SWAN FINANCIAL SOLUTIONS LTD

FINANCIAL STATEMENT - YEAR ENDED

DECEMBER 31, 2025

Dear Shareholders,

The Board of Directors is pleased to present the Annual Report of Swan Financial Solutions Ltd for the year ended December 31, 2025, contents of which are listed below:

CONTENTS

This report was approved and authorised by the Board of Directors on: 13 April 2026

Louis Rivalland
Director

Alan Goder
Director

PRINCIPAL ACTIVITY

The principal activity of the Company during the year is investment holding.

DIRECTORS

The Directors of the Company holding office as at December 31, 2025 and at the date of this report were:

Mr. J. M. Louis RIVALLAND
Mr. Ashley Coomer RUHEE
Mr. José Michel Alan GODER

DIRECTORS' SERVICE CONTRACTS

There was no service contract between the Company and any of its Directors that need to be disclosed under Section 221 of the Mauritian Companies Act 2001.

CONTRACTS OF SIGNIFICANCE

There was no contract of significance subsisting during the period to which the Company is a party and in which a director is or was materially interested, either directly or indirectly.

DIRECTORS' REMUNERATION AND BENEFITS

Remuneration and benefits received from the Company were as follows:	**2025**	2024
	Rs.	Rs.
Executive Directors:		
Mr. J. M. Louis RIVALLAND	**10,000**	10,000
Mr. José Michel Alan GODER	**10,000**	10,000
Non-executive Director:		
Mr. Ashley Coomar RUHEE	**10,000**	10,000
	30,000	30,000

DONATIONS

The Company did not make any donations during the year (2024:Nil).

AUDITOR'S FEES

The fees paid to the auditor, exclusive of VAT, for audit and other services were:

	2025	2024
	Rs.	Rs.
Audit fees paid to :		
BDO & Co	**152,000**	145,000
Fees paid for other services provided by:		
BDO & Co	**-**	-

The auditor did not receive any fees for other services.

The auditor, Messrs. BDO & Co, have expressed their willingness to continue in office and a resolution proposing their re-appointment will be submitted in the Annual Meeting to the Shareholder.

STATEMENT OF COMPLIANCE

(Section 75 (3) of the Mauritian Financial Reporting Act 2004)

PIE: SWAN FINANCIAL SOLUTIONS LTD (the 'Company')

Throughout the year ended 2025, to the best of the Board's knowledge, the PIE has complied with the National Code of Corporate Governance for Mauritius (2016) (the Code), except for the below:

The Company has not complied with principle 2:

(i) For having at least two (2) independent directors as it is believed that the composition of the board is adequate having regards to the activities and size of the company.

(ii) For having a Chairperson who may be independent. The role and function of the Chairperson is separate from that of the Chief Executive Officer.

……………………………………

Louis Rivalland
CHAIRPERSON

……………………………………

Alan Goder
DIRECTOR

DATE: 13 April 2026

STATEMENT OF DIRECTORS' RESPONSBILITIES - YEAR ENDED DECEMBER 31, 2025

Directors acknowledge their responsibilities for:

(i) adequate accounting records and effective internal control systems;

(ii) the preparation of financial statements which fairly present the statement of financial position at December 31, 2025 and statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for year ended December 31, 2025 and the notes to the financial statements, which include a summary of material accounting policies and other explanatory notes, in compliance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards) and Mauritian Companies Act 2001; and

(iii) the selection of appropriate accounting policies supported by reasonable and prudent judgements.

The external auditors are responsible for reporting on whether the financial statements are fairly presented.

The Directors report that:

(i) adequate accounting and an effective system of internal controls and risk management have been maintained;

(ii) appropriate accounting policies supported by reasonable and prudent judgements and estimates have been used consistently;

(iii) IFRS Accounting Standards have been adhered to. Any departure in the fair presentation has been disclosed, explained and quantified; and

(iv) The National Code of Corporate Governance has been adhered to. Reasons have been provided where there has not been compliance.

Signed on behalf of the Board of Directors on: 13 April 2026

Louis Rivalland
Director

Alan Goder
Director

SECRETARY'S CERTIFICATE - YEAR ENDED DECEMBER 31, 2025

We, **Swan Corporate Affairs Ltd**, the Company Secretary of Swan Financial Solutions Ltd (the "Company"), hereby certify to the best of our knowledge and belief, that we have filed with the Registrar of Companies, for the year ended December 31, 2025, all such returns as are required of the Company under section S166(d) of the Mauritian Companies Act 2001.

J. Soobah
for **Swan Corporate Affairs Ltd**
Company Secretary

Date: 13 April 2026

Tel : +230 202 3000
Fax: +230 202 9993
www.bdo.mu

10, Frère Félix de Valois Street
Port Louis, Mauritius
P.O. Box 799

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Swan Financial Solutions Ltd

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Swan Financial Solutions Ltd (the "Company"), set out on pages 6 to 32 which comprise the statement of financial position as at December 31, 2025, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at December 31, 2025, and of its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") and comply with the Mauritian Companies Act 2001.

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 in accordance with the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards) (the "IESBA Code")*. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors for the Financial Statements

The Directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards and in compliance with the requirements of the Mauritian Companies Act 2001, and for such internal control as the Directors determine is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

To the Shareholders of Swan Financial Solutions Ltd (Continued)

Responsibilities of Directors for the Financial Statements (Continued)

In preparing the financial statements, the Directors are 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 the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Directors.
- Conclude on the appropriateness of Directors' 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 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 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.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

To the Shareholders of Swan Financial Solutions Ltd (Continued)

Report on Other Legal and Regulatory Requirements

Mauritian Companies Act 2001

The Mauritian Companies Act 2001 requires that in carrying out our audit we consider and report on the following matters. We confirm that:

- We have no relationship with, or interests in, the Company, other than in our capacity as auditor and dealings in the ordinary course of business.
- We have obtained all information and explanations we have required.
- In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

Mauritian Financial Reporting Act 2004

Our responsibility under the Mauritian Financial Reporting Act 2004 is to report on the compliance with the Code of Corporate Governance ("Code") disclosed in the Annual Report and assess the explanations given for non-compliance with any requirement of the Code. From our assessment of the disclosures made on corporate governance in the Annual Report, the Company has, pursuant to section 75 of the Mauritian Financial Reporting Act 2004, complied with the requirements of the Code.

Other Matter

This report is made solely to the Company's Shareholders, as a body, in accordance with Section 205 of the Mauritian Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's Shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's Shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

BDO & Co

BDO & Co
Chartered Accountants

Didier Dabydin, FCA
Licensed by FRC

Port Louis,
Mauritius

April 13, 2026

STATEMENT OF FINANCIAL POSITION - DECEMBER 31, 2025

	Notes	2025	2024
ASSETS		**Rs' 000**	Rs' 000
Non-current assets			
Investments in subsidiary companies	5	**531,501**	531,501
Financial assets at fair value through other comprehensive income	6	**53,226**	50,977
		584,727	582,478
Current assets			
Other assets	7	**4**	4
Cash and cash equivalents	8	**7,464**	8,864
		7,468	8,868
Total assets		**592,195**	591,346
EQUITY AND LIABILITY			
Capital and reserves			
Share capital	9(a)	**586,876**	586,876
Retained earnings		**1,070**	2,475
Fair value reserve	9(b)	**3,226**	977
Total equity		**591,172**	590,328
Current liability			
Other payables	10	**1,023**	1,018
Total equity and liability		**592,195**	591,346

These financial statements have been approved and authorised for issue by the Board of Directors on 13 April 2026

Louis Rivalland
Director

Alan Goder
Director

The notes on pages 10 to 32 form an integral part of these financial statements.

Independent Auditor's report on pages 5 to 5(b).

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME - YEAR ENDED DECEMBER 31, 2025

	Notes	2025	2024
		Rs' 000	Rs' 000
Revenue	11	**96,500**	-
Movement in allowances for credit impairment	8(b)	**(3)**	23
Administrative expenses	12	**(1,402)**	(1,556)
Profit/(loss) for the year		**95,095**	(1,533)
Income tax	13	**-**	-
Profit/(loss) for the year		**95,095**	(1,533)
Other comprehensive income:			
Items that will not be reclassified to profit or loss:			
Changes in fair value of equity instruments at fair value through other comprehensive income	6	**2,249**	977
Other comprehensive income for the year, net of tax		**2,249**	977
Total comprehensive income/(loss) for the year		**97,344**	(556)

The notes on pages 10 to 32 form an integral part of these financial statements.

Independent Auditor's report on pages 5 to 5(b).

STATEMENT OF CHANGES IN EQUITY - YEAR ENDED DECEMBER 31, 2025

	Notes	Share Capital	Retained earnings	Fair value reserve	Total Equity
		Rs' 000	Rs' 000	Rs' 000	Rs' 000
Balance at January 1, 2025		**586,876**	**2,475**	**977**	**590,328**
Total comprehensive income for the year:					
Profit for the year		**-**	**95,095**	**-**	**95,095**
Other comprehensive income for the year:					
Changes in fair value of equity instruments at fair value through other comprehensive income	6	**-**	**-**	**2,249**	**2,249**
Transactions with owners of the Company:					
Dividends	14	**-**	**(96,500)**	**-**	**(96,500)**
Balance at December 31, 2025		**586,876**	**1,070**	**3,226**	**591,172**
Balance at January 1, 2024		586,876	4,008	-	590,884
Total comprehensive income for the year:					
Loss for the year		-	(1,533)	-	(1,533)
Other comprehensive income for the year:					
Changes in fair value of equity instruments at fair value through other comprehensive income	6	-	-	977	977
Transactions with owners of the Company:					
Dividends	14	-	-	-	-
Balance at December 31, 2024		586,876	2,475	977	590,328

The notes on pages 10 to 32 form an integral part of these financial statements.

Independent Auditor's report on pages 5 to 5(b).

STATEMENT OF CASH FLOWS - YEAR ENDED DECEMBER 31, 2025

	Notes	2025	2024
		Rs' 000	Rs' 000
Cash generated from operations			
Profit/(loss) before tax		**95,095**	(1,533)
Adjustments:			
Movement in allowances for credit impairment	8(b)	**3**	(23)
Dividend income	11	**(96,500)**	-
Working capital adjustments:			
- Increase in other payables		**5**	114
Net cash flows used in operating activities		**(1,397)**	(1,442)
Investing activity			
Dividends received	11	**96,500**	-
Purchase of financial assets at fair value through other comprehensive income	6	**-**	(50,000)
Net cash flows generated/(used in) from investing activity		**96,500**	(50,000)
Financing activity			
Dividends paid	14	**(96,500)**	-
Net cash flows used in financing activity		**(96,500)**	-
Net decrease in cash and cash equivalents		**(1,397)**	(51,442)
Cash and cash equivalents at January 1,		**8,864**	60,283
Movement in allowances for credit impairment	8(b)	**(3)**	23
Cash and cash equivalents at December 31,	8(a)	**7,464**	8,864

The notes on pages 10 to 32 form an integral part of these financial statements.

Independent Auditor's report on pages 5 to 5(b).

1. GENERAL INFORMATION

Swan Financial Solutions Ltd is a private limited company, incorporated on February 29, 2012 and domiciled in Mauritius. The address of the registered office is 10, Swan Centre, Intendance Street, Port-Louis.

These financial statements will be submitted for consideration and approval at the forthcoming Annual Meeting of Shareholders of the Company.

2. ACCOUNTING POLICIES

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

(a) Basis of preparation

The financial statements of Swan Financial Solutions Ltd comply with the Mauritian Companies Act 2001 and have been prepared in accordance with IFRS Accounting Standards as issued by International Accounting Standards Board (IFRS Accounting Standards). These financial statements are that of an individual entity and do not contain consolidated financial information as parent of a group. The financial statements are presented in Mauritian Rupees and all values are rounded to the nearest thousand (Rs 000), except when otherwise indicated. The financial statements are prepared using the going concern principle and under historical cost convention except for:

(i) financial assets at fair value through other comprehensive income; and
(ii) relevant financial assets and financial liabilities carried at amortised cost.

Standards, Amendments to published Standards and Interpretations effective in the reporting period

IAS 21 *The Effects of Changes in Foreign Exchange Rates*
Lack of Exchangeability: The amendments contain guidance to specify when a currency is exchangeable and how to determine the exchange rate when it is not. The amendments have no impact on the Company’s financial statements.

Standards, Amendments to published Standards and Interpretations issued but not yet effective

Certain standards, amendments to published standards and interpretations have been issued that are mandatory for accounting periods beginning on or after January 1, 2026 or later periods, but which the Company has not early adopted.

2. ACCOUNTING POLICIES (CONT'D)

(a) Basis of preparation (cont'd)

Standards, Amendments to published Standards and Interpretations issued but not yet effective (cont'd)

At the reporting date of these financial statements, the following were in issue but not yet effective:

Effective date January 1, 2026

IFRS 9 *Financial Instruments* & IFRS 7 *Financial Instruments: Disclosures*
Classification and Measurement of Financial Instruments: The amendments clarify that a financial liability is derecognised on the 'settlement date' and introduce an accounting policy choice to derecognise financial liabilities settled using an electronic payment system before the settlement date. Other clarifications include the classification of financial assets with ESG linked features via additional guidance on the assessment of contingent features. Clarifications have been made to non-recourse loans and contractually linked instruments. Also, additional disclosures have been introduced for financial instruments with contingent features and equity instruments designated at fair value through other comprehensive income.

Contracts Referencing Nature-dependent Electricity: The amendments clarify how IFRS 9 should be applied to power purchase agreements with specific characteristics. The amendments include clarification on the application of the 'own-use' requirements and permitting hedge accounting if these contracts are used as hedging instruments. New disclosure requirements have also been included to enable investors to understand the effect of these contracts on a company's financial performance and cash flows.

Effective date January 1, 2027

IFRS 18 *Presentation and Disclosure in Financial Statements*
Presentation and disclosure in financial statements: IFRS 18 introduces new requirements on presentation within the statement of profit or loss, including specified totals and subtotals presented within the statement of profit or loss within one of the following five categories – operating, investing, financing, income taxes, and discontinued operations. It also requires disclosure of management-defined performance measures and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes. In addition, it brings about consequential amendments to other accounting standards. This standard replaces IAS 1 - Presentation of Financial Statements.

2. ACCOUNTING POLICIES (CONT'D)

(a) Basis of preparation (cont'd)

Standards, Amendments to published Standards and Interpretations issued but not yet effective (cont'd)

Effective date January 1, 2027 (cont'd)

IFRS 19 *Subsidiaries without Public Accountability: Disclosures*
Subsidiaries without Public Accountability: Disclosures: IFRS 19 is a non-mandatory standard. It specifies the disclosure requirements that eligible subsidiaries are permitted to apply instead of the disclosure requirements in other IFRS Accounting Standards. It allows eligible entities to benefit from reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS Accounting Standards. Subsidiaries are eligible to apply IFRS 19 if they do not have public accountability and their parent, intermediate parent or ultimate parent company produces consolidated financial statements available for public use that comply with IFRS Accounting Standards.

The effective date of the following amendments have been deferred indefinitely until further notice

IFRS 10 *Consolidated Financial Statements*
Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28): Narrow scope amendment address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28 (2011), in dealing with the sale or contribution of assets between an investor and its associate or joint venture.

IAS 28 *Investments in Associates and Joint Ventures*
Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28): Narrow scope amendment to address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28 (2011), in dealing with the sale or contribution of assets between an investor and its associate or joint venture.

Where relevant, the Company is still evaluating the effect of these Standards, Amendments to published Standards and Interpretations issued but not yet effective, on the presentation of its financial statements.

2. ACCOUNTING POLICIES (CONT'D)

(b) Investments in subsidiary companies

A subsidiary is an entity which the Company controls. The Company controls an investee if it is exposed to, or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The Company performs a reassessment of control whenever there is a change in the substance of the relationship between the Company and an investee. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

Investment in subsidiary company is carried at cost less impairment. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is recognised in profit or loss. Upon disposal of the investment, the difference between the net disposal proceeds and the carrying amount is recognised in profit or loss.

(c) Financial assets

(i) Recognition and initial measurement

Financial assets are recognised when an entity becomes a party to the contractual provisions of the instruments.

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

(ii) *Classification and subsequent measurement*

IFRS 9 includes three principal classification categories for financial assets: measured at amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit or loss (FVTPL). The Company determines the classification at initial recognition.

Amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding; and
- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows.

2. ACCOUNTING POLICIES (CONT'D)

(c) Financial assets (cont'd)

(ii) *Classification and subsequent measurement (cont'd)*

Financial assets- Solely Payments of principal and interest (SPPI)
Under IFRS 9, the SPPI test requires that the contractual terms of the financial asset (as a whole) give rise to cash flows that are solely payments of principal and interest on the principal amounts outstanding i.e. cash flows that are consistent with a basic lending arrangement.

Financial assets- Solely Payments of principal and interest (SPPI)
For the purposes of this assessment, ‘principal’ is defined as the fair value of the financial asset on initial recognition. ‘Interest’ is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. Liquidity risks and administrative cost), as well as profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of the contractual cash flows such that it would meet this condition. In making the assessment, the Company considers:

- contingent events that would change the amount and timing of cash flows;
- prepayment and extension terms;
- terms that limit the Company’s claim to cash flows from specified assets (e.g. Non-recourse arrangement); and
- features that modify consideration of the time value of money - e.g. periodical reset of interest rate

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to the expected credit loss requirements.

Financial assets- Business model assessment
The Company makes an assessment of the objective of a business model in which an asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. In particular, whether management’s strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of the liabilities that are funding those assets or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to management; and

2. **ACCOUNTING POLICIES (CONT'D)**

(c) **Financial assets (cont'd)**

(ii) *Classification and subsequent measurement (cont'd)*

Financial assets- Business model assessment (cont'd)

- the risks that affect the performance of the business model, the financial assets held within that business model and its strategy for how those risks are managed.

The Company has determined that it has one business model which is held to collect business model. This includes cash and cash equivalents. These assets are held to collect contractual cash flows.

Impairment

Trade receivables
Impairment provisions for receivables are recognised based on a forward looking expected credit loss model.

The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset.

For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

The Company does not have any amount receivable as at December 31, 2025 (2024: Nil).

Cash and cash equivalents

Specific instruments
Cash comprises cash held at banks. Cash and cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash, are subject to an insignificant risk of changes in value, and are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes. The Company has elected to present the statement of cash flows using the indirect method.

2. ACCOUNTING POLICIES (CONT'D)

(c) Financial assets (cont'd)

(ii) *Classification and subsequent measurement (cont'd)*

Cash and cash equivalents (cont'd)

Specific instruments (cont'd)

All of the entity’s cash and cash equivalents are considered to have low credit risk and the loss allowance recognised during the period was therefore limited to 12 months’ expected losses. The 12-month ECL is calculated as the portion of Lifetime ECL that represent the ECLs that result from default events on financial instrument that are possible within the 12 months after the reporting date. ECL is calculated as the product of EAD, LGD, PD. Probability of Default (“PD”) is an estimate of the likelihood of default over a given time horizon which are calculated based on statistical rating models, and assessed using rating tools tailored to the various categories of counterparties and exposures. The Exposure at Default (“EAD”) is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date. Loss given default (“LGD”) is defined as the likely loss intensity in case of a counterparty default. It provides an estimation of the exposure that cannot be recovered in a default event and therefore captures the severity of a loss.

Impairment on cash and cash equivalents has been measured on a 12-month expected credit loss basis. Management consider ‘low credit risk’ for cash and cash equivalents to be an investment grade credit rating with at least one major rating agency. Speculative grades are assigned to bank and financial institutions having lower level of credit quality compared to investment grades. Refer to Note 3.1 (a) and 8 for details.

Fair value through other comprehensive income

The Company holds investment in financial assets in unlisted entities which are not accounted for as subsidiaries, associates or jointly controlled entities. For this investment, the Company has made an irrevocable election to classify the investment at fair value through other comprehensive income rather than through profit or loss as the Company considers this measurement to be the most representative of the business model for these assets. They are carried at fair value with changes in fair value recognised in other comprehensive income and accumulated in the fair value reserve. Upon disposal any balance within fair value reserve is reclassified directly to retained earnings and is not reclassified to profit or loss.

2 ACCOUNTING POLICIES (CONT'D)

(c) Financial assets (cont'd)

(ii) *Classification and subsequent measurement (cont'd)*

Fair value through other comprehensive income (cont'd)

Dividends are recognised in profit or loss, unless the dividend clearly represents a recovery of part of the cost of the investment, in which case the full or partial amount of the dividend is recorded against the associated investments carrying amount. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Purchases and sales of financial assets measured at fair value through other comprehensive income are recognised on settlement date with any change in fair value between trade date and settlement date being recognised in the fair value reserve.

(iii) *Derecognition of financial assets*

The Company derecognises a financial asset when:

- the rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay them in full without material delay to a third party under a ‘pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Company has transferred their rights to receive cash flows from an asset or has entered into a pass-through arrangement and has neither transferred nor retained substantially all the risks and rewards of the asset nor has transferred their control, the asset is recognised to the extent of the Company's continuing involvement in the asset. In that case, the Company also recognises an associated liability.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

Any interest in transferred financial assets that qualifies for derecognition that is created or retained by the Company is recognised as a separate asset or liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

2. **ACCOUNTING POLICIES (CONT'D)**

(c) **Financial assets (cont'd)**

(iv) *Offsetting*

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to set off the recognised amounts and it intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted under IFRS Accounting Standards.

(d) **Financial liabilities**

(i) *Recognition and initial measurement*

Financial liabilities initially recognised at fair value plus or minus, transaction costs that are directly attributable to its acquisition or issue, when the Company becomes a party to the contractual provisions of the instrument. Other financial liabilities are recognised on the date on which they are originated.

(ii) *Classification and subsequent measurement*

Financial liabilities are classified and measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains are recognised in profit or loss.

The Company's financial liabilities include other payables which are measured at amortised cost.

Financial liabilities at amortised cost include other payables.

(iii) *Derecognition*

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified term is recognised at fair value.

2. ACCOUNTING POLICIES (CONT'D)

(d) Financial liabilities (cont'd)

(iii) *Derecognition (cont'd)*

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(iv) *Modifications of financial liabilities*

The Company derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss. Consideration paid includes non-financial assets transferred, if any, and the assumption of liabilities, including the new modified financial liability.

If the modification of a financial liability is not accounted for as derecognition, then the amortised cost of the liability is recalculated by discounting the modified cash flows at the original effective interest rate and the resulting gain or loss is recognised in profit or loss. For floating-rate financial liabilities, the original effective interest rate used to calculate the modification gain or loss is adjusted to reflect current market terms at the time of the modification. Any costs and fees incurred are recognised as an adjustment to the carrying amount of the liability and amortised over the remaining term of the modified financial liability by re-computing the effective interest rate on the instrument.

(e) Current income tax

Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current Tax

The current income tax charge is based on taxable income for the year calculated on the basis of tax laws enacted or substantially enacted by the end of the reporting period. The amount of current tax payable is the best estimate of the tax amount expected to be paid that reflects uncertainty related to income taxes, if any.

The directors have assessed the impact of IFRIC 23- Uncertainty over Income Tax Treatments on the financial statements and have concluded that there is no uncertain tax positions.

2. ACCOUNTING POLICIES (CONT'D)

(f) Impairment of non-financial assets

At each reporting date, assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

(g) Revenue recognition

The Company does not derive revenue that falls under the scope of IFRS 15 and hence will not be applying the standard.

Revenue earned by the Company are recognised on the following bases:
• Dividend income - when the shareholder's right to receive payment is established.

(h) Share capital

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

(i) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are declared.

(j) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources that can be reliably estimated will be required to settle the obligation. Provisions are not recognised for future operating losses.

2. ACCOUNTING POLICIES (CONT'D)

(j) Provisions (cont'd)

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management’s best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

(k) Administrative expenses

Expenses are accounted under accrual basis in the financial statements.

(l) Current versus non-current classification

The Company presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

- expected to be realised or intended to be sold or consumed in the normal operating cycle;
- held primarily for the purpose of trading;
- expected to be realised within twelve months after the reporting period; or
- cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is current when:

- it is expected to be settled in normal operating cycle;
- it is held primarily for the purpose of trading;
- it is due to be settled within twelve months after the reporting period; or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

3. FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

Except for credit risk, the Company's activities does not expose it to any other financial risk namely liquidity risk, currency risk, interest-rate risk and equity risk.

A description of the significant risk factors is given below together with the risk management policies applicable.

(a) **Credit risk**

Credit risk is a risk that a counterparty will be unable to pay an amount in full when due. Credit risk arises from cash and cash equivalents. The overall objective of the Board is to set policies that seek to reduce the risk as far as possible without unduly affecting the Company's competitiveness and flexibility for example the Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Credit risk is managed at a company basis.

Cash and cash equivalents
For banks, only independently rated parties are accepted. Cash and cash equivalents are held with a renowned local bank. The Directors have assessed that the credit risk is low as cash and cash equivalents are held with reputable institutions duly licensed and rated investment grade by credit rating agencies.

Further disclosures on credit risk and expected credit losses (“ECL”) in Note 8 (b) - Cash and cash equivalents.

(b) **Equity price risk**

The Company’s exposure to equity securities price risk arises from investments in Swan Global Funds Ltd- Money Market Fund (MUR). The investment is classified at fair value through other comprehensive income (FVOCI) as detailed in Note 6. The Investment Committee actively monitors equity assets owned directly by the Company in order to mitigate anticipated unfavourable market movements.

3. FINANCIAL RISK MANAGEMENT (CONT'D)

3.1 Financial risk factors (cont'd)

(b) **Equity price risk (cont'd)**

Sensitivity

The impact on the OCI and equity had the equity market values for the level 2 investments increased/decreased with other assumptions left unchanged would have been as follows:

	OCI Rs' 000	Equity Rs' 000
At December 31, 2025		
4% Change in share price	**2,129**	**2,129**
At December 31, 2024		
3% Change in share price	1,529	1,529

The % change has been derived from the average change of the opening share price and closing share price.

3.2 Fair value estimation

Except where otherwise stated, the carrying amounts of the Company's financial assets and liabilities approximate their fair values.

3.3 Capital risk management

The Company is fully financed by equity.

The Company's objectives when managing capital are:

- to safeguard the entity's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- to provide an adequate return to shareholder by pricing services commensurately with the level of risk.

The Company's gearing ratio is insignificant.

3. FINANCIAL RISK MANAGEMENT (CONT'D)

3.4 Financial instruments by category and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	IFRS 9 classification	Fair Value Hierarchy	Notes	2025 Carrying Amount	2025 Fair Value	2024 Carrying Amount	2024 Fair Value
				Rs' 000	**Rs' 000**	Rs' 000	Rs' 000
Financial assets							
Financial assets at fair value through other comprehensive income							
-Investment funds	FVTOCI	Level 2	Note 6	**53,226**	**53,226**	50,977	50,977
Cash and cash equivalents	Amortised cost	NA	Note 8 (a)	**7,464**	**7,464**	8,864	8,864
				60,690		59,841	
Financial liabilities							
Other payables	Other financial liabilities	NA	Note 10	**1,023**	**1,023**	1,018	1,018
				1,023		1,018	

All of the above financial assets disclosures exclude equipment, intangible assets, investment in subsidiary companies and other assets (prepayments).

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continuously evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Significant judgement

(a) Going concern

The Company's Board has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. Furthermore, the Board is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore, the financial statements have been prepared on a going concern basis.

(b) Impairment of financial assets

The entity's cash and cash equivalents are measured at amortised cost. Management considers that the credit risk is low as cash and cash equivalents are held with reputable institutions duly licensed and rated investment grade by credit rating agencies.

4.2 Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Impairment of financial assets

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

(b) Estimates of fair value on financial assets at fair value through other comprehensive income

Valuation techniques that are used to determine fair values, are validated and periodically reviewed by the Investment Committee. The Investment Committee's evaluation takes into consideration a business review of the underlying investment (performance development compared with plans) and the actual and planned transactions in the investments.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

4.2 Critical accounting estimates and assumptions (cont'd)

(b) Estimates of fair value on financial assets at fair value through other comprehensive income (cont'd)

The Company has an investment in Swan Global Funds Ltd - Money Market Fund (MUR) which has been categorised as a Level 2 financial asset at fair value through other comprehensive income. The investment is fair valued using the use the Net asset value ("NAV") valuation method of the funds.

(c) Limitation of sensitivity analysis

Sensitivity analysis in respect of market risk demonstrates the effect of a change in a key assumption while other assumptions remain unchanged. In reality, there is a correlation between the assumptions and other factors. It should also be noted that these sensitivities are non-linear and larger or smaller impact should not be interpolated or extrapolated from these results.

Sensitivity analysis does not take into consideration that the Company's assets and liabilities are managed. Other limitations include the use of hypothetical market movements to demonstrate potential risk that only represent the Company's view of possible near-term market changes that cannot be predicted with any certainty.

5. INVESTMENTS IN SUBSIDIARY COMPANIES

	2025	2024
	Rs' 000	Rs' 000
At January 1, and December 31	**531,501**	531,501

(a) Details of the subsidiary companies are as follows:

Name	Class of shares held	Year end	Stated Capital	Nominal value of investment	Proportion of ownership interest (direct)	Place of business/ Country of incorporation	Main business
			Rs'000	Rs'000			
2025 & 2024							
Swan Wealth Managers Ltd	Ordinary shares	December 31,	1,600	469,501	100%	Mauritius	Fund management and investment
Swan Securities Ltd	Ordinary shares	December 31,	10,000	62,000	100%	Mauritius	Stockbroking

The Company has taken advantage of the exemption under IFRS 10 "Consolidated Financial Statements" paragraph 4, from the requirement to prepare consolidated financial statements as its intermediate holding company, Swan Life Ltd prepares consolidated financial statements that complies with IFRS Accounting Standard. A copy of the consolidated financial statements is available at the head office of Swan Life Ltd found at Swan Centre, 10, Intendance Street, Port Louis.

6. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

(i) Equity investments at fair value through other comprehensive income at December 31:

	2025	2024
	Rs' 000	Rs' 000
At January 1,	**50,977**	-
Additions	**-**	50,000
Fair value movement	**2,249**	977
At December 31,	**53,226**	50,977

Financial assets at fair value through other comprehensive income comprise of:

<u>Investments in Swan Global Funds Ltd</u>	**2025**	2024
	Rs' 000	Rs' 000
Money Market Fund MUR	**53,226**	50,977
	53,226	50,977

The above investment has been categorised as level 2 fair value management and is denominated in MUR.

(ii) Financial assets measured at fair value through other comprehensive income include the Company's strategic equity investments not held for trading. The Company has made an irrevocable election to classify the equity investments at fair value through other comprehensive income rather than through profit or loss because this is considered to be more appropriate for these strategic investments.

7. OTHER ASSETS

	2025	2024
	Rs' 000	Rs' 000
Prepayments	**4**	4

8. CASH AND CASH EQUIVALENTS

	2025	2024
	Rs' 000	Rs' 000
(a) Cash at bank	**7,471**	8,868
Expected credit losses	**(7)**	(4)
	7,464	8,864

Cash and cash equivalents are held with bank having low credit risk. The institution is categorised under investment grade since the assigned credit rating is BBB- (2024: BBB-).

8. CASH AND CASH EQUIVALENTS (CONT'D)

(b) The closing loss allowances for cash and cash equivalents as at December 31, reconcile to the opening loss allowances as follows:

	2025	2024
	Rs' 000	Rs' 000
At January 1,	**4**	27
Loss allowance recognised in profit or loss during the year	**3**	(23)
At December 31,	**7**	4

9. SHARE CAPITAL AND RESERVES

(a) **Share capital**

	2025	2024
	Rs' 000	Rs' 000
<u>Authorised and Issued</u>		
At January 1, and December 31	**586,876**	586,876

The stated number of ordinary shares is 586,876,250 at no par value. All shares are fully paid.

Each share confers to its holders the right to one vote at general meetings of the Company and a proportional right to dividends.

(b) **Fair value reserve**

The Company has elected to recognise changes in the fair value of its investments in equity securities in OCI. These changes are accumulated within the fair value reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

10. OTHER PAYABLES

	2025	2024
	Rs' 000	Rs' 000
Amount due to holding company (Note 15)	**657**	829
Other payables	**366**	189
	1,023	1,018

The carrying amounts of other payables approximate their fair values.

11. REVENUE

	2025	2024
	Rs' 000	Rs' 000
Dividend income	96,500	-

12. ADMINISTRATIVE EXPENSES

	2025	2024
	Rs' 000	Rs' 000
Audit and tax fees	196	185
Secretarial fees (Note 15)	480	480
Directors' Fees	30	30
Others	696	861
	1,402	1,556

13. INCOME TAX

	2025	2024
	Rs' 000	Rs' 000
Current tax on the adjusted profit for the year at 15% (2024: 15%)	-	-

The tax on the Company's profit before tax differs from the theoretical amount that would arise using the basic tax rate of the Company as follows:

	2025	2024
	Rs' 000	Rs' 000
Profit/(loss) before tax	95,095	(1,533)
Tax calculated at 15% (2024: 15%)	14,264	(230)
Income not subject to tax		
- Annual allowance on assets acquired	-	(1)
- Dividend income from resident companies	(14,475)	-
Expenses not deductible for tax purposes		
- Provision for credit impairment	-	(3)
- Expenses relating to exempt income	211	-
Tax loss for which no deferred tax asset is recognised	-	234
	-	-

No deferred tax asset recognised in respect to accumulated losses and same shall expire after 5 years.

14. DIVIDENDS

	2025	2024
	Rs' 000	Rs' 000
Dividend declared and paid of Rs.0.16 per ordinary share (2024: Dividend declared of Rs.0.16 per ordinary share)	**96,500**	-

15. RELATED PARTY TRANSACTIONS

(a)

	Purchase of services	**Dividend paid**	**Dividend income**	**Amount owed to related parties**
	Rs' 000	**Rs' 000**	**Rs' 000**	**Rs' 000**
2025				
Holding company	**657**	**96,500**	**-**	**657**
Subsidiary	**-**	**-**	**96,500**	**-**
Fellow subsidiary	**480**	**-**	**-**	**-**

	Purchase of services	**Dividend paid**	**Dividend income**	**Amount owed to related parties**
	Rs' 000	**Rs' 000**	**Rs' 000**	**Rs' 000**
2024				
Holding company	829	**-**	-	829
Fellow subsidiary	480	-	-	-

Fellow subsidiary:

Entity	**Nature of relationship**
- Swan Corporate Affairs Ltd	Owned by Swan Life Ltd (the intermediate holding company) and Swan General Ltd (the ultimate holding company)

(i) The above transactions have been made on normal commercial terms and in the normal course of business.

(ii) The purchases from related parties are made at normal market prices. The outstanding balances at year end are unsecured, interest free and repayable on demand in cash.

(iii) There has been no guarantees provided for any related party payables.

(b) Key management personnel compensation

	2025	2024
	Rs' 000	Rs' 000
Salaries and short-term employee benefits	**177**	164
Post employment benefits	**21**	18
	198	182

16. HOLDING AND ULTIMATE HOLDING COMPANY

The holding company of the Company is Swan Life Ltd, and ultimate holding company is Swan General Ltd. Both companies are incorporated in Mauritius.

17. EVENTS AFTER THE REPORTING DATE

There are no material events after the reporting date which would require disclosures or adjustments in the financial statements for the year ended December 31, 2025.