedge accounting

The Company does not use any derivative financial instruments to avoid from the foreign exchange rates and interest rates risk.

Foreign Currency Transactions

Transactions in foreign currencies are translated into Turkish Lira (TL) at the rates of exchange ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the balance sheet date. Gains and losses arising on settlement and translation of foreign currency items are included in the statements of income.

Earnings per Share

Earnings per share are calculated by dividing net profit by weighted average number of shares outstanding in the relevant period. In Turkey, companies are allowed to increase their capital by distributing free shares to shareholders from accumulated profits. In calculation of earnings per share, such free shares are considered as issued shares. Therefore, weighted average number of shares in the calculation of earnings per share is found by applying distribution of free shares retrospectively.

Events after the reporting period

An explanation for any event between the balance sheet date and the publication date of the balance sheet, which has positive or negative effects on the Company (should any evidence come about events that were prior to the balance sheet date or should new events come about) they will be explained in the relevant footnote.

The Company; restates its financial statements if such subsequent events arise.

Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Company has a present obligation as a result of a past event, and it is probable that the Company will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation.

Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Related Parties

The shareholders, top managers and Board Members of the Company, in each case together with their families and companies controlled by or affiliated with them, are considered and referred to as related parties in the accompanying financial statements.



Segmental information

The Company operates as a single reportable segment. The Company's core business is international physical commodity trading and EPC contracting services, including the import, export, purchase, sale and marketing of petroleum products, LNG and LPG, steel and metals, petrochemicals, sulphur, agricultural commodities, fertilizers, construction materials and bioenergy products. The Company is incorporated and operates in Turkey, with cross-border trading activities conducted with counterparties in multiple jurisdictions.

Taxation and Deferred Tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred Tax

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases which is used in the computation of taxable profit, and is accounted for using the balance sheet liability method.

Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and affiliates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.



Current and deferred tax for the period

Current and deferred tax are recognized as an expense or income in profit or loss, except when they relate to items credited or debited directly to equity, in which case the tax is also recognized directly in equity, or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is taken into account in calculating goodwill or determining the excess of the acquirer's interest in the net fair value of the acquirer's identifiable assets, liabilities and contingent liabilities over cost.

Employee benefits / Employment termination benefits

Under Turkish law and union agreements, lump sum payments are made to employees retiring or involuntarily leaving the Company. Such payments are considered as being part of defined retirement benefit plan as per International Accounting Standard No. 19 (revised) "Employee Benefits" ("IAS 19").

Statement of Cash Flow

In statement of cash flow, cash flows are classified according to operating, investment and finance activities. Cash flows from operating activities reflect cash flows generated from sales of the Company. Cash flows from investment activities express cash used in investment activities (direct investments and financial investments) and cash flows generated from investment activities of the Company.

Cash flows relating to finance activities express sources of financial activities and payment schedules of the Company.

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments which their maturities are three months or less from date of acquisition and that are readily convertible.

Share Capital

Common shares are classified as equity.

Implementation of Estimation

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the period. Actual results could differ from those estimations.

3. CASH AND CASH EQUIVALENTS

	31 December 2023	31 December 2022
Cash	6.219	8.823
Banks (Demand Deposits)	47.403	3.551
Cash and cash equivalents for cash flow	53.622	12.374
Expected Credit Losses	--	--
Total	53.622	12.374



4. FINANCIAL PAYABLES

	31 December 2023	31 December 2022
Overdraft account	171.281	--
Total	171.281	--

5. TRADE RECEIVABLES AND PAYABLES

Short-term trade receivables are as follows:

	31 December 2023	31 December 2022
Trade Receivables From Third Parties	3.704.846	--
Total	3.704.846	--

Short-term trade payables are as follows:

	31 December 2023	31 December 2022
Trade Payables to Third Parties	8.215.346	--
Total	8.215.346	--

6. OTHER RECEIVABLES AND PAYABLES

Other short-term receivables comprised the following:

	31 December 2023	31 December 2022
Receivables from shareholder	4.589.003	2.273.481
Other doubtful receivables	2.988.418	--
Provision for other sundry receivables (-)	(2.988.418)	--
Total	4.589.003	2.273.481

Other short-term payables comprised the following:

	31 December 2023	31 December 2022
Debts to insurance company	13.571	--
Total	13.571	--

7. INVENTORIES

	31 December 2023	31 December 2022
Merchandises	4.053.946	--
Total	4.053.946	--

8. OTHER CURRENT ASSETS AND LIABILITIES

Other short-term assets comprised the following:

	31 December 2023	31 December 2022
Order advances given	1.984.652	--
VAT carried forward	651.038	10.180
Prepaid expenses	54.660	--
Total	2.690.350	10.180

Other short-term liabilities comprised the following:

	31 December 2023	31 December 2022
Order advances received	5.384.862	--
Taxes and dues payable	302.272	368.424
Social security premiums payable	4.262	--
Total	5.691.396	368.424

9. FIXED ASSETS

TANGIBLE FIXED ASSETS

Tangible Fixed Assets	1 January	Additions	31 December 2023
Vehicles	--	890.651	890.651
Furniture and fittings	100.496	23.093	123.589
Leasehold improvements	--	36.038	36.038
Total	100.496	949.782	1.050.278

Accumulated Depreciation (-)

Vehicles	--	(55.116)	(55.116)
Furniture and fittings	(10.677)	(30.469)	(41.146)
Leasehold improvements	--	(601)	(601)
Total	(10.677)	(86.186)	(96.863)

Tangible Fixed Assets (net)	89.819	863.596	953.415
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Tangible Fixed Assets	7 July	Additions	31 December 2022
Furniture and fittings	--	100.496	100.496
Total	--	100.496	100.496



Accumulated Depreciation (-)

Furniture and fittings	--	(10.677)	(10.677)
Total	--	(10.677)	(10.677)
Tangible Fixed Assets (net)	--	89.819	89.819

10. PROVISIONS FOR EMPLOYEE BENEFITS

Provision for employee termination benefits is recorded according to following explanations:

Under labor laws effective in Turkey, it is a liability to make legal retirement pay to employees whose employment is terminated in such way to receive retirement pay. In addition, according to Article 60 of Social Security Law numbered 506 which was changed by the laws numbered 2422, dated 6 March 1981 and numbered 4447, dated 25 August 1999, it is also a liability to make legal retirement pay to those who entitled to leave their work by receiving retirement pay. Some transfer provisions related to service conditions prior to retirement are removed from the Law by the changed made on 23 May 2002.

Employee termination benefit is subject to an upper limit of monthly 35.058,58 TL as of 31 December 2023, (31 December 2022: 23.489,83 TL).

Retirement pay liability is not subject to any kind of funding legally. Provision for retirement pay liability is calculated by estimating the present value of probable liability amount arising due to retirement of employees. IAS 19 ("Employee Benefits") stipulates the development of company's liabilities by using actuarial valuation methods under defined benefit plans. In this direction, actuarial assumptions used in calculation of total liabilities are described as follows:

Main assumption is that maximum liability amount increases parallel to inflation rate for every service year. Therefore, discount rate used is the expected real rate adjusted for the future inflationary effects.

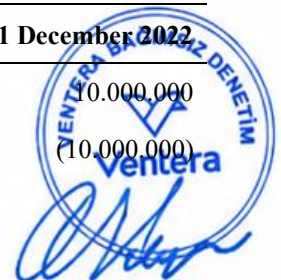
Because of this, provisions in the accompanying financial statements as of 31 December 2023 are calculated by estimating present value of probable liabilities arising due to retirement of employees. Provisions in the relevant balance sheet dates are calculated by using an approximate 1,53% (31 December 2022: 2,44%) the real discount rate with the assumptions of 51,08% (31 December 2022: 19,47%) annual inflation rate and 53,40% (31 December 2022: 22,38%) discount rate. Estimated amount of retirement pay not paid due to voluntary leaves and kept in the Company is also taken into consideration. Ceiling for retirement pay is revised semi-annually, ceiling amount of 35.058,58 TL which is in effect since 31 December 2023 is used in the calculation of Company's provision for retirement pay liability.

	31 December 2023	31 December 2022
Provision for employee benefits	47.820	--
Total	47.820	--

11. SHARE CAPITAL

Total equity comprised the following:

	31 December 2023	31 December 2022
Share capital	10.000.000	10.000.000
Un-paid capital	(10.000.000)	(10.000.000)



Current Profit	228.811	1.513.072
Total equity	1.741.883	1.513.072

The ownership of the Company's share capital is as follows:

	31 December 2023		31 December 2022	
	Amount of Shares	Rate %	Amount of Shares	Rate %
Hakan Atabaş	10.000.000	100	10.000.000	100
Total Share Capital	10.000.000	100	10.000.000	100

The shareholder has not paid the capital of the Company yet.

	31 December 2023	31 December 2022
1 January	--	--
Transfers from current profit	1.513.072	--
Retained earnings	1.513.072	--

12. SALES AND COST OF SALES (-)

	1 January – 31 December 2023	7 July – 31 December 2022
Domestic Sales	8.218.631	3.211.460
Export Sales	9.709.390	307.864
Sales return (-)	(163)	--
Total net sales	17.927.858	3.519.324

Cost of Sales (-)

	1 January – 31 December 2023	7 July – 31 December 2022
Cost of goods sold	(222.089)	--
Cost of merchandises sold	(13.628.333)	(342.474)
Cost of services rendered	(1.170.937)	(852.584)
Total	(15.021.359)	(1.195.058)
Gross Operating Profit	2.906.499	2.324.266



13. TAXATION

Current income tax liabilities are as follows:

	31 December 2023	31 December 2022
Corporation tax payable	516.597	498.062
Prepaid tax	(30.289)	--
Total	486.308	498.062

Deferred tax assets are as follows:

	31 December 2023	31 December 2022
Deferred tax assets	322.423	--
Deferred tax liability	--	(6.296)
Deferred tax, net	322.423	(6.296)

At 31 December, deferred tax assets/(liabilities) and corporation taxes were as follows:

	Total Temporary Differences		Asset / (Liability)	
	31.12.2023	31.12.2022	31.12.2023	31.12.2022
Provision for employee benefits	47.820	--	11.955	--
Fixed asset adjustments	(237.099)	(25.181)	(59.275)	(6.296)
Order advances given adjustment	(1.071.020)	--	(267.755)	--
Inventories adjustments	(431.791)	--	(107.948)	--
Provision for other sundry receivables	2.988.418	--	747.105	--
Other	(6.637)	--	(1.659)	--
Deferred Tax Net	1.289.691	(25.181)	322.423	(6.296)

For the years ended 31 December, the movement of deferred tax assets and liabilities of the Company is as follows:

	1 January – 31 December 2023	1 January – 31 December 2022
Beginning of the period	(6.296)	--
Recognized in profit or loss	328.718	(6.296)
	322.423	(6.296)



End of period

Tax expense is as follows:

	31 December 2023	31 December 2022
Current tax expense for the period	(516.597)	(498.061)
Deferred tax Income / (charge)	328.718	(6.296)
Total	(187.879)	(504.357)

Corporate Tax:

The “Law Regarding the Imposition of Additional Motor Vehicle Tax for the Compensation of Economic Losses Caused by the Earthquakes Occurred on 6/2/2023, and Amendments in Some Laws and Decree Laws, Including the Law Published in the Official Gazette with Number 32249 on July 14, 2023,” according to Article 21, stipulates changes in Article 32 of the Corporate Tax Law numbered 5520. These changes regulate the corporate tax rate, increasing the general rate from 20% to 25%, and for banks and financial institutions, the rate rises from 25% to 30%. This amendment is effective from October 1, 2023, starting with the declarations to be submitted, and it is applied to the gains of corporations in the tax years of 2023 and subsequent periods (2022: 23%). The corporate tax rate is applied to the net corporate income, calculated by adding back non-deductible expenses according to tax laws and deducting exemptions and discounts specified in tax laws from the commercial income of corporations.

There is no practice in Turkey regarding reaching an agreement with the tax authorities on the taxes to be paid. Corporate tax returns must be submitted to the tax office to which the company is affiliated by the 25th day of the fourth month following the month in which the accounting period is closed.

The authorities with the power to conduct tax inspections can examine accounting records within five years, and if erroneous transactions are identified, the tax amounts may change due to tax assessments. According to Turkish tax legislation, declared financial losses shown on the tax return can be deducted from the annual corporate income, provided that they do not exceed five years. However, financial losses cannot be offset against profits from previous years.

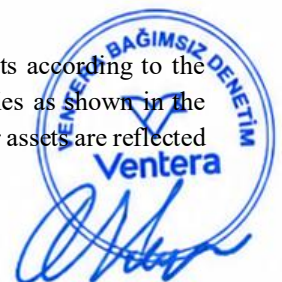
On December 30, 2023, the “General Communiqué on Tax Procedure Law” was published in the Official Gazette, stating that, as of December 31, 2023, the balance sheet prepared by the Tax Procedure Law should be subjected to inflation adjustments, and the effects should be accounted for as of the same date.

Income Withholding Tax:

In addition to corporate tax, income tax withholding must be made separately on profit shares, excluding those distributed to resident corporations and foreign companies' branches in Turkey, which receive dividends in case of distribution and declare these dividends by including them in corporate income. With the Presidential Decision dated 21 December 2021 and numbered 4936 published in the Official Gazette dated 22 December 2021, the profit share withholding tax rate was reduced from 15% to 10%. Dividends that are not distributed and added to the capital are not subject to income tax withholding.

Deferred Tax:

The existence of deferred tax liabilities or assets is determined by calculating the tax effects according to the balance sheet method of the temporary differences between the values of assets and liabilities as shown in the financial statements and the amounts considered in the legal tax base. Deferred tax liabilities or assets are reflected



in the accompanying financial statements, taking into account the anticipated tax rates that will be applicable in future periods when these temporary differences are expected to reverse.

In reflecting the deferred tax asset in the financial statements, the Group considers factors such as developments in the sector in which it operates, estimated taxable profits in future periods, the general economic and political situation of Turkey, and/or international economic and political conditions that may affect the Group. The Group anticipates that it will generate a sufficient amount of taxable profit in future periods. As of December 31, 2023, the deferred tax assets and liabilities in the financial statements have been calculated at a rate of 25% for the portion of temporary differences that will create a tax impact in 2023 and subsequent periods.

14. DUE FROM/DUE TO RELATED PARTIES

Due from related parties and shareholders comprised the following:

	31 December 2023	31 December 2022
Other Receivables (due from shareholder)	4.589.003	2.273.481
Hakan Atabaş	4.589.003	2.273.481
Total	4.589.003	2.273.481

In addition, the company shareholder has not paid the capital commitment debt of 10.000.000 TL yet.

15. NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS

The most important risks occurring from financial instruments is liquidity risk and market risk.

Liquidity Risk

Liquidity risk is a risk which a company does not obtain funding requirements. The Company manages liquidity risk by balancing cash inflow and cash outflow with using loan which provided from trustworthy credit companies.

	31 December 2023	31 December 2022
Current Assets (A)	15.091.767	2.296.035
Short Term Liabilities (B)	14.577.902	866.486
Current Assets / Short Term Liabilities (A/B)	1,04	2,65

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The market risk comprises of interest rate risk and foreign currency risk and evaluated with currency sensitivity analysis.

Interest Risk

Interest risks arise due to fluctuations in interest rates may affect the financial statements. There is no defined actively used interest rate risk management procedure in the Company. The Company's credit usage is low so the Company is not exposed to interest risk.



Foreign Currency Risk

The Company is exposed to foreign exchange risk through the impact of rate changes on translation into TL of foreign currency denominated assets and liabilities.

The foreign currency rates for USD and EURO as of 31 December 2023 and 2022 are as follows:

	USD	EURO	GBP
Year ended at 31 December 2023	29,4382	32,5739	37,4417
Year ended at 31 December 2022	18,6983	19,9349	22,4892

16. COMMITMENTS, CONTINGENT ASSETS AND LIABILITIES**a) Provisions**

Provisions for short- and long-term payables are below:

	31 December 2023	31 December 2022
Employee benefits	47.820	--
Provision for other sundry receivables	2.988.418	--

b) Ongoing litigations which are in favor or against the Company.

There were no lawsuits opened against and in favor of the Company.

c) Received and given letters of guarantee etc.

None.

17. EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE

None.