

sostravel.com

Annual Report

Financial statements as of 31 December 2024



TABLE OF CONTENTS

A Sostravel.com

- | | |
|---------------------------|--------|
| 1. The Company | page 4 |
| 2. Shareholding structure | page 7 |
| 3. Company bodies | page 8 |

B Report on operations

- | | |
|---------------------------------------|---------|
| 4. Business outlook | page 10 |
| 5. Financial performance of sostravel | page 22 |
| 6. Other information | page 35 |

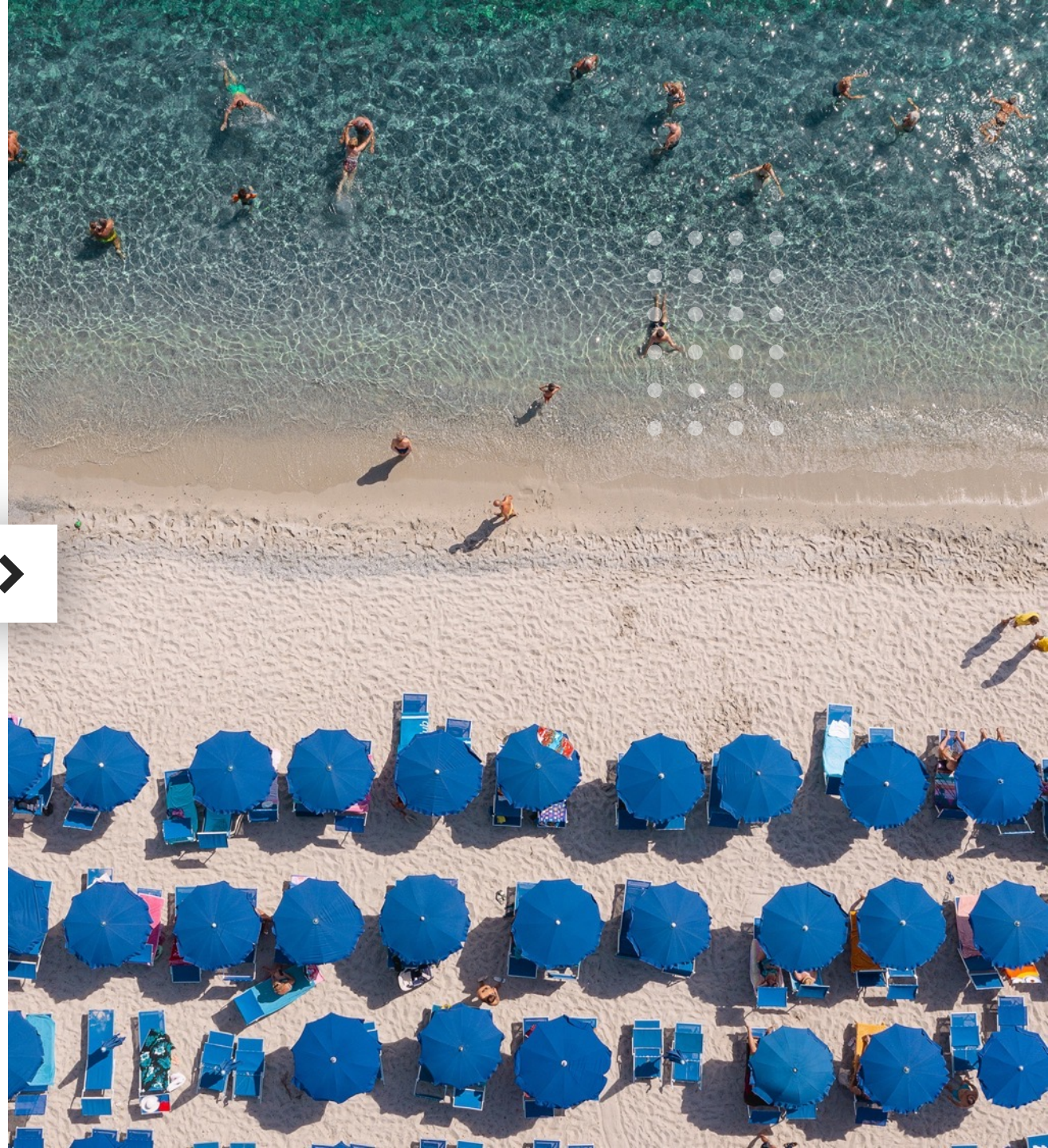
C Financial statements as of 31 December 2024

- | | |
|-------------------------|---------|
| 7. Financial statements | page 39 |
| 8. Explanatory notes | page 46 |



Sostravel.com S.p.A.

A. ... Sostravel.com



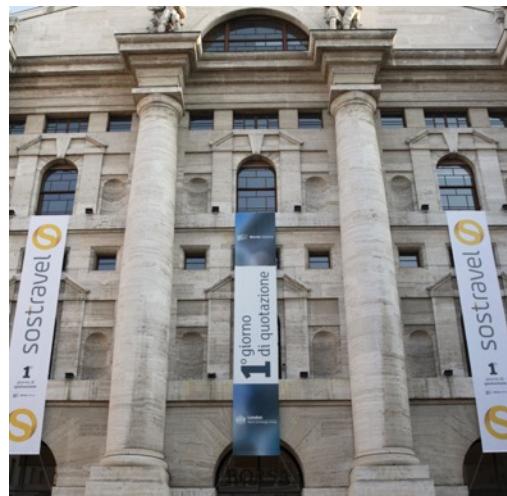


1. The Company

- The Company was established on 27 November 2017; in November 2022 the reverse take-over operation was completed through the merger by incorporation of Digital Destination Company S.r.l.

Sostravel.com S.p.A. is a technological provider of digital services for travelers that is present on the market through integrated platforms: www.sostravel.com; www.amare.travel; and the Apps sostravel and Flio.

In 2023, in the first year of the merger, the new management blocked losses and reported financial statements with a break even; in the second year, investments resumed in accordance with capabilities and with a return in the medium term: profitability has been reached again. The foundations are solid enough to look to the future with optimism. As a tangible sign of the transformation that was attained, the results achieved in 2024 allow the company to distribute its first operating profit.



STOCK EXCHANGE

The company has been listed on the Italian Stock Exchange Euronext Growth in Milan since 2018 - SOS.MI

Titoli azionari

Borsa Italiana
BIT:SOS





INNOVATIVE SERVICES

The offering includes innovative digital services designed to simplify and enhance every phase of travel: planning, sharing of travel ideas, and the booking of: flights, transfers, accommodations, attractions, and tours, as well as purchasing cultural/sporting events, up to the time of the return journey. These services take care of the traveler and their baggage, with specific attention given to potentially critical moments.

The services which are conceived, designed and created within the company include the following:



Lost Luggage Concierge, a service for tracking and returning baggage which is lost within 48 hours and **Dr.Travel**, an online medical service available by video call for any destination and at any time.



Tourist services are acquired through different modalities:

1. Direct contract for total guaranteed volume
 2. Through more than 500 XML connections with major global providers and the world's largest travel accommodation wholesalers
- Agreements with travel accommodation wholesalers work both ways: it is possible to acquire or sell rooms negotiated on their own within different channels in different countries of the world.



In the future, sostravel.com will continue to invest in innovation and development with the aim of expanding and further consolidating its leadership in the sector.



2. Shareholding structure

Shareholding structure of Sostravel.com	No. of shares owned	% Share capital
RG HOLDING S.r.l.	2,699,374	20.49%
Carmine Colella	2,659,032	20.18%
Le terrazze di Porto Ottiolu S.r.l.	2,659,032	20.18%
TraWell Co S.p.A.	792,336	6.01%
Giovanni Perrucci	496,396	3.77%
Sostravel (Own Shares)	92,000	0.7%
Rudolph Gentile	840	0.01%
Market	3,778,138	28.67%
Total	13,177,148	100%

Updated on 31 December 2024



3. Company bodies

BOARD OF DIRECTORS

CHAIRMAN	Rudolph Gentile
Chief Executive Officer	Carmine Colella
Director without proxies	Nicola De Biase
Director without proxies	Umberto Navanzino
Independent director*	Ivan Munarini

* Director possessing the independence requirements pursuant to Article 148, paragraph 3, of Legislative Decree 58/98.

BOARD OF STATUTORY AUDITORS

CHAIRMAN	Enrico Orvieto
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Statutory auditors	Paolo Natalini / Marco Ambrosini
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Alternate auditors	Andrea De Nigris / Fabrizio Cardinali
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AUDITING COMPANY

Auditing company	Audirevi S.p.A.
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NOMAD*

Nominated Advisor	Corporate Family Office SIM S.p.A
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* As of 1 August 2024



B. ... Report on operations





4. REPORT ON OPERATIONS

We generate value through a digital journey based on expertise, **commercial/distribution innovation**, and by constantly refined processes applied to **forecast changing traveler preferences**.

With combined systems, we can anticipate future behaviors in the vacation market. We forecast demand before we see it, using data aggregated from various sources. Understanding evolving demand up to 365 days in advance - with access to real-time market heat maps and instant alerts - allows us to achieve better results.

The data that is collected and appropriately aggregated allows us to capitalize on revenue opportunities by constantly anticipating changes in demand. **Understanding the complete set of properties that overlap with those sold by Sostravel.com ensures that we are always competitively positioned.**





In 2024, the Tourism sector had a very positive performance!

Overall context

Italy's gross domestic product (GDP) is forecasted to grow by 0.5% in 2024. Several studies have indicated a positive contribution to GDP growth from certain service sectors such as tourism, while other sectors, such as construction and manufacturing, have contributed negatively.

The Travel Industry:

"2024 has made it clear that people want to travel," says Willie Walsh, General Director of IATA. "With demand growing by 10.4%, travel has reached record numbers both domestically and internationally."

The International Air Transport Association (IATA) reported that an average of 83.5% of all offered seats were filled: a new record, partly ascribable to supply chain constraints that limited capacity growth.

In 2024, tourism's contribution to the Italian economy, according to estimates by the Italian Tourism Promotion Agency, was equal to 10.8% of GDP and generated 13% of employment.





The two revenue divisions: online travel and traveler services

The Travel sector reported increased revenues in 2024, partially maintaining the profitability of the previous year; this was due to new commercial strategies and the extreme customization of vacations. No minimum stay, and travel is possible any day of the week for the duration chosen by each customer in Amare Clubs for all the proposed properties. The customization of trips has allowed us to further strengthen price levels.

Travel segment revenues are superior to the plan, while EBITDA is not in line with the latter; this is due to the fact that the corrective measures used to achieve revenue targets had a shorter marketing time,

and therefore lower margins than expected. The deviations from plan were caused by the following factors:

- The Rocca Dorada Resort, under contract for the second year, encountered urban planning permission issues; this caused a delayed opening and a closure during the season, significantly impacting both revenues and expected margins.
- The Baia delle Mimose property - which was being marketed at full capacity without risk during the season - was acquired by another operator, thereby resulting in a loss of expected revenue and relative margins.
- In the summer of 2024, tourism in Sardinia performed well, with a massive return of foreign visitors. This partially reduced the hoteliers' ability to use the Secret Village formula, resulting in lower unsold inventory. At the same time, it caused the company to reduce its budgeted capacity specifically for the Secret Village Budoni formula.





Sostravel.com S.p.A.

The Passenger Services segment reported an increase in revenues and margins.

Lost Luggage concierge: Total revenues grew by 16.3%, with substantial stability in the airport sectors. The agreements announced in 2024 also resulted in double-digit growth. Beyond Italy, the following stand out terms of sales: Portugal, Canada, France, and the Czech Republic.

DR.TRAVEL: The new product still has a minimal impact on revenues and is trying to find its market niche amongst the various telemedicine offerings.





SosTravel.com S.p.A.

SosTravel.com S.p.A. Annual Report as of 31 December 2024

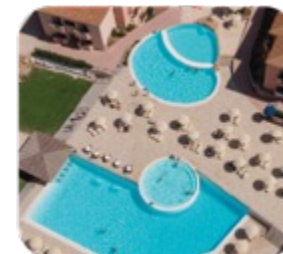
The new products and Amareclub

Products designed to de-seasonalize the business are growing: AmareKenya exceeded expectations with a 71.9% increase for total revenues of €2.2 million.

Amaresharm - launched in 2023 and immediately put on hold following geopolitical events - was relaunched in the second half of 2024 and immediately showed encouraging signs.

Amareturchia is one of the new segments within the package tourism offering that is generating interest, even though production is still marginal.

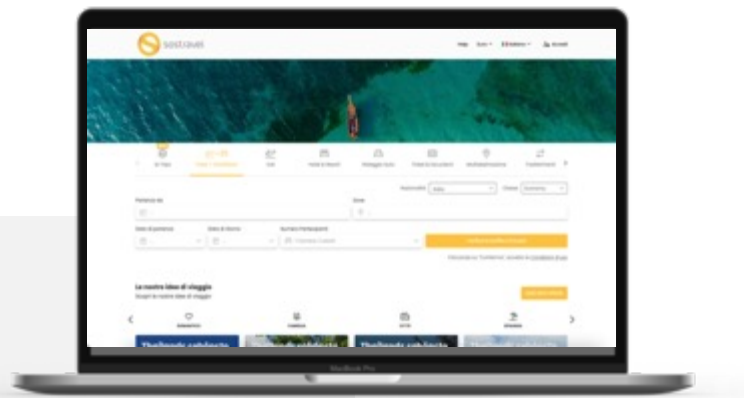
In addition to the **Amareclubs** there are also the **Amarestyles**, selected non-exclusive structures that meet Amareclub standards, thereby significantly expanding the AmareTravel portfolio without increasing guarantees.





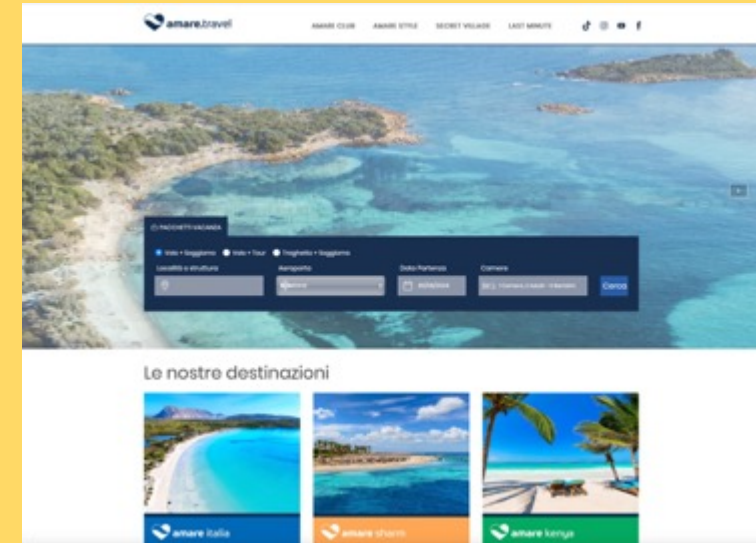
Distribution Strategy

The multi-channel distribution path has continued on the basis of the constant expansion of connections in the various continents in order to reach each customer with the preferred online booking system of each individual country.

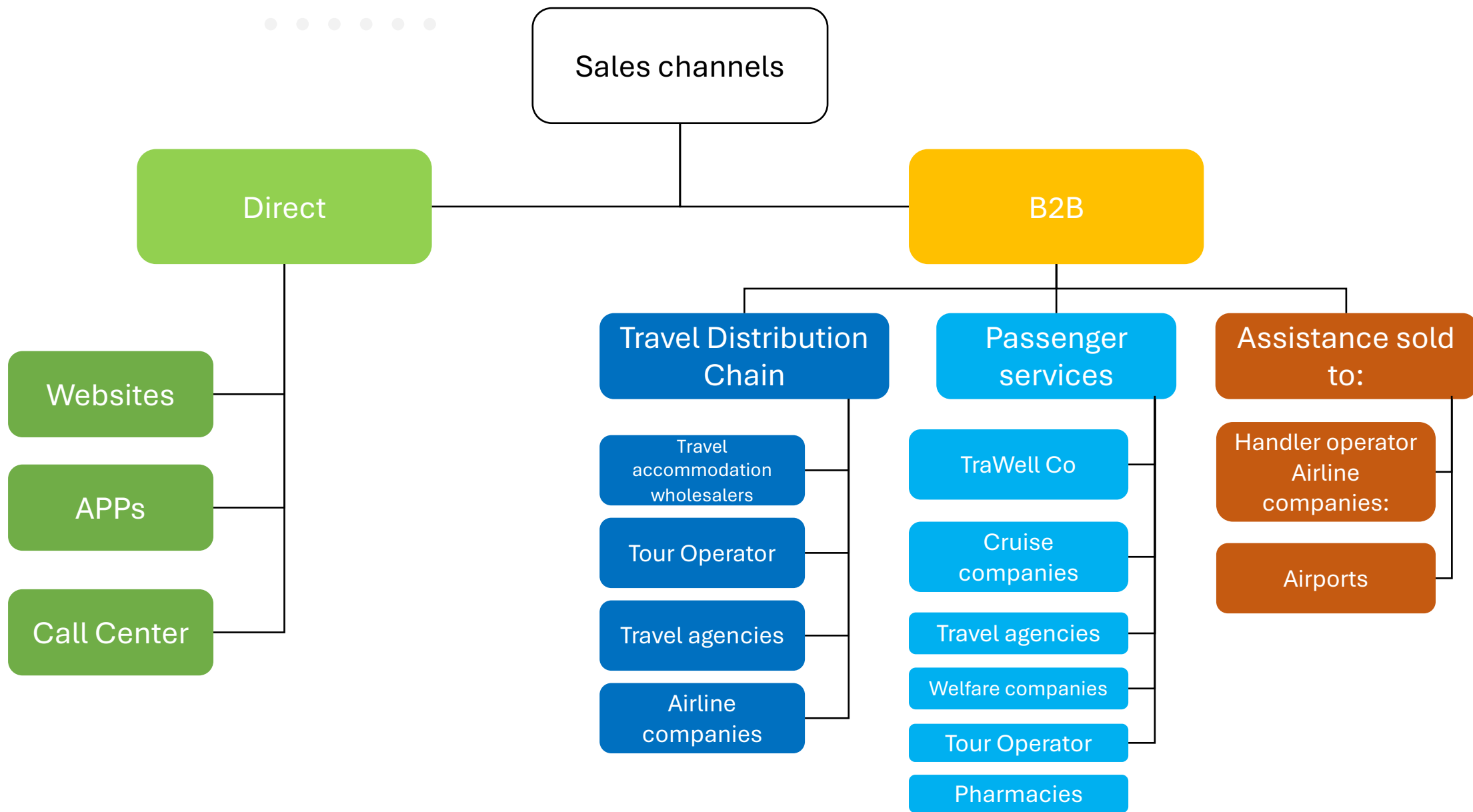


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Packages Division and New Developments



Being a point of reference for all types of travel means being responsive to new market trends: these are moving towards extreme customization with tailor-made trips created through the dynamic area of the portal while not neglecting the consolidated segment of all-inclusive package lovers. In 2024, web development began to create a new site that will integrate both solutions within a single environment.





Some of the digital services available in the Amare.travel and sostravel apps and portals:



FLIGHT INFORMATION

Service that provides access to information relating to flights, flight status, gates, delays, cancellations, and the possibility of sending such communications also to third parties chosen by the traveler. Information on flights is made available free of charge.



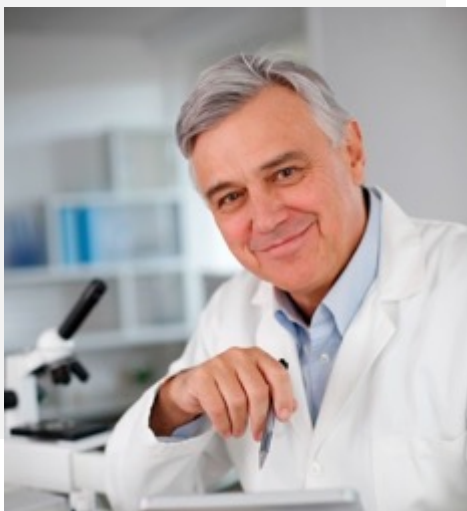
AIRPORT INFORMATION

A service that allows free access to a series of useful information relative to the airports of interest when travelling as well as the transfer methods to or from the infrastructure, internal maps of airports, locations of refreshment points, and Wi-Fi in addition to allowing one to purchase certain services which are available there: parking, car rental services, access to VIP Lounges.



LOST LUGGAGE CONCIERGE

Lost Luggage Concierge: the service used to track down baggage in case of loss and/or failure to return it to the destination airports within 48 hours. The service can be purchased before the flight departure.



Dr.Travel

Online medicine service for travellers. Directly from your APP - in partnership with the Italian company Net Medicare - you can receive a video visit at any time, given that a doctor and/or a paediatrician are available.



Travel Booking

Nine search engines connected with the major global suppliers of: Flights - other transport buses, ferries - hotels & resorts - tourist packages - Itineraries and multi-destinations - transfers - excursions, events/museums - car rentals - Aitrips is the latest arrival and is the artificial intelligence engine that allows you to write your needs in free text to obtain proposals that can be purchased in a few clicks.



Secret Village®

As a registered trademark, it ensures significant savings for customers on accommodation prices by providing the name of the accommodation that will host them just two days before departure. With this system, hoteliers are able to optimize occupancy, thereby achieving previously unseen performance levels.

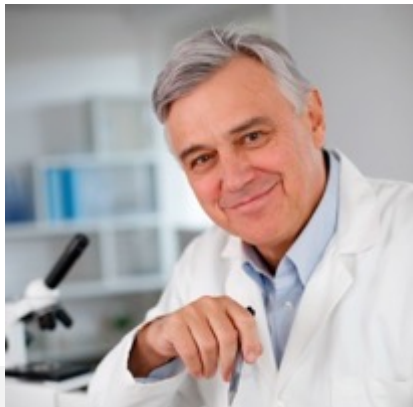
Certain hotel facilities have entrusted sostravel with the exclusive management of their web profile and online sales of their facilities.



Innovative Digital Services



Lost Luggage Concierge



Dr . Travel

Passenger services

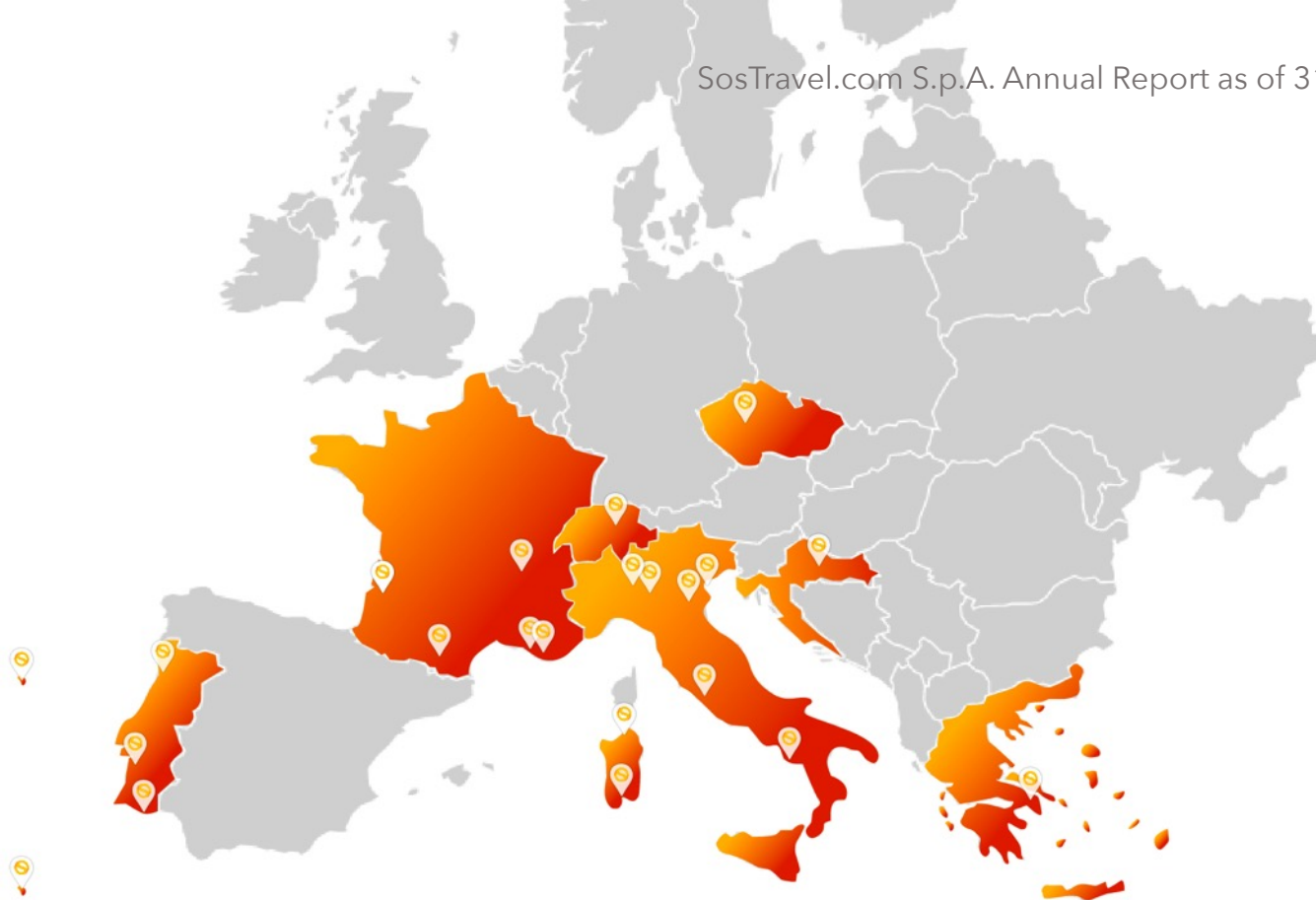
Lost Luggage Concierge and Dr.Travel

They can be sold on platforms, apps, and at airports worldwide where our strategic partner TrawellCo S.p.A. - with whom Sostravel has a commercial distribution agreement - is present. During 2024, sales through additional channels - which were initiated in 2023 - were expanded: **Tour operators, travel agencies, travel agency networks, welfare companies, and cruise lines can incorporate or sell the services to their customers.**

In addition, Sostravel also offers its commercial services to airlines and/or airport handlers by offering them the following services: the digitalization of activities relative to the compilation and forwarding of the PIR to Lost & Found offices and activities functional to the tracking of lost baggage.



The **26 airports**
where **Sostravel**
services are
distributed by
TraWell Co:



ITALIA

Bologna (BLQ)	1
Olbia (OLB)	1
Venezia (VCE)	1
Cagliari (CAG)	1
Milano Malpensa (MXP)	8
Milano Linate (LIN)	5
Roma Fiumicino (FCO)	3
Napoli (NAP)	1

Switzerland

Zurigo (ZHR)	1
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FRANCIA

Bordeaux (BOD)	1
Lione (LYS)	2
Marsiglia (MRS)	2
Nizza (NCE)	3
Tolosa (TLS)	1

REPUBBLICA CECA

Praga (PRG)	4
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PORTOGALLO

Faro (FAO)	1
Lisbona (LIS)	4
Oporto (OPO)	1
Ponta Del Gada (PDL)	1
Funchal (FNC)	1

GRECIA

Atene (ATH)	2
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CANADA

Montreal (YUL)	3
Vancouver (YVR)	1

USA

Miami (MIA)	24
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CROAZIA

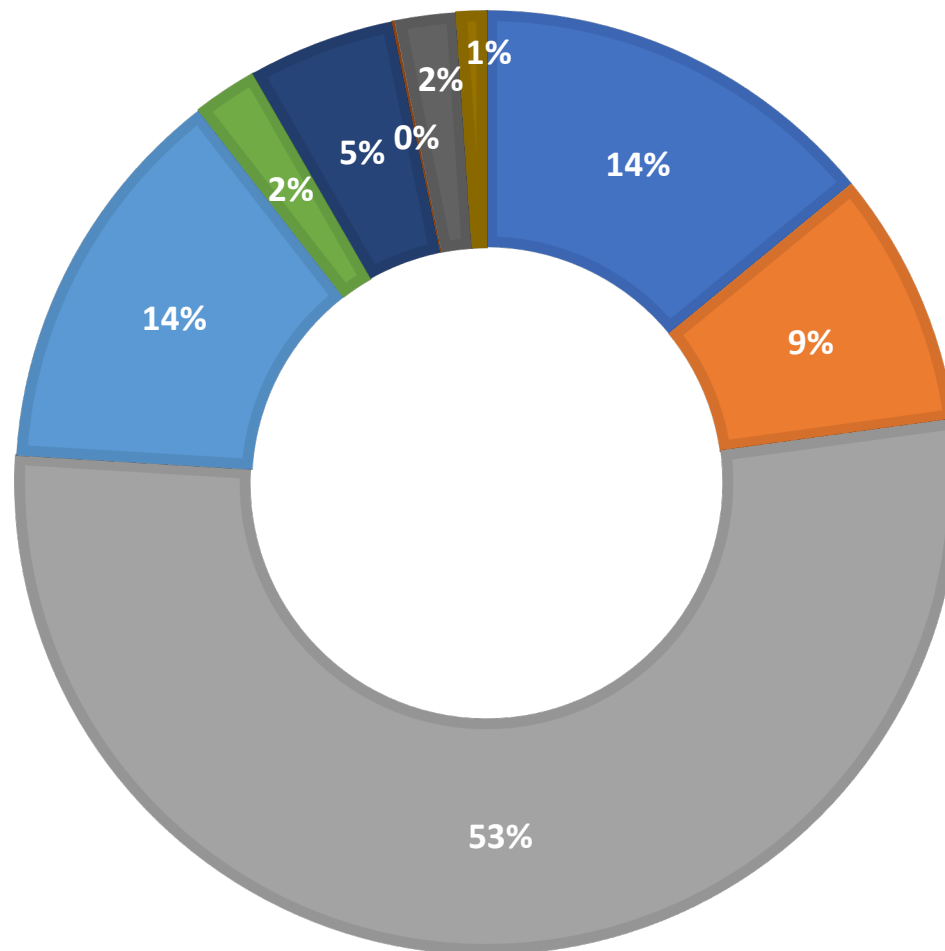
Zagabria (ZAG)	1
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LLC services sold in 2024 and in which countries

The following chart shows the countries where LLC services are sold.

- Portugal
- France
- Italy
- Canada
- Switzerland
- Czech Republic
- Croatia
- Greece
- USA





5. Financial performance of sostravel

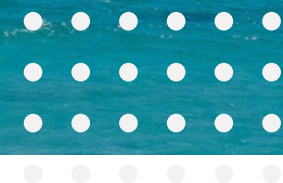
Economic performance as of 31 December 2024:

- **Revenues** totaled €22,441,000: an increase of 14.92% compared to the €19,527,000 reported as of 31 December 2023 and a 6.89% improvement compared to the plan.
- **EBITDA** totaled €686,000, a significant improvement compared to the €461,000 reported as of 31 December 2023 and an increase of 48.81%; this was a decrease of 46.90% compared to the business plan.
- **ADJUSTED EBITDA** of €764,000 is the result of the subtraction from EBITDA of an extraordinary and non-recurring item related to events occurring prior to the merger.
- **EBIT** totaled €228,000, an increase of 338.80% compared to the €96,000 reported as of 31 December 2023;
- **Net income** of €67,716 (including deferred taxes); the 2024 result, compared to the previous year, is entirely due to the company's operating performance.
- **Adjusted net financial position (NFP)** of -€161,000, an increase of 496%, reflects the resumption of technology investments for the ongoing improvement of the booking and contract management platforms - totaling €380,000 - as well as the increase in a receivable from a strategic partner.



Main results of the sostravel and FLIO websites and apps:

Data relative to the growth of App and Web assets, and which are relevant for an overall evaluation of the Sostravel.com business:



WEB PLATFORMS



2024 presence in resorts

➤ **254,631**
199,626 in 2023



TOTALE WEB USERS IN 2024

➤ **788,252**
985,596 in 2023

Web users slightly decreased compared to the previous year despite an increase in conversion rates.

With the application of new strategies and advanced tools, we have placed greater focus on targeting, thereby allowing us to more accurately identify our ideal audience.

Due to brand strengthening strategies, daily campaign monitoring, and strategic redistribution of resources across the various channels that were involved and - based on their performance - Sostravel has almost halved (-49.13%) the ratio between B2C sales and advertising spending while increasing revenues by 16%.



Main results of the sostravel and FLIO websites and apps:

Data relative to the growth of App and Web assets, and which are relevant for an overall evaluation of the Sostravel.com business:



In 2024, **638,572** users visited amare.travel sites, including **519,959** new ones.

Repeaters who booked were **10%**



Utenti attivi▼ per Paese



PAESE	UTENTI ATTIVI
Italy	603.265
United States	4.174
France	4.118
India	3.351
Switzerland	2.859
Germany	2.745
Spain	1.815



Sostravel and Flio platform

Total
downloads of
the app

➤ **2,647,123** +6%
compared to 2023

New profiled
users: 2024

➤ **49,322**

The community is composed of **1,088,913**
customers



SOSTRAVEL



FLIO



TOP FIVE departure airports in 2024 for the flights included in the apps:

1. Lisbon
2. Porto
3. Montreal
4. Frankfurt
5. Milan Malpensa



Digital sales:

For the sales and distribution activities of its services, the company has initiated a multi-channel distribution and internationalization process in order to not only leverage the Apps and portals - translated into 27 languages - but also the contribution of sales through collaborations and/or partnerships with European and global organizations.

International portals with "2-way" connections allow you to sell your services or acquire the availability of rooms and services where they are not present; the main partners are as follows:

Booking.com

voyage privé

Roibos

Expedia

lastminute.com

HOTELSTON.COM
HOTELS, VILLAS, APARTMENTS

agoda

hotelbeds

Italian tour operators:

eden viaggi

IMPERATOIRS

future
vacanze

All iours.it

EURO Spin
viaggi

Foreign tour operators:

ITAKA

TUI

Čedok

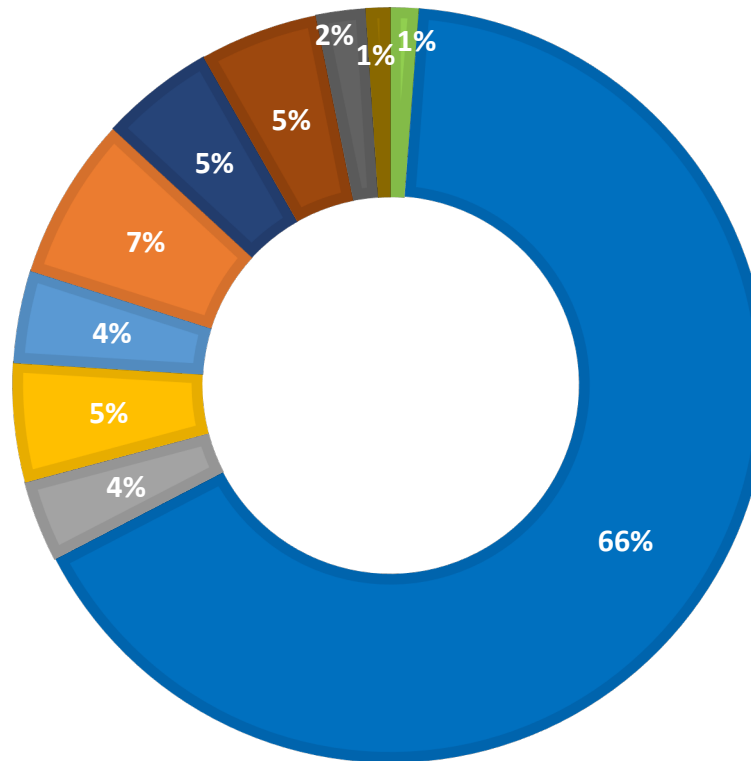
FRAM



The hubs of digital sales

distribution platform locations

PLATFORM COUNTRY



The graph indicates where the main travel sales distribution platforms used by Sostravel are located:



Communications and marketing

Over the course of 2024, Sostravel.com focused on optimizing digital marketing spending while maintaining revenue levels.

Due to brand strengthening strategies, daily campaign monitoring, and strategic redistribution of resources across the various channels that were involved and - based on their performance - Sostravel has almost halved (-49.13%) the ratio between B2C sales and advertising spending while increasing revenues by 16%.

Interesting innovations included Target CPA in Google Ads which helped optimize conversions as well as innovative META campaigns on the channel.

TikTok distinguished itself not only for its rapid growth but also for its ability to generate engagement and viral distribution through authentic and engaging content.

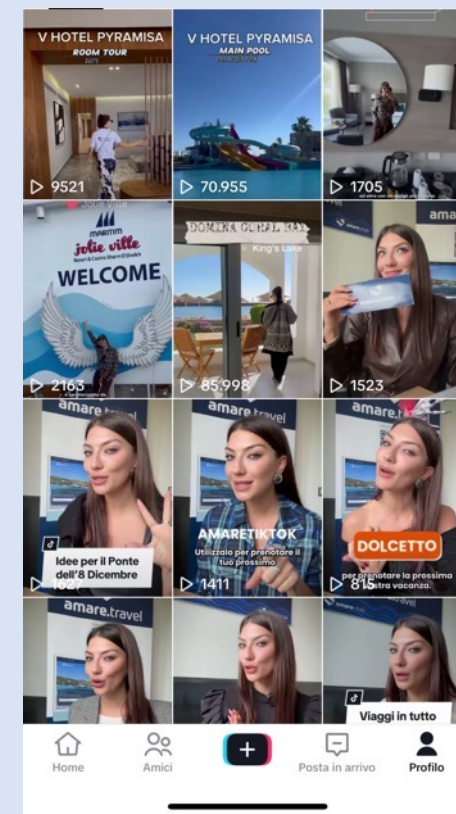


Use of influencer marketing

In 2024, we consolidated our influencer marketing strategies by continuing our collaboration with influencer Giovanna Abate, the official spokesperson for Amaretravel.

By means of weekly stories and travel reports, she has created a strong connection with her audience, thereby increasing engagement and interactions on the brand's social media channels.

With the advent of Content Creators, we are evaluating new video formats to remain in touch with market demands and technological trends.





Human resources

During the course of 2024, and continuing into 2025, the company continued its positive process of internal resource growth through the transformation of seasonal contracts into permanent contracts. As of 31 December 2024, the total workforce number was 18: one executive, 17 employees.

The Stock Price

During the year, the sostravel.com S.p.A. stock price recorded a high of approximately 1.45 in June 2024 and a low of approximately 0.75 in December 2024. The stock price's annual average was around 1.10, exhibiting alternating phases of growth and correction.

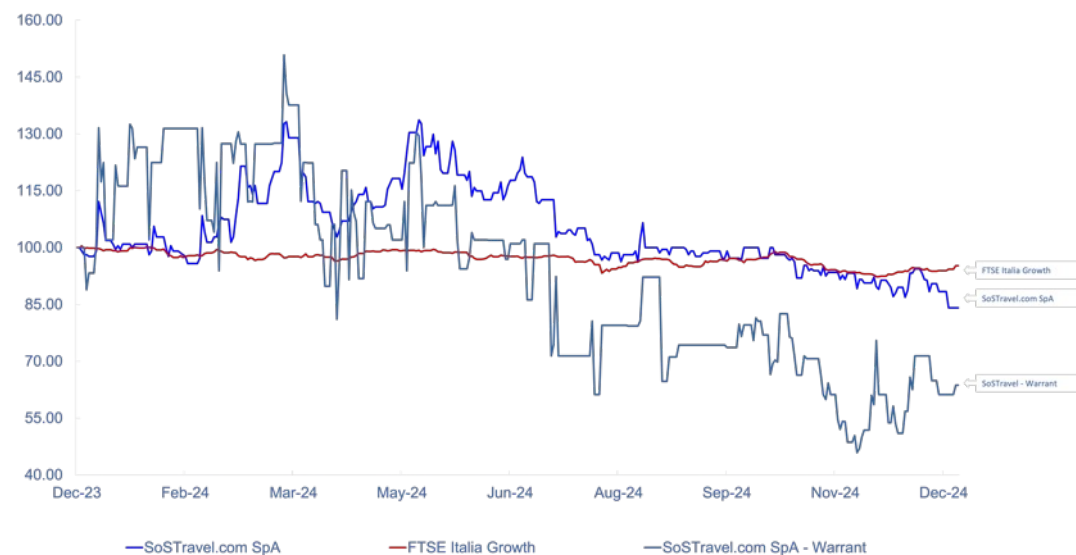
The stock reported a decline of approximately 15% compared to initial levels and a loss of approximately 48% compared to the high of June 2024.

The index closed the year with a slight negative variation of approximately -5%; the sostravel.com S.p.A. stock price underperformed with a negative spread of approximately 10 percentage points compared to the benchmark.

In May 2024, the company changed its Euronext Growth Advisor (EGA) from Banca Finnat to CFO SIM. This change was made with the aim of strengthening strategic support for the listing on Euronext Growth Milan and improving access to capital markets.

In November 2024, the company announced the extension of the WSOS24 warrant maturity date, extending it by two years from December 2024 to December 2026. This decision was made to offer investors a longer time horizon for exercising the warrants, thereby supporting the company's growth strategy.

In December 2024, the company discontinued its listing on the OTCQB market in the United States. The decision was made with a view to streamlining its presence in financial markets and focusing resources on core activities, thereby reducing costs and simplifying the stock's trading structure.



Primary events of 2024

NEW ACTIVE CONTRACTS

In 2024, the company reached a significant milestone with the signing of a contract with **Costa Cruises** to provide the Lost Luggage Concierge service to Fly & Cruise customers.



This agreement - signed at the beginning of the year - was significantly extended towards the end of 2024 to include Cruise Only customers, thereby expanding its scope and market impact. The service is sold through the MyCosta portal and is currently active in 16 countries.

This expansion **has strengthened our international presence and consolidated our role as a strategic partner for Costa Cruises.**

In November 2024, **another important commercial agreement was undersigned with Safe Wrap of Florida**, a company renowned for its baggage wrapping service with 33 sites within Miami International Airport.

As part of this partnership, Safe Wrap has decided to integrate its Lost Luggage Concierge service, thereby offering its customers a comprehensive and innovative solution for lost baggage management.

This agreement marks a significant step in the expansion of our services within the US market. The results of this partnership will be evident in future years, but a positive impact is expected in strengthening our international presence and consolidating our offering in a strategic airport hub like Miami.

MIAMI



In December, an agreement was finalized with VERATOUR S.p.A., a leader in the tourist resort and tailor-made tourism sector.

The agreement - which was part of the sales channel diversification strategy launched in the first half of 2024 - will allow Veratour customers purchasing long-haul products with scheduled flights to take advantage of the Lost Luggage Concierge service, renamed "Bagaglio no problem" by Veratour.

The service will be available through Veratour's partner travel agencies and dedicated platforms.

Primary events of 2024

Technological Investments

Work began in 2024 with a technological restructuring of Sostravel's central backend. This project aims to modernize the existing technological infrastructure through a series of strategic interventions that reflect industry best practices and the latest IT innovations.

The core of this initiative includes redesigning the existing database, developing a new backend based on microservices architecture, adopting a modern server infrastructure on Google Cloud, and creating a new backend management and administration area.

Our vision is to build a flexible and secure system that can not only meet current needs but can also adapt to future market and technological developments.

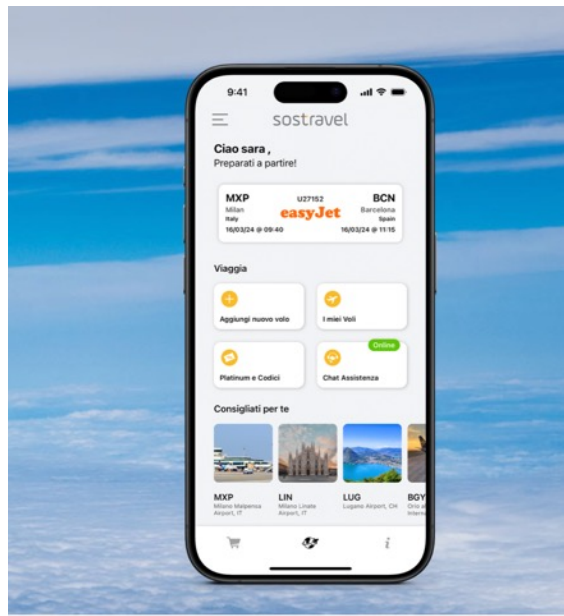
The new backend will be completed by Q3 of 2025; the new infrastructure will enable new developments in the integrated APP and front-end components.

Expected advantages

Maintainability: Facilitated updating, testing, and maintenance of system components.

Scalability: Ability to handle increased workloads by simply adding resources to specific microservices, and without having to scale the entire application.

Flexibility: Possibility to use different technologies and frameworks for specific microservices, thus better adapting to project needs.



Primary events following 31 December 2024

Evolution of the capacity acquisition strategy:

- Reduction of total guaranteed volume
- Increase in the number of properties
- Increase in the number of regions where the properties are located
- Increase in the number of suppliers
- Partial total guaranteed volume agreement for I Grandi Viaggi resorts
- Sales management agreement for Palau Hotels
- Introduction to the sale of over 100 properties with risk-free contracts



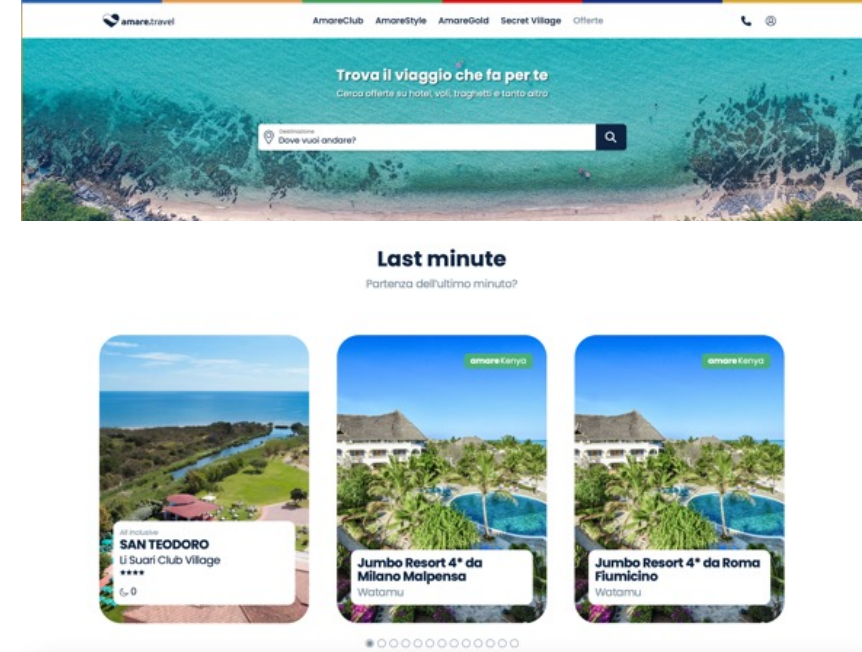
Microsoft Dynamics 365
Business Central

Two important updates were made in March:

The new Travio website has been released online at amare.travel. The new website will make the purchasing experience even simpler and more complete, enabling up- and cross-selling in addition to improving tracking.

Management software change; the new management software will allow for:

- Increased available data in real time
- Scalability over time
- Extreme customization





Operational trends and business outlook for Sostravel.com

In order to provide a better understanding of operational performance and of the financial situation, the tables below report a reclassification of the Income Statement with added value, a reclassification of the Balance Sheet by functional area and on a financial basis as well as the more significant financial statement indices.

Reclassified income statement	31/12/2024	31/12/2023
Revenues	22,440,909	19,526,534
Own work capitalized	0	0
Other revenues	77,101	162,588
Total revenues	22,518,010	19,689,122
Costs for raw materials	0	-4,900
Costs for services	-20,555,789	-18,212,438
Costs for use of third party assets	-199,734	-167,311
Personnel costs	-775,793	-746,483
Change in inventories	0	0
Other costs	-300,362	-96,739
EBITDA	686,332	461,251
Non recurring charges	77,623	79,836
ADJUSTED EBITDA	763,955	541,087
Amortization/depreciation	-437,482	-523,433
- Write-downs	-10,469	0
Allocations	-9,912	-33,493
Non recurring charges	-77,623	-79,836
EBIT	228,469	-95,675
Non-ordinary operations	0	-56,407
Financial proceeds and charges (net)	-77,646	-82,392
Revaluations/write-downs of financial assets	0	0
Profit (loss) before taxes	150,823	-234,474
Taxes	83,107	-1,404,097
Net result	67,716	1,169,623

Financing indicators of fixed assets	31/12/2024	31/12/2023
Fixed asset to equity capital margin	1,930,698	1,179,348
Fixed asset to equity capital ratio	1.73	1.36
Fixed asset to equity capital and medium-long term debt margin	3,507,456	3,350,901
Fixed asset to equity capital and medium-long term debt ratio	2.33	2.03
Debt ratios and leverage indicators	31/12/2024	31/12/2023
Debt to equity ratio	0.88	0.92
Debt (long-term interest bearing) to equity ratio	0.46	0.62

Balance sheet by functional area	31/12/2024	31/12/2023
Loans		
Invested operating capital	8,253,280	7,864,398
- Operating liabilities	1,938,363	1,362,738
Net invested operating capital	6,314,917	6,501,660
Non-operational loans	338,522	653,692
Liquid funds	-1,782,915	-1,695,809
Net invested capital	4,870,524	5,459,543
SOURCES		
Own assets	4,567,537	4,443,808
Net Financial Position	302,987	1,015,735
Financing capital	4,870,524	5,459,543



Return indicators	31/12/2024	31/12/2023
ROE	1.48%	26.32%
ROI	2.87%	-1.45%
ROS	1.10%	-0.64%

BALANCE SHEET - ASSETS	31/12/2024	31/12/2023
FIXED ASSETS	2,622,968	3,031,127
Intangible fixed assets	1,593,386	1,626,669
Tangible fixed assets	799,382	828,482
Financial fixed assets	230,200	575,976
CURRENT ASSETS	5,985,311	5,513,061
Warehouse	0	0
Deferred liquidity	4,202,396	3,817,252
Immediate liquidity	1,782,915	1,695,809
INVESTED CAPITAL	8,608,279	8,544,188
Own assets	4,567,537	4,443,808
Share capital	1,317,715	1,309,289
Reserves	3,249,822	3,134,519
CONSOLIDATED LIABILITIES	1,576,758	2,171,553
CURRENT LIABILITIES	2,463,984	1,928,827
Financing capital	8,608,279	8,544,188

Solvency ratios	31/12/2024	31/12/2023
Net working capital / net current assets	3,517,056	3,373,101
Current ratio	243.30%	276.91%
Treasury margin	3,517,056	3,373,101
Cash ratio	243.30%	276.91%

NFP		
Values in Euro	31/12/2024	31/12/2023
A Liquid funds	16	0
B Other liquid funds	1,782,899	1,695,809
C Securities held for trading	0	0
D Liquidity (A+B+C)	1,782,915	1,695,809
Current financial receivables	17,232	0
F Current financial payables	0	0
G Current portion of non-current debt	605,115	625,642
H Other Current financial payables	0	0
Current financial debt (F + G + H)	605,115	625,642
J Net current financial debt (I-E-D)	-1,177,800	-1,070,167
K Non-current bank payables	1,480,787	2,085,902
L Bonds issued other non-current payables	0	0
M Other non-current payables	0	0
N Non-current financial debt (K + L + M)	1,480,787	2,085,902
O Net financial debt (cash) (J + N)	302,987	1,015,735
P Adjustment for security deposits	230,200	575,976
Q Adjustment for active loan to Trawell Co	233,333	466,667
R Adjusted net financial position (O-P-Q)	-160,546	-26,908



Operational trends and business outlook for Sostravel.com

- expand the offer to countercyclical services; LLC; Dr.Travel, Kenya, Turkey, Cuba and Egypt;
- evaluate any potential extraordinary transactions that are synergistic with the Company's core activities.

6. OTHER INFORMATION

The section provides a collection of information pursuant to the provisions of Art. 2428.

Operational risks and uncertainties

The Company is careful in identifying and monitoring risks typical of its operations, with the dual objective of providing managers with appropriate tools for adequate management and maximizing the protection of corporate assets.

Risk related to the lack of operational history of the new Dr. Travel service launched in 2023:

Risks related to the operation of the sostravel App, such as failures in the operation of the software, programming errors, lack of interaction or compatibility between the mobile application and the devices on which it is installed and/or with any platforms, data centers and operating systems (IOS, Android, etc.) of third parties, including the related updates over which sostravel does not retain any control;

Risks associated with customer retention, ie the ability to retain acquired users and prevent them from ceasing to use or cancel the App;

Risks associated with acts of computer piracy;

Risks related to the competitiveness of the market in which the Company operates and the entry of new competitors to the market;

Risks connected to the seasonal nature of sales of services.

Primary non-financial indicators

Pursuant to the second paragraph of Art. 2428 of the Italian Civil Code, it is hereby certified that - given the specific activity that is carried out and for a more effective understanding of the company's situation and financial performance - the reporting of certain non-financial indicators illustrated in this report is not considered relevant.



Security, working environment and privacy

It is hereby certified that the company has not implemented specific environmental impact policies given that they are not necessary in relation to its operations and considering the exclusively commercial sector in which it operates. The disposal of waste and any packaging waste is carried out in full compliance with specific regulations.

In this regard, the company has never been sanctioned for environmental accidents or damages.

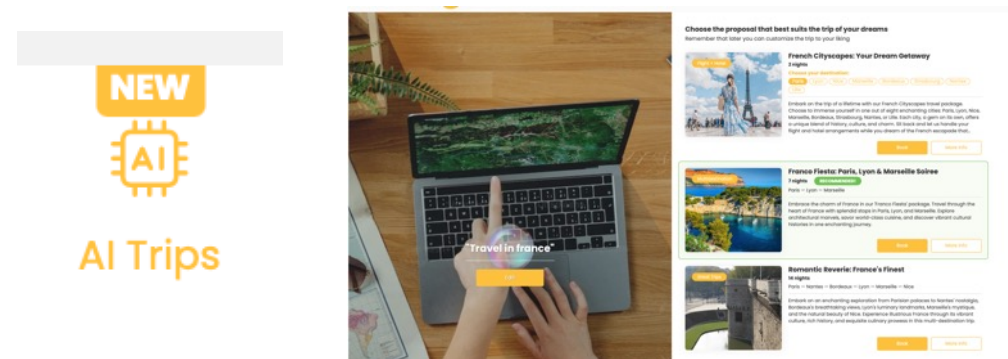
With regard to regulations concerning the protection of privacy as well as workplace health and safety, all the required obligations have been promptly fulfilled or are being completed.

Personnel management

During the course of the year, our company made investments in personnel safety in compliance with Legislative Decree 81/08; in fact, all employees have been trained in the sectors of worker and employee safety. The company has undertaken a path towards gender equality.

R&D

Pursuant to and for the purposes of that reported in point 1 of the third paragraph of Art. 2428 of the Italian Civil Code, we hereby certify that the company constantly conducts research and development activities in order to expand the offered services and improve the current functionalities of the sostravel App and the portals. In the second part of the year, the company launched - within its portals - **#AITrips**, a search engine that uses machine learning algorithms that analyze and process a wide range of data in real time, spanning from user preferences to information on destinations, weather, and local events, thereby providing the user with unique and highly personalized trips while offering responses suited to the needs of every single type of traveler; the user can go from a generic question to booking a trip in just a few clicks.





Business outlook and continuity

In accordance with and by effect of point 6) of the third paragraph of Art. 2428 of the Italian Civil Code, it should be noted that, in accordance with management policies, the planned investment and growth initiatives continue. In 2024, the company embarked on a new development phase in which the Travel business unit reduced its reliance on "total guaranteed volume" agreements—contracts with hotels, villages, and resorts with risky sales commitments and strong financial guarantees—in addition to a digital marketing policy that focused more on conversions/sales than just access to online platforms. In addition, a strategy of diversifying Amare Travel's offering beyond Sardinia was initiated.

The directors have assessed the economic and financial situation for the next 12 months and therefore concluded that they can approve the financial statements on a going concern basis due to the company's current capitalization and its organizational and managerial capacity as well as the qualitative and quantitative actions the directors are implementing to prevent the occurrence of situations that could have negative effects in the short to medium term.

The directors believe they can confirm the revenue, EBITDA, and net financial position estimates for the 2025 financial year - and therefore the estimates reported in the 2023-2027 Plan - due to a series of initiatives already implemented that will be effective as of this year:

- New risk-free agreements for over 100 properties
- Partial total guaranteed volume agreement for I Grandi Viaggi resorts
- Consultancy and sales management agreement for the Palau Hotel.
- An increase in the number of properties marketed in Puglia
- The introduction of a new property in Calabria starting in the 2025 summer season.

Earnings per share

Earnings per share as of 31 December 2024, according to the modalities of IAS 33, were equal to 0.005139 Euro. The methods for calculating the basic earnings per share and diluted earnings per share are defined by IAS 33 - Earnings per share.

The basic profit (loss) per share is defined as the ratio of the economic result of Sostravel.com S.p.A. for the period attributable to holders of ordinary capital instruments as of 31 December 2024 (13,177,148 shares as of 31 December 2024). Pursuant to and by effect of the provisions of paragraph 6-bis) of the third paragraph of Art. 2428 of the Italian Civil Code, it is hereby certified that the company has not applied any specific financial risk management policies given that it is considered irrelevant in reference to our company operations.



Organizational model

On 24 October 2022, sostravel.com S.p.A. adopted its own Organizational, Management and Control Model pursuant to the provisions contained in Legislative Decree No. 231 of 8 June 2001, as amended and supplemented. Through the adoption of the Model, and its subsequent and continuous updating, sostravel.com S.p.A. intends to strengthen its internal control system, thereby ensuring compliance with the requirements of correctness and transparency while equipping itself with an instrument to protect itself in the event of crimes involving the administrative liability of the Company. The adopted Model is the result of specific analyses regarding the organization and activities implemented by the Company, in accordance with the best practices on the subject and considering the specificities of the sector to which it belongs as well as the so-called Confindustria "guidelines" on the subject.

As required by law, sostravel.com S.p.A. appointed its own Supervisory Body at the same time; it is identified as a single body in the person of Mr. Dario Tozzi who is entrusted with the tasks of supervising the correct functioning of the Model and ensuring its updating and correct application.

Registered offices:

In compliance with the provisions of Art. 2428 of the Italian Civil Code, it is hereby certified that the company, in addition to its registered office, has operational headquarters in Rome (RM), Viale Europa 98.

Organizational aspects

Pursuant to Legislative Decree 83/2022, the directors hereby declare that the Company has adequate organizational structures and appropriate management control mechanisms.

Assumption of a going concern;

With regard to this assumption, the valuation of the items in the financial statements was implemented on the basis of a going concern assumption and therefore by taking into account the fact that the company constitutes a functioning economic organization which is expected - at least for a foreseeable future period of time of twelve months from the closing date of reference of the financial statements - to generate income.

When assessing the future of the going concern assumption, no significant uncertainties emerged, nor were there reasonable alternatives to terminating business operations.



Sostravel.com S.p.A.

C. ... Financial statements as of 31 December 2024





7. Financial statements for the year ended 31/12/2024

Company data	
Registered office in	ROME
Tax ID No.	03624170126
Economic & Administrative Index No.	ROMA1683616
VAT No.	03624170126
Share capital Euro	1,317,714.80 fully paid up
Legal form	Italian joint stock company
Primary activity sector (ATECO)	791100
Company in liquidation	no
Company with sole shareholder	no
Company subject to management and coordination	no
Name of the company or entity that exercises management and coordination	
Part of a group	no
Name of the parent company	
Country of parent company	
Registration no. in list of cooperative companies	



BALANCE SHEET – ASSETS

ASSETS	31/12/2024	31/12/2023
A) RECEIVABLES FROM SHAREHOLDERS FOR PAYMENTS STILL DUE		
Total receivables from shareholders for payments still due A)	0	0
B) Fixed assets		
I- Intangible fixed assets		
1) Start up and expansion costs	894,475	959,247
2) Development costs	108,164	150,300
4) Authorizations, licenses, trademarks and similar rights	7,090	6,481
5) Goodwill	264,529	302,319
6) Tangible assets in progress and advances	141,062	0
7) Other	178,066	208,322
Total intangible fixed assets	1,593,386	1,626,669
II - Tangible fixed assets		
1) Land and buildings	762,133	789,095
3) Industrial and commercial equipment	1,085	0
4) Other assets	36,164	39,387
Total tangible fixed assets	799,382	828,482
III - Total financial fixed assets		
1) Shareholdings in:		
2) Receivables		
D-bis) Due from others		
Due beyond next year	230,200	575,976
Total receivables due from others	230,200	575,976
Total receivables	230,200	575,976
Total financial fixed assets (III)	230,200	575,976
Total fixed assets (B)	2,622,968	3,031,127

C) CURRENT ASSETS		
I) Inventories		
Total inventories	0	0
II - Receivables		
1) Trade receivables		
Due within next year	2,083,428	1,526,053
Total receivables due from customers	2,083,428	1,526,053
5-bis) tax receivables		
Due within next year	15,092	19,011
Total tax payables	15,092	19,011
5-ter) prepaid taxes	1,561,826	1,612,749
5-quater) due to others		
Due within next year	403,380	322,292
Due beyond next year	13,871	233,333
Total receivables due from others	417,251	555,625
Total receivables	4,077,597	3,713,438
III - Financial assets that are not fixed assets		
Total financial assets that are not fixed assets	0	0
IV - Liquid funds		
1) Bank and postal deposits	1,782,899	1,695,809
3) Cash and cash equivalents	16	0
Total Liquid funds	1,782,915	1,695,809
Total current assets (C)	5,860,512	5,409,247
D) Accruals and deferrals	124,799	103,814
Total assets	8,608,279	8,544,188



BALANCE SHEET – LIABILITIES

Liabilities	31/12/2024	31/12/2023
A) SHAREHOLDERS' EQUITY		
I - Share capital	1,317,715	1,309,289
II - Share premium reserve	6,351,584	6,258,898
III - Revaluation reserves	0	0
IV - Legal reserve	158,481	100,000
V - Statutory reserves	0	0
VI - Other reserves, distinctly specified		
Misc. other reserves	869,685	869,681
Total other reserves	869,685	869,681
VII - Reserve for transactions to cover expected cash flows	0	0
VII - Profit (loss) carried forward	-4,094,921	-5,206,062
IX - Profit (loss) of the year	67,715	1,169,623
Loss covered during the year	0	0
X - Negative reserve for own shares in portfolio	-102,722	-57,621
Total shareholders' equity	4,567,537	4,443,808
B) Provisions for risks and charges		
4) other	31,925	42,206
Total provisions for risks and charges B	31,925	42,206
C) Employee termination indemnities	59,046	38,445

D) Payables		
4) Payables due to banks		
Due within next year	605,115	625,642
Due beyond next year	1,480,787	2,085,902
Total payables due to banks (4)	2,085,902	2,711,544
6) Advances		
Due within next year	155,500	204,155
Total Advances (6)	155,500	204,155
7) Payables due to suppliers		
Due within next year	1,298,524	564,022
Total payables due to suppliers (7)	1,298,524	564,022
12) Tax payables		
Due within next year	68,656	212,883
Total tax payables (12)	68,656	212,883
13) Payables due to social security institutions		
Due within next year	46,784	45,022
Total payables due to social security institutions (13)	46,784	45,022
14) Other payables		
Due within next year	272,928	251,005
Due beyond next year	5,000	5,000
Total other payables (14)	277,928	256,005
Total payables (D)	3,933,294	3,993,631
E) Accruals and deferrals	16,477	26,098
Total liabilities	8,608,279	8,544,188



Income statement

	31/12/2024	31/12/2023
A) TOTAL REVENUES:		
1) Revenues from sales and services	22,440,909	19,526,534
5) Other revenues and proceeds		
Contributions for operating expenses	10,275	42,599
Other	66,826	119,989
Total other revenues and proceeds	77,101	162,588
Total revenues	22,518,010	19,689,122
B) Cost of production		
6) For raw and ancillary materials, consumables and goods	0	4,900
7) For services	20,555,789	18,212,438
8) Costs for use of third party assets	199,734	167,311
9) Total personnel costs		
a) salaries and wages	574,419	554,792
b) social security charges	162,547	157,426
c) termination indemnities	38,827	34,265
Total personnel costs	775,793	746,483
10) amortization/depreciation and write-downs		
a) amortization of intangible fixed assets	389,866	484,585
b) depreciation of tangible fixed assets	47,616	38,848
d) Writedown of receivable current assets and liquid funds	10,469	0
Amortization/depreciation and write-downs	447,951	523,433
12) allocations for risks	9,912	33,493
14) other operating charges	300,363	153,146
Total cost of production	22,289,542	19,841,204
Difference between value and cost of production (A-B)	228,468	-152,082

C) Financial proceeds and charges		
16) other financial proceeds		
d) proceeds other than the above		
other	19,348	28,199
Total proceeds other than the above	19,348	28,199
Total other financial proceeds	19,348	28,199
17) interest and other financial charges		
other	95,969	110,238
Total interest and other financial charges	95,969	110,238
17-bis) net income and exchange rate losses	-1,025	-353
Total financial proceeds and charges (C) (15+16-17+-17-bis)	-77,646	-82,392
d) Value adjustments of financial assets and liabilities		
Total value adjustments of financial assets and liabilities (18-19)	0	0
Result before taxes (A - B + - C + - D)	150,822	-234,474
20) Income taxes for the year, current, deferred and prepaid		
Current taxes	32,184	13,530
Taxes relative to previous years	0	-4,330
Deferred and prepaid taxes	50,923	-1,413,297
Total income taxes for the year, current, deferred and prepaid	83,107	-1,404,097
21) Profit (loss) of the year	67,715	1,169,623



CASH FLOW STATEMENT

(CASH FLOWS WITH INDIRECT METHOD)

	Current year	Previous year
A. Cash flows from operating activities (indirect method)		
Profit (loss) of the year	67,715	1,169,623
Income taxes of the year	83,107	(1,404,097)
Payable/(receivable) interest	76,621	82,039
(Dividends)	0	0
Capital (gains) / losses deriving from the sale of assets	0	0
1. Profit / (loss) of the year before income taxes, interest, dividends and capital gains/losses from transfers	227,443	(152,435)
<i>Adjustments for non-monetary items that are not offset in net working capital</i>		
Allocations to provisions	70,752	76,471
Amortization/depreciation of fixed assets	437,482	523,433
Write-downs for permanent impairment	0	0
Value adjustments of financial assets and liabilities of derivative financial instruments that do not involve cash flow movements	0	0
Other increases/(decreases) for non-monetary items	1,025	353
<i>Total adjustments for non-monetary items that are not offset in net working capital</i>	509,259	600,257
2. Cash flows before changes in net working capital	736,702	447,822
<i>Changes in net working capital</i>		
Decrease/(Increase) in inventories	0	0

Decrease/(Increase) in receivables due from customers	(557,375)	(698,339)
Increase/(Decrease) in payables due to suppliers	734,502	67,538
Decrease/(Increase) in accrued income and deferred charges	(20,985)	704,112
Increases/(Decreases) in accrued liabilities and deferred income	(9,621)	(41,844)
Other decreases/(Other increases) in net working capital	(33,050)	777,472
<i>Total changes in net working capital</i>	113,471	808,939
3. Cash flows after changes in net working capital	850,173	1,256,761
<i>Other changes</i>		
Interest collected/(paid)	(76,621)	(82,039)
(Paid income taxes)	(27,060)	0
Collected dividends	0	0
(Use of provisions)	(60,432)	(89,977)
Other collections/(payments)	0	0
<i>Total other changes</i>	(164,113)	(172,016)
Cash flows from operating activities (A)	686,060	1,084,745
B) Cash flows from investment activities		
<i>Tangible fixed assets</i>		
(Investments)	(18,516)	(4,776)
Divestments	0	8,331
<i>Intangible fixed assets</i>		
(Investments)	(356,583)	(824,805)
Divestments	0	19,700
<i>Financial fixed assets</i>		
(Investments)	0	(345,976)
Divestments	345,776	0
<i>Current financial assets</i>		
(Investments)	0	0



CASH FLOW STATEMENT

(CASH FLOWS WITH INDIRECT METHOD)

	Current year	Previous year
Divestments	0	0
(Acquisition of company branches net of liquid funds)	0	0
Sale of company branches net of liquid funds	0	0
Cash flows from investment activities (B)	(29,323)	(1,147,526)
C. Cash flows from financing activities		
<i>Third party financing</i>		
Increase / (Decrease) of short-term payables to banks	(20,527)	301,436
Acquisition of financing	0	0
(Reimbursement of financing)	(605,115)	(625,642)
<i>Own assets</i>		
Paid share capital increase	101,112	5,460
(Capital reimbursement)	0	0
Sale (purchase) of own shares	(45,101)	(57,621)
(Dividends and advances on paid dividends)	0	0
Cash flows from financing activities (C)	(569,631)	(376,367)

Increase (decrease) in liquid funds (A ± B ± C)	87,106	(439,148)
Exchange rate effect on liquid funds	0	0
Liquid funds at the start of the year		
Bank and postal deposits	1,695,809	2,134,925
Checks	0	0
Cash and cash equivalents	0	32
Liquid funds at the start of the year	1,695,809	2,134,957
Of which not freely usable	0	0
Liquid funds at the end of the year		
Bank and postal deposits	1,782,899	1,695,809
Checks	0	0
Cash and cash equivalents	16	0
Liquid funds at the end of the year	1,782,915	1,695,809
Of which not freely usable	0	0



8. Explanatory notes

INTRODUCTION

The financial statements as of 31/12/2024 - of which these explanatory notes are an integral part pursuant to Art. 2423, first paragraph of the Italian Civil Code - are consistent with the results of the accounting records that were regularly held and are prepared in accordance with Articles 2423, 2423 ter, 2424, 2424 bis, 2425, 2425 bis, 2425 ter of the Italian Civil Code, in compliance with the principles of preparation pursuant to the provisions of Art. 2423 bis and the valuation criteria pursuant to Art. 2426 of the Italian Civil Code.

GENERAL DRAFTING PRINCIPLES

In order to clearly prepare the financial statements and provide a true and fair report of the financial position and the economic performance - in accordance with the provisions of Article 2423 bis of the Italian Civil Code - the following was provided for:

- valuating the individual items according to the principle of prudence and on the basis of a going concern assumption;
- including only the profits that were effectively generated during the year;
- determining income and costs in compliance with the accruals principles and regardless of their cash flows;

- understanding all the risks and losses which accrued, even if they become known after the end of the year;
- separately considering, for the purposes of the relative assessment, the heterogeneous elements included in the various items of the financial statements;
- maintaining the applied valuation criteria unchanged with respect to the previous year.

The following financial statement postulates pursuant to OIC 11 par. 15 were also complied with.

- a) prudence;
- b) assumption of a going concern;
- c) substantial representation;
- d) accruals principle;
- e) consistency of valuation principles;
- f) relevance;
- g) comparability.



Assumption of a going concern;

With regard to this assumption, the valuation of the items in the financial statements was implemented on the basis of a going concern assumption and therefore by taking into account the fact that the company constitutes a functioning economic organization which is expected - at least for a foreseeable future period of time of twelve months from the closing date of reference of the financial statements - to generate income.

When assessing the future of the going concern assumption, no significant uncertainties emerged, nor were there reasonable alternatives to terminating business operations.

The administrative body assessed the adequacy of the company's organizational, administrative, and accounting structure - including for the purposes of timely identification of a company crisis and loss of business continuity - in light of Article 2086 of the Italian Civil Code and Legislative Decree No. 14 of 12 January 2019 (Corporate Crisis and Insolvency Code).

The financial statements were drawn up in Euro units.

EXCEPTIONAL CASES PURSUANT TO ART. 2423, PARAGRAPH FIVE OF THE ITALIAN CIVIL CODE

No exceptional events occurred which made it necessary to resort to derogations pursuant to Article 2423, paragraph five of the Italian Civil Code.

CHANGES TO ACCOUNTING PRINCIPLES

There were no changes in accounting principles in the year.

CORRECTION OF RELEVANT ERRORS

No relevant errors committed in previous years emerged.

COMPARABILITY AND ADJUSTMENT ISSUES

There were no assets and liabilities that fell under more than one item in the financial statements.

APPLIED VALUATION CRITERIA

The valuation criteria pursuant to Art. 2426 of the Italian Civil Code comply with those used in the preparation of the financial statements of the previous year.



Intangible fixed assets

Intangible assets are booked, within the limit of their recoverable value, at purchase or internal production cost, including all directly ascribable accessory charges; they are systematically amortized on a straight-line basis according to the residual possibility of use of the asset.

In particular, start-up and expansion costs derive from the capitalization of charges relative to the start-up or growth phases of operating capacity and are amortized over five years.

During 2024, the Company sustained costs of €175,854: €16,476 relative to the extension of the warrants; the latter will be amortized over two years, reflecting the years in which the Company will benefit from the future benefits associated with this extension; €159,378 related to e-commerce and digital marketing costs for the introduction of travel package sales and new destinations: these expenses will be amortized over five years.

Development costs derive from the application of the results of basic research or other knowledge that is owned or acquired prior to the start of commercial production or use; they are amortized according to their useful life.

Trademarks are amortized over 18 years, while goodwill from the merger is amortized over its useful life of 10 years.

Assets in progress include intangible assets under construction. These costs remain recognized in this item until ownership of the right is acquired or the project is completed. Upon occurrence of these conditions, the corresponding values are reclassified in the relevant items of intangible fixed assets. Assets under construction are not subject to depreciation.

Fixed assets whose value at the end of the year was permanently lower than the residual cost to be amortized are booked at this lower value; this value is not maintained if the reasons for the adjustment cease to apply in subsequent financial years.

The posting and valuation of the items included in the category of intangible assets was implemented with the consent of the Board of Statutory Auditors, where this is provided for by the Italian Civil Code.

Tangible fixed assets

Tangible fixed assets are booked on the date in which the risks and benefits connected to the acquired assets are transferred; they are recorded - up to the amount of the recoverable value - at purchase or production cost, net of the relative provisions for depreciation and including all directly attributable costs and accessory charges, indirect costs related to internal production, and charges relative to the financing of internal production which were incurred during the manufacturing period and up to the moment in which the asset can be utilized.



The cost of fixed assets whose use is limited in time is systematically depreciated each financial year on the basis of economic-technical rates determined in relation to their residual possibility of use.

Depreciation begins when the assets are available and ready for use.

Fixed assets which, at the end of the financial year, are permanently of a lower value than the book value are reduced to this lower value and the difference is booked within the income statement as a write-down. If the reasons for the impairment adjustment no longer exist, the original value is reinstated.

The rates that reflect the result of the technical depreciation plans, as confirmed by the companies and reduced by 50% for the acquisitions during the year, have been applied given that there exist for the latter the conditions set by OIC 16 paragraph 16.

The depreciation plans, in accordance with OIC 16, paragraph 70, are reviewed in the event of a change in the residual possibility of use.

The rates which were applied are reported below.

Furniture and furnishings: 12%

buildings: 3%

Electronic office machinery: 20%

Electronic telephone systems: 20%

Shareholdings in

Equity investments are classified under fixed assets and are valued at purchase cost, potentially reduced for permanent impairment pursuant to OIC 21, paragraphs 31 to 41.

Receivables

Receivables are classified under fixed assets or current assets based on their destination/origin and in relation to ordinary operations; they are recorded at their estimated realizable value.

The breakdown of the amounts due within and beyond the financial year is implemented with reference to their contractual or legal expiration dates while also taking into account facts and events that may result in a change in the original expiration dates and of the realistic capacity of the debtor to fulfil the obligation within the contractual deadlines in addition to the time period within which one reasonably believes to collect the receivable.

Receivables pursuant to Art. 2426, paragraph 8 number 8 of the Italian Civil Code are booked in accordance with the amortized cost criterion, except for receivables for which the effects of application of the amortized cost - pursuant to Art. 2423 paragraph 4 of the Italian Civil Code - are irrelevant (maturity less than 12 months).



With regard to the aforementioned relevance principle, receivables have not been discounted if the interest rate that can be deduced from the contractual conditions is not significantly different from the market interest rate.

The "time factor" pursuant to in Art. 2426, paragraph 1 number 8, was also taken into account by discounting receivables falling due beyond 12 months and in the case of a significant difference between the effective interest rate and the market rate.

Receivables for which the amortized cost criterion was not applied have been recognized at their estimated realizable value.

Receivables, regardless of the application or not of the amortized cost, are reported in the financial statements net of the booking of an allowance for bad debts - which covers receivables deemed non-collectable - as well as net of the generic risk related to the remaining receivables; the latter is based on estimates from past experience, the performance of the seniority index of past due receivables, the general economic and sector situation and country risk, as well as events after the end of the year that have an impact on the values as of the date of the financial statements.

In addition, an allocation is made - when deemed necessary - to a specific risk provision with reference to the estimate of returns of goods or products by customers and of discounts and rebates that are assumed to be granted at the time of collection; this is based on experience and on any other useful information.

Tax receivables and deferred tax assets

The item 'Tax receivables' includes the certain and determined amounts deriving from receivables for which a realization right has arisen through reimbursement or compensation.

The item "Prepaid taxes" includes deferred tax assets determined on the basis of deductible timing differences - or of the carrying forward of tax losses - by applying the estimated rate in force at the time when it is deemed such differences will occur.

Deferred tax assets relative to a tax loss were only recognized in the case of reasonable certainty of their future recovery; this was determined from tax planning for a reasonable period of time that forecasts sufficient taxable income to use the losses that can be carried forward and/or in the case of taxable timing differences which are sufficient to absorb the losses that can be carried forward.



Liquid funds

Liquid funds are reported at their nominal value.

Accruals and deferrals

Accruals and deferrals have been booked on the basis of the accruals principle and contain the revenues/costs pertaining to the year which are payable in subsequent years as well as revenues/costs incurred by the end of the year but pertaining to subsequent years.

As a result, only the portions of costs and revenues which are common to two or more years - whose amount which varies over time - are booked.

At the end of the year it was determined that the conditions that led to the initial recognition were respected while making the necessary value adjustments, if necessary, and taking into account not only the timing factor but also potential recoverability.

Accrued income, similar to operating loans, was valued at estimated realizable value, by applying, if this value was lower than the book value, a write-down in the income statement.

Accrued liabilities, similar to payables, were valued at their nominal value.

With regard to deferred charges, the valuation of the future economic benefit relative to the deferred costs was implemented while applying, if this benefit was lower than the rediscounted portion, a value adjustment.

Provisions for risks and charges

Provisions for risks represent liabilities relative to situations existing on the date of the financial statements but whose occurrence is only probable.

With reference to risks for which the emergence of a liability is only possible or if the cost cannot be reliably estimated, provisions for risks have not been allocated.

Provisions for charges represent certain or probable liabilities that are related to negative income items pertaining to the year but which will become cash flows in the following year.

The valuation process is implemented and/or adjusted as of the financial statements date and based on past experience as well as any available useful information.

In accordance with OIC 31 par.19, and given that the criterion for classifying costs by nature prevails, provisions for risks and charges are booked under the items of ordinary operations to which the transaction refers (ordinary, accessory or financial).



Provisions for taxes, including deferred taxes

This item includes liabilities for probable taxes deriving from non-definitive assessments and pending disputes as well as liabilities for deferred taxes determined on the basis of taxable timing differences by applying the estimated rate in force at the time in which such differences are deemed to occur.

The deferred tax provision also includes, pursuant to OIC 25 par. from 53 to 85, deferred taxes deriving from extraordinary operations, revaluation of assets, and untaxed reserves that were not booked in the income statement or under shareholders' equity.

Employee termination indemnities

Employee termination indemnities are booked in compliance with the provisions of current legislation and correspond to the actual commitment of the Company towards individual employees on the closing date of the financial statements after deducting any disbursed advances.

Payables

Payables pursuant to Art. 2426, paragraph 1 number 8 of the Italian Civil Code are booked in accordance with the amortized cost criterion, except for payables for which the effects of application of the amortized cost - pursuant to Art. 2423 paragraph 4 of the Italian Civil Code - are irrelevant (maturity less than 12 months). With regard to the aforementioned relevance principle, payables have not been discounted if the interest rate that can be deduced from the contractual conditions is not significantly different from the market interest rate.

The "time factor" - pursuant to Art. 2426, paragraph 1, number 8 of the Italian Civil Code - was also taken into account by discounting receivables falling due beyond 12 months and in the case of a significant difference between the effective interest rate and the market rate.

Payables for which the amortized cost criterion was not applied have been recognized at their nominal value.

The breakdown of the amounts due within and beyond the financial year is implemented with reference to the contractual or legal expiration date while also taking into account facts and events that may determine a change in the original expiration date.

Payables originating from acquisitions of assets are booked at the time the risks, charges and benefits are transferred; those relative to services are booked at the time the service is provided; those of financial and other natures are booked at the time when the obligation with the counterparty arises.

Tax payables include liabilities for certain and determined taxes as well as the withholdings made as a withholding agent and not yet paid on the financial statements date; if compensation is allowed, they are recorded net of advances, withholding taxes and tax receivables.



Values in foreign currency

Monetary assets and liabilities denominated in foreign currencies are booked at the spot exchange rate at the end of the year, with the relative exchange rate gains and losses booked to the income statement.

Any potential net income deriving from adjustment to exchange rates is booked - for the portion not absorbed by any loss for the year - in a special reserve that cannot be distributed until it is realized.

Non-monetary assets and liabilities denominated in foreign currencies are booked at the exchange rate in force at the time of their purchase, and - pursuant to OIC 26 par. 31, and at the time of preparing the financial statements - this cost is compared, according to accounting principles of reference, with the recoverable value (fixed assets) or with the value deducible from the market trend (current assets).

Costs and revenues

They are reported according to the principles of prudence and accruals.

Economic and financial transactions with group companies and related parties are carried out at normal market conditions.

With reference to "Revenues from sales and services", it should be noted that adjustments of revenues, pursuant to OIC 12 par. 50, are deducted from the item "revenues", but excluding those referring to previous years and deriving from corrections of errors or changes in accounting principles which are recognized, pursuant to OIC 29, within the opening balance of shareholders' equity.

OTHER INFORMATION

The specific sections of the explanatory notes illustrate the criteria with which the Article 2423, fourth paragraph was implemented in the case of failure to comply with the reporting, valuation, presentation and disclosure requirements and when their compliance has irrelevant effects on truthful and correct reporting.

The principles and recommendations published by the Italian Accounting Body (OIC) have been complied with and integrated, where required, by generally accepted international principles (IAS/IFRS) in order to provide a true and fair representation of the financial situation and economic performance of the year.

INFORMATION ON THE BALANCE SHEET

Assets

The valuation of financial statement items was implemented by taking into account the principle of prudence and with a view to a going concern as well as by taking into account the economic function of the asset and liability item in question. The accruals principle was also applied and, as a result, the effect of transactions and other events was booked and recorded to the financial year to which these transactions and events refer, and not to the year in which the relative cash flows occurred.



FIXED ASSETS

The valuation criteria for fixed assets comply with the provisions of Art. 2426 of the Italian Civil Code. Fixed assets are booked at cost or internal production value, including all directly ascribable costs.

The tables below report changes in fixed assets, as required by point 2 of Article 2427 of the Italian Civil Code.

Intangible fixed assets

Intangible fixed assets amounted to **1,593,386** (€ 1,626,669 in the previous year).

The composition and movements of the individual items were as follows:

	Start up and expansion costs	Development costs	Authorizations, licenses, trademarks and similar rights	Goodwill	Assets in progress and advances	Other intangible fixed assets	Total intangible fixed assets
Value at year start							
Cost	2,559,092	2,286,222	306,580	377,899	0	295,756	5,825,549
Amortization (provisions for amortization)	1,599,845	2,135,922	300,099	75,580	0	87,434	4,198,880
Book value	959,247	150,300	6,481	302,319	0	208,322	1,626,669
Changes during the year							
Increase for acquisitions	175,854	9,200	1,358	0	141,062	29,109	356,583
Depr. of the year	240,626	51,336	749	37,790	0	59,365	389,866
Total changes	-64,772	-42,136	609	-37,790	141,062	-30,256	-33,283
Value at year end							
Cost	2,734,946	2,295,422	307,938	377,899	141,062	324,865	6,182,132
Amortization (provisions for amortization)	1,840,471	2,187,258	300,848	113,370	0	146,799	4,588,746
Book value	894,475	108,164	7,090	264,529	141,062	178,066	1,593,386



The item Start-up and expansion costs includes the costs of incorporation and listing as well as the costs relative to the merger by incorporation of Digital Destination Company Srl into Sostravel.com which was completed in 2022 (hereinafter the "Merger") in addition to digital advertising costs for the start-up of new tourist destinations and renewal costs of the two-year extension of the validity of the warrants.

Development costs include proprietary software developed by the company as well as purchased software licenses; the latter are fully amortized.

The item Authorizations, licenses and trademarks only includes the cost for the purchase of FLIO brands - whose amortization process ended in 2021 - and the costs for the purchase of the **Amareclub**, **AmareSharm**, **AmareCuba**, **AmareTurchia**, **AmareKenya** and **AmareTravel**.

As previously reported, goodwill was recorded following the emergence of an share swap deficit generated following the Merger

and totaling € 377,899.

The costs for the transition to another administrative and accounting management system have been booked under fixed assets in progress and advances.

Other intangible fixed assets mainly refer to investments made with the aim of developing and increasing the functionality of software for both web and mobile services as well as improvements to third-party assets that involved renovation work on non-owned properties.



Tangible fixed assets

Tangible fixed assets amount to €799,382

(€ 828,482 in the previous financial year).

Tangible fixed assets consist of buildings, office equipment, furniture and fittings, electronic telephone systems and automobiles.

The composition and movements of the individual items were as follows:

	Land and buildings	Industrial and commercial equipment	Other tangible fixed assets	Total tangible fixed assets
Value at year start				
Cost	898,725	0	74,815	973,540
Amortization (provisions for amortization)	109,630	0	35,428	145,058
Book value	789,095	0	39,387	828,482
Changes during the year				
Increase for acquisitions	0	9,126	9,390	18,516
Depr. of the year	26,962	8,041	12,613	47,616
Total changes	-26,962	1,085	-3,223	-29,100
Value at year end				
Cost	898,725	9,126	84,205	992,056
Amortization (provisions for amortization)	136,592	8,041	48,041	192,674
Book value	762,133	1,085	36,164	799,382



Finance lease operations

Pursuant to Art. 2427, paragraph 1, number 22 of the Italian Civil Code, it should be noted that no financial leasing operations have been implemented.

Financial fixed assets

Equity investments, other securities and financial derivative assets

Equity investments included in financial fixed assets are equal to € 0 (€ 0 in the previous financial year) given that they were fully written down during the 2022 financial year.

Pursuant to art. 2427, paragraph 1, number 5 of the Italian Civil Code, it should be noted that the Company does not own any shareholdings in subsidiaries or affiliates for which the obligation to report the information provided therein exists.

The composition and movements of the individual items were as follows :

	Shareholdings in other companies	Total shareholdings
Value at year start		
Cost	101,172	101,172
- Write-downs	101,172	101,172
Changes during the year		
Value at year end		
Cost	101,172	101,172
- Write-downs	101,172	101,172

Non current receivables

Receivables included in financial fixed assets total €230,200 (€575,976 in the previous financial year) and are represented by security deposits.

The composition and movements of the individual items were as follows:

	Value at year start	Changes during the year	Value at year end	Quota expiring within the year	Quota expiring after the year	With a residual duration of more than five years
Non current receivables due from others	575,976	-345,776	230,200	0	230,200	0
Total non current receivables	575,976	-345,776	230,200	0	230,200	0

It should be noted that there are no non-current receivables deriving from operations with repurchase agreements, in accordance with Art. 2427, paragraph 1 number 6-ter of the Italian Civil Code.

This item mainly consists of: a security deposit of €70,000 paid to Yessa Srl for a room contract at the Twiga resort in Watamu, Kenya; a deposit of €130,000 paid to Studio Vacanze for a room contract for the 2025 season; and other smaller deposits for room contracts.



CURRENT ASSETS

Receivables

Receivables booked under current assets were equal to € 4,077,597 (€ 3,713,438 in the previous year).

The composition is as follows:

	Due within next year	Due after next year	Total nominal value	(Provisions for risks/write-downs)	Net value
Trade receivables	2,093,897	0	2,093,897	10,469	2,083,428
Tax receivables	15,092	0	15,092		15,092
Prepaid taxes			1,561,826		1,561,826
Due to others	403,380	13,871	417,251	0	417,251
Total	2,512,369	13,871	4,088,066	10,469	4,077,597

Receivables - Subdivision by expiration date

Data relative to the breakdown of receivables by expiration data is reported below, in accordance with Art. 2427, paragraph 1 number 6 of the Italian Civil Code.

	Value at year start	Changes during the year	Value at year end	Quota expiring within the year	Quota expiring after the year	With a residual duration of more than five years
Trade receivables booked under current assets	1,526,053	557,375	2,083,428	2,083,428	0	0
Tax receivables booked under current assets	19,011	-3,919	15,092	15,092	0	0
Prepaid tax assets booked under current assets	1,612,749	-50,923	1,561,826			
Receivables booked under current assets due from others	555,625	-138,374	417,251	403,380	13,871	0
Total receivables booked under current assets	3,713,438	364,159	4,077,597	2,501,900	13,871	0

Trade receivables mainly include receivables deriving from the supply of core business services as well as invoices to be issued. The nominal value of receivables was adjusted to their estimated realizable value through a specific allowance for doubtful accounts.

Tax receivables consist exclusively of IRES receivables, while receivables from others primarily include €233,333 in receivables for an interest-bearing loan granted to Trawell Co S.p.a., and €158,186 in advances to suppliers.

Prepaid taxes were equal to €1,561,826 (€1,612,749 in the previous year). For details on prepaid taxes, please refer to the specific paragraph within the income statement. It should be noted that estimates relative to the recoverability of the booked amount are based on the forecast of future taxable income as per the business plan approved by management.



Receivables- breakdown by geographical area

Data relative to the breakdown of receivables by geographical area is reported below, in accordance with Art. 2427, paragraph 1 number 6 of the Italian Civil Code.

	Total			
Geographical area		Italy	EU	Extra-EU
Trade receivables booked under current assets	2,083,428	1,483,292	486,907	113,229
Tax receivables booked under current assets	15,092	15,092	0	0
Prepaid tax assets booked under current assets	1,561,826	1,561,826	0	0
Receivables booked under current assets due from others	417,251	417,251	0	0
Total receivables booked under current assets	4,077,597	3,477,461	486,907	113,229

Receivables - operations with repurchase agreements

It should be noted that there are no receivables booked under current assets deriving from operations with repurchase agreements, in accordance with Art. 2427, paragraph 1 number 6-ter of the Italian Civil Code.

Liquid funds

Liquid assets included in current assets amount to **€1,782,915** (€1,695,809 in the previous financial year).

The composition and movements of the individual items were as follows:

	Value at year start	Changes during the year	Value at year end
Bank and postal deposits	1,695,809	87,090	1,782,899
Cash and cash equivalents	0	16	16
Total Liquid funds	1,695,809	87,106	1,782,915



ACCRUED INCOME AND DEFERRED CHARGES

Accrued income and deferred charges were equal to €124,799 (€103,814 in the previous year).

The composition and movements of the individual items were as follows:

	Value at year start	Changes during the year	Value at year end
Accrued income	4,000	-4,000	0
Deferred charges	99,814	24,985	124,799
Total accrued income and deferred charges	103,814	20,985	124,799

Composition of accrued income

There was no accrued income as of 31 December 2024.

Composition of accrued income:

The changes derive from ordinary management activities. Deferred charges are mainly related to purchases of services whose use will take place after the end of the year.

Capitalized financial charges

There were no financial charges in the financial year booked under balance sheet assets, pursuant to art. 2427, paragraph 1 number 8 of the Italian Civil Code.

Revaluation of intangible and tangible fixed assets

In accordance with Article 10 of Law 72/1983, it should be noted that no monetary and economic revaluations have been carried out.



INFORMATION ON THE BALANCE SHEET

LIABILITIES AND SHAREHOLDERS' EQUITY

SHAREHOLDERS' EQUITY

The shareholders' equity existing at the end of the year was equal to € 4,567,537

(€ 4,443,808 in the previous financial year).

The following tables report the changes during the year of the individual items that constitute shareholders' equity as well as details of the item 'Other reserves':

	Value at year start	Assignment of dividends	Other allocations	Increases
Share capital	1,309,289	0	0	8,426
Share premium reserve	6,258,898	0	0	92,686
Legal reserve	100,000	0	0	58,481
Other reserves				
Misc. other reserves	869,681	0	0	0
Total other reserves	869,681	0	0	0
Profit (loss) carried forward	-5,206,062	0	0	1,111,141
Profit (loss) of the year	1,169,623	0	-1,169,623	0
Negative reserve for own shares in portfolio	-57,621	0	0	-45,101
Total shareholders' equity	4,443,808	0	-1,169,623	1,225,633

	Decreases	Reclassifications	Result of the year	Value at year end
Share capital	0	0		1,317,715
Share premium reserve	0	0		6,351,584
Legal reserve	0	0		158,481
Other reserves				
Misc. other reserves	0	4		869,685
Total other reserves	0	4		869,685
Profit (loss) carried forward	0	0		-4,094,921
Profit (loss) of the year	0	0	67,715	67,715
Negative reserve for own shares in portfolio	0	0		-102,722
Total shareholders' equity	0	4	67,715	4,567,537

	Description	Amount
	Contribution reserve	869,685
Total		869,685

The share capital is entirely composed of ordinary shares with no nominal value. The value of the Other reserves is entirely composed of the contribution reserve recognized in 2017.

During 2022 and following the merger by incorporation of Digital Destination Company, the Company issued 5,908,906 ordinary shares, with no indication of the nominal value expressed and with regular dividend rights which have been assigned to DDC shareholders in proportion to the share capital they hold in the merged company. At the same time, 9,846,538 warrants were issued and assigned to DDC shareholders, with the same characteristics as those already existing.



During the months of August and September 2022, 1120 warrants were exercised. Following the transactions described above, there was a total increase in share capital of €591,008 in 2022 and an increase in the share premium reserve of €1,232.

During the course of 2023, and following the exercise of the previously issued warrants, the share capital increased by €455 with a simultaneous increase in the share premium reserve of €5,005.

Finally, it should be noted that - during 2024, and following the exercise of the previously issued warrants, -the share capital increased by €8,426 with a simultaneous increase in the share premium reserve of €92,686.

The share capital as of 31 December 2024 was equal to €1,317,715 and the share premium reserve was equal to €6,351,584. As of 31 December 2024, there were still 21,718,270 warrants in circulation.

During 2023, the Company had acquired 52,000 own shares for an amount equal to €57,621. This amount was booked in a negative shareholders' equity reserve. During 2024, an additional 40,000 own shares were purchased for an amount equal to €45,101.

For the purposes of better comprehension of the changes in shareholders' equity, the movements of the previous year of the items of shareholders' equity are highlighted below:

	Value at year start	Assignment of dividends	Other allocations	Increases
Share capital	1,308,834	0	0	455
Share premium reserve	6,253,893	0	0	5,005
Legal reserve	100,000	0	0	0
Other reserves				
Misc. other reserves	869,684	0	0	0
Total other reserves	869,684	0	0	0
Profit (loss) carried forward	-4,590,279	0	0	0
Profit (loss) of the year	-615,783	0	615,783	0
Negative reserve for own shares in portfolio	0	0	0	-57,621
Total shareholders' equity	3,326,349	0	615,783	-52,161

	Decreases	Reclassifications	Result of the year	Value at year end
Share capital	0	0		1,309,289
Share premium reserve	0	0		6,258,898
Legal reserve	0	0		100,000
Other reserves				
Misc. other reserves	0	-3		869,681
Total other reserves	0	-3		869,681
Profit (loss) carried forward	615,783	0		-5,206,062
Profit (loss) of the year	0	0	1,169,623	1,169,623
Negative reserve for own shares in portfolio	0	0		-57,621
Total shareholders' equity	615,783	-3	1,169,623	4,443,808



Availability and use of shareholders' equity items

The information required by Article 2427, paragraph 1 number 7-bis of the Italian Civil Code - relating to specification of items of shareholders' equity with reference to their origin, possibility of use and distributability, as well as their use in the previous years - can be deduced from the tables below:

The non-distributable portion of shareholders' equity consists of the following: the legal reserve for €158,481; the amount of start-up and expansion costs and development costs not yet amortized pursuant to Art. 2426, paragraph 1, 1 n. 5, of the Italian Civil Code for €1,002,639; losses carried forward for €4,094,921; the portion of the legal reserve necessary for it to reach the limit of 20% of the share capital for €105,062; and the amount of the negative reserve for own shares in the portfolio equal to €102,722.

	Amount	Origin/nature	Possibility of use	Available quota	Summary of uses in the previous three years - for coverage of losses	Summary of uses in the previous three years - for other reasons
Share capital	1,317,715	Share capital		0	0	0
Share premium reserve	6,351,584	Share capital	A - B - C	6,351,584	0	0
Legal reserve	158,481	Profit	A - B	158,481	0	0
Other reserves						
Misc. other reserves	869,685	Share capital - net income	A - B - C	869,685	0	0
Total other reserves	869,685			869,685	0	0
Profit carried forward	-4,094,921			0	0	0
Negative reserve for own shares in portfolio	-102,722			0	0	0
Total	4,499,822			7,379,750	0	0
Non-distributable quota				5,463,825		
Residual distributable quota				1,915,925		
Legend: A: for share capital increase B: to cover losses C: for distribution to shareholders D: for other statutory restrictions E: other						

	Description	Amount	Origin/nature	Possibility of use	Available quota	Summary of uses in the previous three years: for coverage of losses	Summary of uses in the previous three years - for other reasons	Legend: A: for share capital increase B: to cover losses C: for distribution to shareholders D: for other statutory restrictions E: other
	Contribution reserve	869,685	Share capital - net income	A - B - C	869,685	0	0	
Total		869,685						



PROVISIONS FOR RISKS AND CHARGES

Provisions for risks and charges are booked under liabilities for a total of € 31,925.

(€ 42,206 in the previous financial year).

The composition and movements of the individual items were as follows:

	Provision for pensions and similar obligations	Provisions for taxes, including deferred taxes	Financial derivative liabilities	Other provisions	Total provisions for risks and charges
Value at year start	0	0	0	42,206	42,206
Changes during the year					
Changes during the year	0	0	0	31,925	31,925
Utilization during the year	0	0	0	42,206	42,206
Total changes	0	0	0	-10,281	-10,281
Value at year end	0	0	0	31,925	31,925

Provisions for risks and charges are booked at a value suitable for coverage as well as for the company's share of risk related to the tracking of lost baggage.

EMPLOYEE TERMINATION INDEMNITIES

Employee termination indemnities are booked under liabilities for a total of €59,046

(€38,445 in the previous financial year).

The composition and movements of the individual items were as follows:

	Employee termination indemnities
Value at year start	38,445
Changes during the year	
Changes during the year	38,827
Other changes	-18,226
Total changes	20,601
Value at year end	59,046



PAYABLES

Payables are booked under liabilities for a total of **€3,933,294** (€3,993,631 in the previous financial year).

The composition of the individual items was as follows:

	Value at year start	Changes during the year	Value at year end
Payables due to banks	2,711,544	-625,642	2,085,902
Advances	204,155	-48,655	155,500
Payables due to suppliers	564,022	734,502	1,298,524
Tax payables	212,883	-144,227	68,656
Payables due to social security institutions	45,022	1,762	46,784
Other payables	256,005	21,923	277,928
Total	3,993,631	-60,337	3,933,294

Payables to banks include the portions of loans existing at the end of the financial year and are divided, in relation to their maturity dates, between payables due within and beyond the financial year.

Trade payables and advances from customers mainly include amounts relating to the purchase of services associated with the core business.

Tax payables mainly include the sums owed by the company at the end of the year for withholding taxes relative to employees and independent contractors to be paid within the terms of the law as well as VAT and IRAP payables.

Payables to social security institutions consist of payables to INPS and supplementary pension funds.

Other payables mainly consist of payables to employees for year end bonuses as well as accrued and unused holidays, security deposits due within the financial year for €188,000 - contracted to cover the 2024-2025 season - and security deposits due beyond the following financial year in relation to rental contracts for the properties in Gallarate.



Payables- Subdivision by expiration date

Data relative to the breakdown of payables by expiration data is reported below, in accordance with Art. 2427, paragraph 1 number 6 of the Italian Civil Code.

	Value at year start	Changes during the year	Value at year end	Quota expiring within the year	Quota expiring after the year	With a residual duration of more than five years
Payables due to banks	2,711,544	-625,642	2,085,902	605,115	1,480,787	285,234
Advances	204,155	-48,655	155,500	155,500	0	0
Payables due to suppliers	564,022	734,502	1,298,524	1,298,524	0	0
Tax payables	212,883	-144,227	68,656	68,656	0	0
Payables due to social security institutions	45,022	1,762	46,784	46,784	0	0
Other payables	256,005	21,923	277,928	272,928	5,000	0
Total payables	3,993,631	-60,337	3,933,294	2,447,507	1,485,787	285,234

Payables- breakdown by geographical area

Data relative to the breakdown of payables by geographical area is reported below, in accordance with Art. 2427, paragraph 1 number 6 of the Italian Civil Code:

	Total			
Geographical area		Italy	EU	Extra-EU
Payables due to banks	2,085,902	2,085,902	0	0
Advances	155,500	155,500	0	0
Payables due to suppliers	1,298,524	1,031,868	114,771	151,885
Tax payables	68,656	68,656	0	0
Payables due to social security institutions	46,784	46,784	0	0
Other payables	277,928	277,928	0	0
Payables	3,933,294	3,666,638	114,771	151,885

Payables secured by collateral on corporate assets

It should be noted that there is no collateral security on company assets, pursuant to art. 2427, paragraph 1 number 6 of the Italian Civil Code.



Payables- operations with repurchase agreements

There are no payables deriving from operations with repurchase agreements, in accordance with Art. 2427, paragraph 1 number 6-ter of the Italian Civil Code.

Shareholding financing

Pursuant to Art. 2427, paragraph 1, number 19-bis of the Italian Civil Code, it should be noted that there is no financing provided by the shareholders of the company to the company itself.

ACCRUED LIABILITIES AND DEFERRED INCOME

Accrued liabilities and deferred income are booked under liabilities for a total of **€16,477** (€26,098 in the previous financial year).

The composition and movements of the individual items were as follows:

	Value at year start	Changes during the year	Value at year end
Accrued liabilities	3,898	2,979	6,877
Deferred income	22,200	-12,600	9,600
Total accrued liabilities and deferred income	26,098	-9,621	16,477

Deferred income includes the the remaining quotas of the tax credits relative to the tax credit for workplace adjustment. The latter were accounted for in compliance with the accrual principle in order to correlate the economic effect of the revenues with the relative costs (amortization of start-up and expansion costs and development costs).

Accrued liabilities mainly consist of condominium fees for 2024 which will be paid by the company in 2025.



INFORMATION ON INCOME STATEMENT

TOTAL REVENUES:

Revenues from sales and services Breakdown by category of activity

In compliance with the provisions of Art. 2427, paragraph 1, number 10 of the Italian Civil Code, the following table reports the breakdown of revenues by category of activity:

	Category of activity	Value of current year
	Revenues for services to travelers	1,401,996
	Revenues for travel agency activities	21,038,913
Total		22,440,909

Revenues from sales and services – Breakdown by geographical area

In compliance with the provisions of Art. 2427, paragraph 1, number 10 of the Italian Civil Code, the following table reports the breakdown of revenues by geographical area:

	Geographical area	Value of current year
	Italy	19,125,967
	EU	489,102
	Extra-EU	2,825,840
Total		22,440,909



Other revenues and proceeds

Other revenues and proceeds are booked under total revenues within the income statement for a total of € 77,101 (€ 162,588 in the previous year).

The composition of the individual items was as follows:

	Value of previous year	Change	Value of current year
Contributions for operating expenses	42,599	-32,324	10,275
Other			
Receivable commissions	80,218	-38,255	41,963
Real estate proceeds	0	16,800	16,800
Other revenues and proceeds	39,771	-31,708	8,063
Total other	119,989	-53,163	66,826
Total other revenues and proceeds	162,588	-85,487	77,101

Other revenues and income primarily include the following:

Euro 9,600 tax credit for adapting workplaces;

- Euro 16,800 of rental revenue from the owned property;

- Euro 41,963 of receivable commissions;

- Euro 6,781 in contingent assets.

COST OF PRODUCTION - Service expenses

Expenses for services are booked under the cost of production within the income statement for a total of € 20,555,789 (€ 18,212,438 in the previous year).

The composition of the individual items was as follows:

	Value of previous year	Change	Value of current year
Services for purchases	16,580,178	2,196,344	18,776,522
Transportation	75	267	342
Maintenance and repairs	4,401	5,685	10,086
Technical services and consulting	0	1,284	1,284
Compensation to directors	401,885	-8,964	392,921
Compensation to auditors	56,500	1,106	57,606
Services equivalent to those provided by employees	0	8,000	8,000
Payable commissions	5	362	367
Advertising	22,934	-9,956	12,978
Legal expenses and consulting	74,692	-12,956	61,736
Fiscal, administrative and commercial consulting	480,700	33,088	513,788
Telephone expenses	4,209	1,639	5,848
Services from financial companies and banks of non-financial nature	13,842	1,162	15,004
Insurance	8,924	10,280	19,204
Entertainment expenses	11,821	3,497	15,318
Travel expenses	19,903	32,774	52,677
Other	532,369	79,739	612,108
Total	18,212,438	2,343,351	20,555,789



Costs for use of third party assets

Costs for the use of third party assets are booked under the cost of production within the income statement for a total of **€199,734** (€167,311 in the previous financial year).

The composition of the individual items was as follows:

	Value of previous year	Change	Value of current year
Rents and leases	69,060	-9,825	59,235
Other	98,251	42,248	140,499
Total	167,311	32,423	199,734

Other operating charges

Other operating charges are booked under the cost of production within the income statement for a total of **€300,363** (€ 153,146 in the previous year).

The composition of the individual items was as follows:

	Value of previous year	Change	Value of current year
Subscriptions to magazines, newspapers...	39	4,442	4,481
Contingencies and non-existent liabilities	56,407	76,846	133,253
Other operating charges	96,700	65,929	162,629
Total	153,146	147,217	300,363

FINANCIAL PROCEEDS AND CHARGES

Exchange rate gains and losses

Reported below is information concerning the subdivision of exchange rate gains and losses deriving from the year-end valuation with respect to those which were effectively realized:

	Currency portion	Effective portion	Total
Exchange rate gains	14	119	133
Exchange rate losses	124	1,034	1,158

REVENUES OF EXCEPTIONAL AMOUNT OR INCIDENCE

In compliance with the provisions of Art. 2427, paragraph 1 number 13 of the Italian Civil Code, there were no revenues of exceptional magnitude or incidence during the course of the current year.

COSTS OF EXCEPTIONAL AMOUNT OR INCIDENCE

In compliance with the provisions of Art. 2427, paragraph 1 number 13 of the Italian Civil Code, there were no costs of exceptional magnitude or incidence during the course of the current year .



INCOME TAXES OF THE YEAR: CURRENT, DEFERRED AND PREPAID

The composition of the individual items was as follows:

	Current taxes	Taxes relative to previous years	Deferred taxes	Prepaid taxes	Proceeds (charges) from joining the consolidated tax/tax transparency regime
IRES	0	0	0	-50,923	
IRAP	32,184	0	0	0	
Total	32,184	0	0	-50,923	0

Prepaid taxes of €8,907 were recognized on the amount of the risk provision allocation while prepaid taxes of €59,830 were released mainly for the use of previous tax losses as well as for previous ACE (Aid for economic growth) and non-deductible payable interest from previous financial years.

Information regarding tax losses is reported below:

	Current year - Amount	Previous year - Tax rate	Current year - Booked prepaid taxes	Previous year - Amount	Previous year - Tax rate	Previous year - Booked prepaid taxes
Fiscal losses:						
of the year	0			222,682		
Previous years	6,097,541			5,874,859		
Total fiscal losses	6,097,541			6,097,541		
Tax losses carried forward that are recoverable with reasonable certainty	6,003,432	24.00	1,440,824	6,097,541	24.00	1,463,410

OTHER INFORMATION

Employment data

Reported below is information concerning the personnel, pursuant to Art. 2427, paragraph 1 number 15 of the Italian Civil Code.

	Average number
Executives	1
Office employees	14
Total employees	15



Compensation to auditing bodies

Reported below is information concerning the directors and auditors, pursuant to Art. 2427, paragraph 1 number 16 of the Italian Civil Code.

	Directors	Auditors
Remuneration	348,000	37,540

Compensation to the regulatory auditor or auditing company

The following information is provided on the compensation paid to the regulatory auditor or the auditing company, in accordance with Art. 2427, paragraph 1 number 16-bis of the Italian Civil Code.

	Value
Regulatory audit	17,000
Other implemented auditing activities	3,000
Total compensation paid to the regulatory auditor or the auditing company	20,000

Categories of shares issued by the company

The information required by Article 2427, paragraph 1 number 17 of the Italian Civil Code in relation to data on the shares that constitute the share capital of the company - as well the number and nominal value of the shares underwritten during the year - can be deduced from the following table:

	Description	Initial amount, number	Initial amount, nominal value	Shares underwritten during the year, number	Shares underwritten during the year, nominal value	Final amount, number	Final amount, nominal value
	Ordinary shares	13,092,888	1,309,289	84,260	8,426	13,177,148	1,317,715
Total		13,092,888	1,309,289	84,260	8,426	13,177,148	1,317,715

In relation to the provisions of Art. 2427, paragraph 1, number 18 of the Italian Civil Code, it should be noted that the company has not issued dividend-right shares or bonds convertible into shares, except for issued Warrants, as already mentioned in the paragraph "Changes in shareholders' equity".



Commitments, guarantees and contingent liabilities not resulting from the balance sheet

In compliance with the provisions of Art. 2427, paragraph 1 number 9 of the Italian Civil Code, there were no guarantees and potential liabilities not resulting from the balance sheet.

Information on assets and financing allocated to a specific transaction

There were no assets allocated for specific transactions, in accordance with Article 2447 bis of the Italian Civil Code, nor financing for a specific transaction, pursuant to Art. 2447 decies of the Italian Civil Code.

Operations with related parties

Pursuant to Art. 2427, paragraph 1, number 22-bis of the Italian Civil Code, it should be noted that there were no transactions implemented with related parties of a significant nature and which were not implemented at normal market conditions.

The main transactions completed with related parties are as follows:

- RG HOLDING: as of 31 December 2024, there is a payable to the related party of €11,796 relating to management costs for the 2019/2023 financial year and a payable of €12,500 for compensation of the Board of Directors relative to the month of December 2024. Finally, there is a receivable of €527 relative to the 2020/2021 financial year;

- Trawell Co Group: transactions with the companies of the Trawell Co Group are based on commercial agreements concerning the supply of the related services: (i) the tracking of baggage of customers of TraWell Co. Group companies that have purchased the Lost Baggage Concierge Service in cases of loss and /or failure to deliver this baggage; (ii) call center assistance offered to customers of TraWell Co Group companies during the collection of reports of loss, theft and/or damages to the baggage. The financial statements include a €233,334 active loan granted to Trawell Co., maturing in November 2025, and a €1,141 receivable for interest on the loan. Finally, a trade payable of €82,757 and trade receivables of €1,146,617 are outstanding with TraWell Co. These transactions resulted in the recognition of costs of €462,166 and revenues of €1,145,141 within the financial statements.

In addition, transactions were implemented with other parties such as:

- Yessa S.r.l. The financial statements report a receivable for a security deposit of €70,000 paid pursuant to a contract for rooms at the Twiga Hotel in Watamu, Kenya. As of 31 December 2024, and following transactions between the parties, there are credit notes receivable for €74,635 and a receivable of €32,492.



Agreements not reported in the balance sheet

There were no agreements not resulting from the balance sheet, in accordance with Article 2427, paragraph 1 number 22-ter of the Italian Civil Code.

Significant events occurring after the close of the financial year

Information concerning the nature as well as the financial and economic effect of significant events occurring after the close of the financial year is reported in the Report on Operations.

Derivative financial instruments

The company is not a party to derivative financial instruments, in accordance with Art. 2427 bis, paragraph 1, point 1 of the Italian Civil Code.

Information on companies or entities that exercise management and coordination activities – Art. 2497 bis of the Italian Civil Code

The company is not subject to management or coordination by companies or entities.

Information pursuant to Art. 1 paragraph 125, of law No. 124 of 4 August 2017

With reference to Art. 1 paragraph 125 of Law 124/2017, the grants (contributions, paid assignments, economic benefits) received from public administrations are summarized below:

- Euro 9,600 tax credit for adapting workplaces;
- €675 EU contribution for trademark registration.



Allocation of the result of the year

Pursuant to Art. 2427, paragraph 1, number 22-septies of the Italian Civil Code, it is hereby proposed to allocate the net income for the year, amounting to €67,715, as follows:

- €3,386 to the legal reserve;
- €50,000 to shareholders as a dividend;
- €14,329 to cover previously carried-forward losses.

On behalf of the Board of Directors

CARMINE COLELLA

Declaration of compliance

The undersigned Carmine Colella - as DIRECTOR, aware of the criminal liability envisaged in the event of a false declaration - hereby certifies, pursuant to Art. 47 of Italian Presidential Decree 445/2000, the correspondence of the IT document in XBRL format containing the balance sheet, the income statement and the explanatory notes to those kept in the company's records.

