Hiro Metaverse Acquisitions I S.A.

Annual Report

For the year ended 31 December 2022

Société Anonyme
Registered address: 17, Boulevard F.W.
L-2411Luxembourg
R.C.S. Luxembourg: B 259488

Contents

About Hiro Metaverse Acquisitions I S.A.

Hiro Metaverse Acquisitions I S.A. (hereinafter referred to as HMAI or the "Company") is a special purpose acquisition company sponsored by Hiro Sponsor I LLP (the "Sponsor"), an affiliate of Hiro Capital, a videogames and metaverse technology venture capital fund.

Founded by Luke Alvarez, Sir Ian Livingstone CBE and Cherry Freeman, three senior leaders with an established track record of entrepreneurship and investments in the video gaming, digital sports and technology sectors. Hiro Capital invests in high-growth video games, esports, interactive streaming, gamified fitness and metaverse technology innovators. The founding team having collectively co-founded and invested in over $9 billion worth of companies in these sectors, from start-ups to IPO in London and New York.

HMAI raised £115 million through a private placement (the "Placing") of 11,500,000 units to be listed on the London Stock Exchange at GBP 10 per unit, each unit consisting of one redeemable Class A ordinary share (together the "Redeemable Class A Shares") cum rights to receive one-half of a warrant (the "Public Warrants", and each a "Public Warrant"). HMAI raised another £3.45 million through the issuance of 345,000 units fully subscribed by the Sponsor, each unit consisting of one non-redeemable Class A share (together the "Non-Redeemable Class A Shares") cum rights to receive one-half of a Public Warrant. These proceeds were placed in an Escrow Account held at Citi Bank London.

The Company is focused on targets operating in the sectors of video games, esports, interactive streaming, GenZ social networks, connected fitness & wellness and metaverse technologies with principal business operations in the U.K., Europe or Israel, although it may pursue an acquisition opportunity in any industry or sector or region.

The Company was incorporated for the purpose of acquiring a stake in a company or operating business (the "Target" or "Target Business") through a merger, capital stock exchange, share purchase, asset acquisition, reorganisation or similar transaction (an "Initial Business Combination").

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(the "Company")

REPORT
of the Board of Directors to the annual general meeting of the shareholders **of**
HIRO METAVERSE ACQUISITIONS I S.A.

According to the prevailing law and the mandate you have granted to us we, are pleased to report the results for the company's financial year from 1 January 2022 to 31 December 2022 (the "**Financial Year**").

We herewith submit to your meeting the Company's annual report, consisting of the Company's Consolidated statement of comprehensive income, Consolidated statement of financial position, Consolidated statement of changes in equity, Consolidated statement of cash flows, and the explanatory notes and the Company's Separate statement of comprehensive income, Separate statement of financial position, Separate statement of changes in equity, Separate statement of cash flows, and the explanatory notes thereto regarding the Financial Year.

STATUS AND ACTIVITIES
The Company is a public limited liability company (*société anonyme)* incorporated and operating under the laws of the Grand Duchy of Luxembourg.

The Company was incorporated for the purpose of acquiring a majority (or otherwise controlling) stake in a company or operating business (the "Target" or "Target Business") through a merger, capital stock exchange, share purchase, asset acquisition, reorganisation or similar transaction (an "Initial Business Combination"). The Company intends to focus on targets operating in the sectors of video games, esports, interactive streaming, GenZ social networks, connected fitness & wellness and metaverse technologies with principal business operations in the U.K., Europe or Israel, although it may pursue an acquisition opportunity in any industry or sector or region. Prior to the completion of its Initial Business Combination, the Company is not engaging in any operations, other than in connection with the selection, structuring and completion of its Initial Business Combination.

The Company will need to obtain shareholder approval on the proposed Initial Business Combination at a general meeting specifically convened for this purpose (other than in respect of any Restricted Shares, being Public Shares held by the Directors, the Sponsor or any Insiders).

The Company's main objective is to complete its Initial Business Combination within an initial period of 15 months following admission to trading, subject to an initial three-month extension period (the "First Extension Period") and a further three-month extension period (the "Second Extension Period"), in each case if approved by shareholder vote (the "Business Combination Deadline"), although such extensions are not of a type required to be approved by Public Shareholders as contemplated by Listing Rule 5.6.18AG.

RESULTS AND DIVIDENDS

At the end of the year under review the Company recorded a loss of GBP 5,549,198.
The Company has not yet adopted a dividend policy. The Company has not paid any dividends to date and will not pay any dividends prior to the Initial Business Combination.

SHARE CAPITAL

The share capital of the Company on 20 September 2021 was set at GBP 30,000, represented by 3,750,000 Class B shares without nominal value (the "Sponsor Shares").

On 2 February 2022, the 3,750,000 Sponsor Shares were converted into 2,875,000 Sponsor Shares.

On 2 February 2022, the share capital of the Company was increased from GBP 30,000 to GBP 33,229.20 through the issuance of 310,500 Non-Redeemable Class A Shares.

On 8 February 2022, the share capital of the Company was increased from GBP 33,229.20 to GBP 36,817 through the issuance of another 34,500 Non-Redeemable Class A Shares.

Redeemable Class A Shares

The Company's Public Shares were admitted to trading on the Main Market of the London Stock Exchange on 8 February 2022 following a placing of Public Shares at a price of GBP 10 per Public Share. Each Public Share entitled the holder to receive one-half (1/2) of one Public Warrant. Each whole Public Warrant entitles a holder to subscribe for one Public Share for an exercise price of GBP 11.50 per new Public Share. The Public Warrants were issued to holders of Public Shares and admitted to the Main Market of the London Stock Exchange on 24 February 2022.

Because these Class A shares are redeemable under certain conditions, the Board of Directors concluded that these Redeemable Class A Shares did not meet the definition of an equity instrument as per IAS 32. Hence the Redeemable Class A Shares are considered as debt instruments from an accounting standpoint (see Note 11 and 12 of the Consolidated financial statements).

RELATED PARTY TRANSACTIONS

Information relating to related parties and related party transactions are disclosed in the notes to the Consolidated and Separate financial statements.

VOTING RIGHTS

Each Ordinary Share confers the right to cast one vote at the general meeting. Sponsor Shares have the same voting rights attached to them as all other Ordinary Shares.

OWN SHARES

During the financial year the Company did not hold any of its own shares.

RESEARCH AND DEVELOPMENT

During the financial years ended 31 December 2022 and 2021, the Company did not perform any research and development activity.

DIRECTORS

During the Financial Year the Board of Directors (the "Board") consisted of:

Name	Position	Date of appointment	Date of resignation
Mr Luke Alvarez	Director	28 October 2021	n/a
Ms Cherry Freeman	Director	28 October 2021	n/a
Sir Ian Livingstone	Director	10 December 2021	n/a
Mr Jurgen Post	Independent Non-Executive Director	7 February 2022	n/a
Ms Emily Greer	Independent Non-Executive Director	7 February 2022	n/a
Mr Adela Pinkster	Independent Non-Executive Director	7 February 2022	n/a

The Board is responsible for leading and controlling the Company and has overall authority for the management and conduct of its business, strategy and development. The Board is also responsible for ensuring the maintenance of a sound system of internal controls and risk management (including financial, operational and compliance controls) and for reviewing the overall effectiveness of systems in place as well as for the approval of any changes to the capital, corporate and/or management structure of the Company.

CORPORATE GOVERNANCE STATEMENT

As a Luxembourg governed company that is traded on the London Stock Exchange, the Company is not required to adhere to the Luxembourg corporate governance regime applicable to companies that are traded in Luxembourg. As this regime has not been designed for special purpose acquisition companies like the Company but for fully operational companies, the Company has opted to not apply the X Principles of Corporate Governance of the Luxembourg Stock Exchange on a voluntary basis.

In addition, the Company complies with the U.K. Corporate Governance Code with the exception of the following:

- Given the composition of the Board and the size and nature of the Company, the Board considers certain provisions of the U.K. Corporate Governance Code (in particular the provisions relating to the division of responsibilities between the chairman, chief executive and senior independent director, annual performance evaluation and executive compensation) to be inapplicable to the Company.

- The Company does not intend having nomination or remuneration committees prior to completion of its Initial Business Combination. The Board does not consider the nomination or remuneration committees to be necessary given the size and nature of the Company. Consequently, the Board will not appoint a remuneration consultant.
- The U.K. Corporate Governance Code recommends the submission of all directors for reelection at annual intervals. No Director will be required to submit for re-election until the first annual general meeting of the Company following the Initial Business Combination.
- The Board has adopted a share dealing code which is consistent with the rules of the U.K. Market Abuse Regulation. The Board is be responsible for taking all proper and reasonable steps to ensure compliance with such share dealing code by the Directors.

FINANCIAL INSTRUMENTS

The Company's financial assets include equity instruments, cash and cash equivalents and trade and other receivables. Further details can be obtained from the Notes to the financial statements.

Equity instruments are classified as investments in subsidiaries. Subsidiaries are all entities over which the Company has control. The Company controls an entity where the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred or acquired by the Company. They are deconsolidated from the date that control ceases. Disclosures of acquisitions and disposal of shares in affiliated undertakings are contained in the notes to the financial statements.

PRINCIPAL RISKS AND UNCERTAINTIES

The following is a summary of key risks that, alone or in combination with other events or circumstances, could have a material adverse effect on the Company's business, financial condition, results of operations and prospects. In making the selection, the Company has considered circumstances such as the probability of the risk materialising, the potential impact which the materialisation of the risk could have on the Company's business, financial condition and prospects, and the attention that management would, on the basis of current expectations, have to devote to these risks if they were to materialise:

- The Company is an entity formed in 2021 with no operating history and the Company's only income is the interest income on the bank account. The Company has not generated and currently does not generate any other revenues and, as such, prospective investors have no basis on which to evaluate the Company's performance and ability to achieve its business objective.
- The Company has not yet identified any specific potential Target Business with which to complete its Initial Business Combination and, as such, prospective investors have no basis on which to evaluate the possible merits or risks of a Target Business's operations or specific industry.
- There is no assurance that the Company will identify suitable Initial Business Combination opportunities by the Business Combination Deadline, the Board intends for the Company to

continue as a privately held company and has no intention to commence liquidation or winding up of the Company in the next 12 months.

- The Company may face significant competition for Initial Business Combination opportunities.
- The requirement that the Company complete its Initial Business Combination by the Business Combination Deadline may give potential Target Businesses leverage over the Company in negotiating the Initial Business Combination and may limit the time the Company has in which to conduct due diligence on potential Target Businesses, which could undermine its ability to complete its Initial Business Combination on terms that would produce value for shareholders.
- Public Shareholders' ability to exercise redemption rights with respect to a large number of the Public Shares may not allow the Company to complete the most desirable Initial Business Combination or optimise its capital structure.
- The nominal price paid by the Sponsor for the Sponsor Shares and the conversion of the Sponsor Shares into Public Shares may incentivise the Sponsor and the Directors to complete an Initial Business Combination in order to realise a significant profit regardless of whether the trading price of Public Shares declines materially.
    - The Sponsor, the Directors and their respective affiliates may have competitive interests that conflict with the Company's interests.
    - Past performance by the Company's management team, the Sponsor and their affiliates and their respective directors and management teams, including investments and transactions in which they have participated and businesses with which they have been associated, may not be indicative of future performance of an investment in the Company.
    - The Sponsor has paid approximately £0.01 per Sponsor Share and, accordingly, investors will experience substantial dilution upon conversion of the Sponsor Shares into Public Shares.
    - The Company may issue additional Public Shares to complete its Initial Business Combination, including via a private investment in public equity, or PIPE transaction, or under an employee incentive plan after completion of its Initial Business Combination. Any such issuances would dilute the interest of the Public Shareholders and likely present other risks.
    - The outstanding Public Warrants, Sponsor Warrants and Overfunding Warrants will become exercisable in the future, which may increase the number of Public Shares and result in further dilution for the Public Shareholders, and investors may also experience a dilution of their percentage ownership of the Company if they do not exercise their Public Warrants or if other investors exercise their Public Warrants.
    - If the Company is liquidated before the Business Combination Deadline and distributes the amounts held in the Escrow Account as liquidation proceeds, Public Shareholders could receive less than £10.30 per Public Share (assuming there are no Additional Overfunding Subscriptions) or nothing at all. In addition, it is difficult to predict when the amounts held in the Escrow Account (if any) will be returned to the Public Shareholders.
    - There is a risk that the market for the Public Shares or the Public Warrants will not be active and liquid, which may adversely affect the liquidity and price of the Public Shares and the Public Warrants.

STATEMENT OF GOING CONCERN

The Directors, having considered the financial position of the Company for a period of at least 12 months from the date of approval of the financial statements, have a reasonable expectation and belief that the Company has adequate resources to continue in operational existence for the foreseeable future given the available cash and forecast cash outflows.

As at the date of this report, the Company is not in sufficiently advanced discussions with any potential targets to enable the Public Shareholders to consider and vote on a potential Initial Business Combination. The Company's initial deadline to complete an Initial Business Combination is 7 May 2023 and the Articles permit an initial three-month extension period, followed by a further three-month extension period, in each case with the approval of a simple majority of the holders of all Ordinary Shares. However, the Board of Directors considers that these permitted extensions are unlikely to provide sufficient time to permit the Company to evaluate target companies, to agree terms on a potential business combination, to seek agreement on financing requirements, and to implement the necessary steps for readmission under the UK Listing Rules in order to complete an Initial Business Combination. Accordingly, on 4 April 2023 the Company gave notice convening an EGM to be held on 5 May 2023 to consider, and if thought fit, to approve the extension of the business combination deadline to 7 February 2024 by way of an amendment to the Articles of Incorporation.

As at the date of this report, it is therefore uncertain whether the Company will extend its business combination deadline to 7 February 2024 and continue to seek an Initial Business Combination, or if it will instead proceed to redeem its Public Shareholders and cancel the listing and trading of the Company's Public Shares and Public Warrants on the London Stock Exchange following expiry of the initial business combination deadline of 7 May 2023. In any event, if the current or any extended business combination deadline expires without the Company having completed an Initial Business Combination and the Company undertakes a redemption and delisting of its Public Shares and Public Warrants as described above, the Board intends for the Company to continue as a privately held company and has no intention to commence liquidation or winding up of the Company in the next 12 months.

SUBSEQUENT EVENTS

Since 31 December 2022 the market backdrop for SPACs and public equity offerings more generally has continued to be challenging. This climate has not been conducive to completing an Initial Business Combination. As at the date of this report, the Company is not in sufficiently advanced discussions with any potential targets to enable the Public Shareholders to consider and vote on a potential Initial Business Combination.

On 4 April 2023 the Company gave notice convening an EGM to be held on 5 May 2023 to consider, and if thought fit, to approve the extension of the business combination deadline to 7 February 2024 by way of an amendment to the Articles.

MANAGEMENT REPORT

For the purposes of compliance with DTR 4.1.5R(2), DTR 4.1.8R and DTR 4.1.11R, the required content of the Management Report can be found in this report.

DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors is responsible for preparing the Report and the financial statements in accordance with applicable law and regulations. Company law requires the Board of Directors to prepare financial statements for each financial year. The Board of Directors has prepared the Company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Under company law the Board of Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year. In preparing these financial statements, the Board of Directors is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present the financial statements and policies in a manner that provides relevant, reliable, comparable and understandable information;
- state whether they have been prepared in accordance with applicable IFRSs as adopted by the EU;
- assess the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Board of Directors is responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable it to prepare the financial statements and ensure that the financial statements comply with International Financial Reporting Standards (IFRSs) as adopted by the European Union. It is responsible for such internal control as it determines necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and has general responsibility for taking such steps as are reasonably open to it to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Board of Directors is responsible for the maintenance and integrity of corporate and financial information included on the Company's website. The financial statements are published on the Company's website.

Legislation in Luxembourg governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Board of Directors, to the best of its knowledge, confirms that:

- the financial statements, prepared in accordance with applicable accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company included in the consolidation as a whole; and
- the Management Report includes a fair review of the development of the business and the position of the Company in the consolidation taken as a whole, together with a description of the principal risks and uncertainties.

The Board of Directors considers the Annual Report and the Company's separate financial statements and the Group's consolidated financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

INTERNAL CONTROL

The Board of Directors is responsible for determining the nature and extent of the significant risks it is willing to take in achieving its strategic objectives. The Board of Directors maintains sound risk management and internal control systems. The Board of Directors has reviewed the Company's risk management and control systems and believes that the controls are satisfactory given the nature and size of the Company. Controls will be reviewed following completion of the Initial Business Combination.

DISCLOSURE OF INFORMATION TO AUDITORS

So far as the Board of Directors is aware, there is no relevant audit information of which the Auditor is unaware. The Directors have taken all steps that they ought to have taken as Directors to make themselves aware of any relevant audit information and to establish that the Auditor is aware of that information.

Finally, we request you to adopt the separate and consolidated financial statements and to grant discharge to the members of the Board of Directors and the statutory auditor for their mandate during the financial year 2022.

Luxembourg, 28 April 2023

DocuSigned by:
Ian Livingstone
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Ian Livingstone
Director

DocuSigned by:
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Luke Alvarez
Director

DocuSigned by:
754C70AA16F44A4...
Cherry Freeman
Director

DocuSigned by:
Jurgen Post
7DCE4C04E9344FD...
Jurgen Post
Independent Non-Executive Director

DocuSigned by:
Emily Greer
138EA804ECCA42E...
Emily Greer
Independent Non-Executive Director

DocuSigned by:
Addie Pinkster
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Addie Pinkster
Independent Non-Executive Director

ANNEXURE A

HIRO METAVERSE ACQUISITIONS I S.A.

Société Anonyme

CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

Registered office: 17, Boulevard F.W. Raiffeisen
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HIRO METAVERSE ACQUISITIONS I S.A.

Consolidated financial statements for the year ended 31 December 2022

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To the Shareholders of
HIRO METAVERSE ACQUISITIONS I S.A.

Société Anonyme
R.C.S. Luxembourg B 259.488

9, rue de Bitbourg
L-1273 Luxembourg

REPORT OF THE REVISEUR D'ENTREPRISES AGREE

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of **HIRO METAVERSE ACQUISITIONS I S.A.** and its subsidiary (the "Group"), which comprise the consolidated statement of financial position as of 31 December 2022, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended 31 December 2022, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the period ended 31 December 2022 in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Basis for Opinion

We conducted our audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 on the audit profession ("Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" ("CSSF"). Our responsibilities under the EU regulation No 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the « Responsibilities of "réviseur d'entreprises agréé" for the Audit of the Consolidated Financial Statements » section of our report. We are also independent of the Group in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the consolidated financial statements, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note 17 of the consolidated financial statements, which describes significant events that occurred after the reporting period and their potential effects.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of the audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Based on the result of our audit procedures, no Key Audit Matters were identified for the audit of the consolidated financial statements as of 31 December 2022.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information stated in the Consolidated Management Report and the Corporate Governance Statement but does not include the consolidated financial statements and our report of the "réviseur d'entreprises agréé" thereon.

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

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

Responsibilities of the Board of Directors and Those Charged with Governance of the Group for the Consolidated Financial Statements

The Board of Directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs as adopted by the European Union and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

The Board of Directors is also responsible for presenting and marking up the consolidated financial statements in compliance with the requirements set out in the Delegated Regulation 2019/815 on European Single Electronic Format, as amended ("ESEF Regulation").

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

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

Responsibilities of the "Réviseur d'Entreprises Agréé" for the Audit of the consolidated financial statements

The objectives of our audit are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the "Réviseur d'Entreprises Agréé" that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Assess whether the consolidated financial statements have been prepared in all material respects with the requirements laid down in the ESEF Regulation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter.

Report on Other Legal and Regulatory Requirements

We have been appointed as “réviseur d’entreprises agréé” by the General Meeting of Shareholders on 7 July 2022 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is 2 years.

The Director’s report is consistent with the consolidated financial statements and has been prepared in accordance with applicable legal requirements.
The Corporate Governance Statement is included in the annual report. The information required by Article 68ter paragraph (1) letters c) and d) of the law of 19 December 2002 on the commercial and companies register and on the accounting records and financial statements of undertakings, as amended, is consistent with the consolidated financial statements and has been prepared in accordance with applicable legal requirements.

We have checked the compliance of the consolidated financial statements of the Group as at 31 December 2022 with relevant statutory requirements set out in the ESEF Regulation that are applicable to the consolidated financial statements. For the Group it related to:

- Consolidated Financial Statements prepared in valid xHTML format.
- The XBRL markup of the Consolidated Financial Statements using the core taxonomy and the common rules of markups specified in the ESEF Regulation.

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In our opinion, the consolidated financial statements of the Group as of 31 December 2022 have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

We confirm that the audit opinion is consistent with the additional report to the audit committee or equivalent.

We confirm that the prohibited non-audit services referred to in EU Regulation No 537/2014 were not provided and that we remained independent of the Group in conducting the audit.

Luxembourg, 28 April 2023

For Mazars Luxembourg, Cabinet de révision agréé

5, rue Guillaume J. Kroll

L-1882 Luxembourg

DocuSigned by:

Fabien Delante

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Fabien DELANTE

Réviseur d’entreprises agréé

HIRO METAVERSE ACQUISITIONS I S.A

Consolidated statement of comprehensive income for the year ended 31 December 2022

	Notes	1 Jan 2022 to 31 Dec 2022	20 Sept 2021 to 31 Dec 2021
		GBP	*GBP*
Other operating expenses	5	(745,626)	(152,560)
Taxes, duties and similar expenses		(1,393)	-
Operating loss		**(747,019)**	**(152,560)**
Finance income			
Interest income from financial assets held for cash management purposes		1,586,260	-
Finance income		**1,586,260**	**-**
Finance costs			
Amortisation listing costs	12.1	(2,327,893)	-
Fair value gain/(loss) on class A warrants	12.2	(473,800)	-
Fair value gain/(loss) on class B warrants	12.3	(3,286,000)	-
Foreign currency exchange gains/(losses)		(5,929)	272
Finance costs		**(6,093,622)**	**272**
Loss before income tax		**(5,254,381)**	**(152,288)**
Income tax	6	(294,817)	-
Loss for the period		**(5,549,198)**	**(152,288)**
Other comprehensive income		-	-
Total comprehensive loss for the period, net of tax		**(5,549,198)**	**(152,288)**
Earnings/(loss) per share attributable to equity holders Net earnings per share - basic and diluted	7	(0.41)	(0.04)

The accompanying notes form an integral part of these consolidated financial statements

HIRO METAVERSE ACQUISITIONS I S.A

Consolidated statement of financial position as at 31 December 2022

	Notes	31 Dec 2022 *GBP*	31 Dec 2021 *GBP*
Current assets			
Deferred costs	8	-	731,407
Restricted cash	9	120,008,667	-
Cash and cash equivalents	9	1,181,344	30,000
Prepayments	10	93,654	-
Current assets		**121,283,665**	**761,407**
Total Assets		**121,283,665**	**761,407**
Equity and liabilities			
Equity			
Share capital	11	36,817	30,000
Share premium	11	3,173,417	-
Accumulated deficit		(5,701,486)	(152,288)
		(2,491,252)	**(122,288)**
Liabilities			
Non-current liabilities:			
Class A warrants at fair value	12.2	6,396,300	-
Class B warrants at fair value	12.3	8,586,000	-
Total non-current liabilities		**14,982,300**	-
Current liabilities			
Redeemable class A shares	12.1	108,335,684	-
Trade and other payables	13	162,116	883,695
Taxes payable	14	294,817	-
Total current liabilities		**108,792,617**	**883,695**
Total liabilities		**123,774,917**	**883,695**
Total equity and liabilities		**121,283,665**	**761,407**

The accompanying notes form an integral part of these consolidated financial statements

HIRO METAVERSE ACQUISITIONS I S.A

Consolidated statement of changes in equity as at31 December 2022

	Notes	Share capital *GBP*	Share premium and similar premiums *GBP*	Accumulated deficit *GBP*	Total Equity *GBP*
Balance at 1 January 2022		30,000	-	(152,288)	(122,288)
Issuance of capital	11				
Share capital increase 2 Feb 2022					
Issuance of 310,500 non- redeemable Class A shares		3,229	3,004,505	-	3,007,734
Reclassification of non-redeemable Class A shares from equity to liability (IAS 32)		-	(155,250)	-	(155,250)
Issuance of 10,350,000 redeemable Class A shares		107,640	103,392,360	-	103,500,000
Issuance of 1,150,000 redeemable Class A shares		11,960	11,488,040	-	11,500,000
Reclassification of redeemable Class A shares from equity to liability (IAS 32)		(119,600)	(114,880,400)	-	(115,000,000)
Share capital increase 8 Feb 2022	11				
Issuance of 34,500 non-redeemable Class A shares		3,588	341,412	-	345,000
Reclassification of non-redeemable Class A shares from equity to liability (IAS 32)		-	(17,250)	-	(17,250)
Loss for the period		-	-	(5,549,198)	(5,549,198)
Other comprehensive income		-	-	-	-
Balance at 31 December 2022		**36,817**	**3,173,417**	**(5,701,486)**	**(2,491,252)**
Balance at 20 September 2021					
Issuance of incorporation capital		30,000	-	-	30,000
Loss for the period		-	-	(152,288)	(152,288)
Other comprehensive income		-	-	-	-
Balance at 31 December 2021		**30,000**	-	**(152,288)**	**(122,288)**

The accompanying notes form an integral part of these consolidated financial statements.

HIRO METAVERSE ACQUISITIONS I S.A

Consolidated statement of cash flows for the year ended 31 December 2022

	1 Jan 2022 to 31 Dec 2022 *GBP*	**20 Sept 2021 to 31 Dec 2021** *GBP*
Cash flow from operating activities		
Loss before income tax	(5,549,198)	(152,288)
Adjustments for:		
Finance income	(1,586,260)	-
Finance costs	6,087,693	-
Foreign currency exchange gains/(losses)	5,929	-
Net cash from operating activities before income tax	**(1,041,836)**	**(152,288)**
Changes in working capital:		
Decrease/(increase) in deferred costs	731,407	(731,407)
(Increase) in prepayments	(93,654)	-
(Decrease)/increase in trade and other payables	(721,579)	883,695
Increase in taxes payable	294,817	-
Net cash flows from operating activities	**(830,845)**	**-**
Cash flow from financing activities		
Proceeds from issue of share capital	-	30,000
Payment of cost in relation to capitalisation	(3,339,475)	-
Proceeds from issue of redeemable shares	115,000,000	-
Proceeds from issue of non-redeemable shares	3,450,000	-
Proceeds from issue of sponsor warrants	5,300,000	-
Interest received	1,586,260	-
Foreign currency exchange gains/(losses)	(5,929)	-
Net cash flows from financing activities	**121,990,856**	**30,000**
		-
Net change in cash and cash equivalents	121,160,011	-
Increase in restricted cash	(120,008,667)	-
Cash and cash equivalents, beginning	30,000	-
Cash and cash equivalents at end of the period	**1,181,344**	**30,000**

The accompanying notes form an integral part of these consolidated financial statements

Notes to the consolidated financial statements for the year ended 31 December 2022

1. General information

Hiro Metaverse Acquisitions I S.A. (the "**Company**") was incorporated on 20 September 2021 (**date of incorporation**) as a public limited liability Company incorporated in Luxembourg (Société Anonyme or "**S.A.**") under the laws of the Grand Duchy of Luxembourg for an unlimited period. The registered office of the Company is located at 17, Boulevard Raiffeisen, L-2411, Luxembourg, Grand Duchy of Luxembourg. The Company is registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Société, in abbreviated "**RSC**") under the number B259488 since 20 September 2021.

On the 8th of December 2021 the Company incorporated HMA1 (ESCROW) Limited (the "**Subsidiary**"), under the Companies Act 2006, in the United Kingdom, being a private Company, limited by shares, with its registered office at 52 Lime Street, London, England.

The consolidated financial statements for the year ended 31 December 2022 covers the Company and its subsidiary (collectively "**the Group**").

From a legal standpoint, the issued share capital of the Company as of 31 December 2022 amounts to GBP 156,417.20 represented by 11,500,000 Redeemable Class A Shares, 345,000 Non-Redeemable Class A Shares and 2,875,000 Class B Shares (the "Sponsor Shares"), all without nominal value. The total number of voting rights in the Company is 14,720,000.

Because they are redeemable under certain conditions, the 11,500,000 Redeemable Class A Shares do not meet the definition of an equity instrument as per IAS 32. Hence these Redeemable Class A Shares are considered as debt instruments from an accounting standpoint, resulting in a share capital of GBP 36,817 in the financial statements. Detailed movements for the year are disclosed in note 11. The 11,500,000 Redeemable Class A Shares are the Public Shares issued by the Company in the Placing; being the Shares "cum Rights," as contemplated in the Prospectus. The Sponsor (Hiro Sponsor I LLP), subscribed for 34,500 of these Public Shares; being the Overfunding Shares and Additional Overfunding Shares. The proceeds of the Placing and of the Sponsor's overfunding subscriptions are held in an Escrow account and are available for the redemption of Public Shares held by Public Shareholders. The Sponsor waived any rights attached to the Public Shares held by the Sponsor. Consequently, being non-redeemable, the Public shares held by the Sponsor are classified as equity.

The Company is managed by its Board of Directors composed of Luke Alvarez, Cherry Freeman, Ian Livingstone as Executive Directors and Jürgen Post, Emily Greer, and Addie Pinkster as Non-Executive Directors (the "Board of Directors").

The registered office of the Company is located at 17, Boulevard Raiffeisen, L-2411, Luxembourg. The financial year of the Company starts on 1 January and ends on 31 December; except for he first financial year which starts on 20 September 2021 (**date of incorporation**) and ends on 31 December 2021.

The Company has been established for the purpose of acquiring one operating business with principal business operations in a member state of the European Economic Area, the United Kingdom or Israel, in the form of a merger, capital stock exchange, share purchase, asset acquisition, reorganization or similar transaction (the "Business Combination").

The Company is seeking a suitable target for the Business Combination with a focus on targets operating in the sectors of Video Games, Esports, Interactive Streaming, GenZ Social Networks, Connected Fitness & Wellness and

Metaverse Technologies. The Company has 15 months from the date of the admission to trading; being 7 February 2022; to consummate a Business Combination, plus an initial three-month extension period (the "**First Extension Period**") and a further three-month extension period (the "**Second Extension Period**") subject in each case to approval by the Company's shareholders. Otherwise, the Company will be liquidated and distribute all of its assets to its shareholders, the Public shares issued during the initial offering (the "**Placing**") will be redeemed first and then the Company will be liquidated and all remaining assets will be distributed to remaining shareholders.

Pursuant to Article 3 of the current articles of association, the Company's corporate purpose is the holding, management, development and disposal of participations and any interests, in Luxembourg or abroad, in any companies and/or enterprises in any form whatsoever. The Company may in particular acquire by subscription, purchase and exchange or in any other manner any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and more generally, any securities and financial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company and/or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

The Company may borrow in any form. It may issue notes, bonds and any kind of debt and equity securities. The Company may lend funds, including without limitation, resulting from any borrowings of the Company and/or from the issue of any equity or debt securities of any kind, to its Subsidiaries, affiliated companies and/or any other companies or entities it deems fit.

The Company may further guarantee, grant security in favour of or otherwise assist the companies in which it holds a direct or indirect participation or which form part of the same group of companies as the Company. The Company may further give guarantees, pledge, transfer or encumber or otherwise create security over some or all of its assets to guarantee its own obligations and those of any other Company, and generally for its own benefit and that of any other Company or person. For the avoidance of doubt, the Company may not carry out any regulated activities of the financial sector without having obtained the required authorization.

The Company may use any techniques and instruments to manage its investments efficiently and to protect itself against credit risks, currency exchange exposure, interest rate risks and other risks. The Company may, for its own account as well as for the account of third parties, carry out any commercial, financial or industrial operation (including, without limitation, transactions with respect to real estate or movable property) which may be useful or necessary to the accomplishment of its purpose or which are directly or indirectly related to its purpose.

2. Basis of preparation and accounting policies

2.1 Basis of preparation

The group's financial year starts on 1 January and ends on 31 December of each year, with the exception of the first financial period, which started on 20 September 2021 (date of incorporation) and ended on 31 December 2021.

The Group's consolidated financial statements for the period ended 31 December 2021 have been delivered to the Luxembourg Trade and Companies Register (Registre de Commerce et des Société, in abbreviated "RSC"). The Group's Independent Auditor's report on those accounts were unqualified.

The consolidated financial statements comprise a consolidated statement of financial position, a consolidated statement of comprehensive income, a consolidated statement of changes in equity, a consolidated statement of cash flows and the accompanying notes for the year ended 31 December 2022. These consolidated financial statements have been prepared under the assumption that the Group operates on a going concern basis.

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union for the period from 1 January 2022 to 31 December 2022 and were authorised for issue in accordance with a resolution of the Board of Directors 28 April 2023.

These consolidated financial statements have been prepared in Sterling (GBP) unless stated otherwise.

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

2.2 Summary of significant accounting policies

The consolidated financial statements have been prepared in accordance with the accounting policies adopted in the Group's most recent annual financial statements for the period ended 31 December 2022.

2.2.1 New or revised Standards or Interpretations

International accounting standards include IFRS, IAS (International Accounting Standards) and their interpretations (Standing Interpretations Committee) and IFRICs (International Financial Reporting Interpretations Committee).
The repository adopted by the European Commission is available on the following internet site:
http://data.europa.eu/eli/reg/2008/1126/2023-01-01

(a) New standards, amendments and interpretations that were issued but not yet effective as at 31 December 2022 and that are most relevant to the Company – not yet endorsed by the EU:

- **Amendments to IAS 1** -: Classification of Liabilities as Current or Non-current. In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and must be applied retrospectively.

(b) New standards, amendments and interpretations that were issued but not yet effective as at 31 December 2022 and that are most relevant to the Company – endorsed by the EU:

- **Amendments to IAS 1 and IFRS Practice Statement 2**: Disclosure of Accounting policies. In February 2021, the IASB issued amendments that are intended to help preparers in deciding which accounting policies to disclose in their financial statements. The amendments are effective for annual periods beginning on or after 1 January 2023.
- **Amendments to IAS 8: Definition of Accounting Estimate. In February 2021**, the IASB issued amendments to help entities to distinguish between accounting policies and accounting estimates. The amendments are effective for annual periods beginning on or after 1 January 2023.
- **Amendments to IAS 12** – not yet endorsed by the EU: Deferred Tax related to Assets and Liabilities arising from a Single Transaction. In May 2021, the IASB amended the standard to reduce diversity in the way that entities account for deferred tax on transactions and events, such as leases and decommissioning obligations,

that lead to the initial recognition of both an asset and a liability. The amendments apply for annual reporting periods beginning on or after 1 January 2023 and may be applied early.

The initial application of these standards, interpretations, and amendments to existing standards is planned for the period of time from when its application becomes compulsory. Currently, the Board of Directors anticipates that the adoption of these Standards and Interpretations in future periods will have no material impact on the financial information of the Group.

2.2.2 Basis of consolidation

Subsidiaries
Subsidiaries included in these consolidated financial statements are all entities over which the Company has direct or indirect control. The Group controls such an entity when it is exposed to, or has substantive rights to, variable returns from its involvement with the Group and has the ability to affect those returns through its power to direct the activities of the entities. Subsidiaries are fully consolidated from the date on which control is transferred to the Company until the date on which control ceases.

Intercompany transactions, outstanding balances, and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the net result/(loss) and equity of the subsidiaries are shown separately in the consolidated statement of financial position, consolidated statement of comprehensive income and consolidated statement of changes in equity.

2.2.3 Foreign currencies

Functional and presentation currency
Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Sterling (GBP).

Foreign currency transactions and balances
In preparing these consolidated financial statements of the Group, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Nonmonetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the year in which they arise except for exchange differences on monetary items related to deferred costs included in trade payables; which are recognised directly in deferred cost.

2.2.4 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or a financial liability when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date i.e. the date that the Company commits to purchase or sell the asset.

Recognition and derecognition
Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of new liability. The difference in the respective carrying account is recognised in the statement of profit or loss.

Classification and measurement of financial assets
All financial assets are initially measured at fair value plus, in the case of financial assets that are not measured at fair value through profit and loss, transaction costs.

Financial assets are classified into one of the following categories:

- amortised cost,
- fair value through profit or loss (FVTPL), or
- fair value through other comprehensive income (FVOCI).

Financial assets measured at amortised cost: This is the category most relevant to the Group. A debt instrument is measured at amortised cost if it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets at amortised cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognised in profit and loss when the asset is derecognised, modified or impaired.

The Group includes in this category cash and cash equivalents and cash in escrow ("restricted cash").

In the period presented the Group includes Derivative financial instruments as financial assets categorised as FVTPL.

All revenue and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables (when applicable) which is presented within other expenses.

Impairment of financial assets

IFRS 9's impairment requirements use forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. Instruments within the scope of the requirements include financial assets at amortised cost, cash and cash equivalent and restricted cash as well as debt instruments at fair value through other comprehensive income and trade receivable when applicable.

The Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1').
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').
- 'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Classification and measurement of financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, or financial liabilities at amortised cost.

Financial liabilities are initially measured at fair value, adjusted for transaction costs where applicable except for those financial liabilities that are measured at fair value through profit or loss.

Financial liabilities recognized at amortised cost are subsequently measured, using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by considering any discount or premium on acquisition and incremental fees or costs. The EIR amortisation is included as finance costs in the statement of profit or loss.

The Group includes in this category Redeemable Class A Shares and trade and other payables, while the Public and Sponsor warrants are classified as financial liabilities at fair value through profit and loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

Offsetting financial instruments

Financial instruments are offset and a net amount reported in the statement of financial position only when there is currently a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

2.2.5 Cash and restricted cash

Cash in the statement of financial position comprise cash at banks and on hand and short-term highly liquid deposits with a maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. The carrying amounts of these approximate their fair value.

Restricted cash included in the statement of financial position comprise of cash at bank in Escrow accounts under the terms of an Escrow Agreement and in accordance with the requirements set out in Listing Rule 5.6.18A(2), with a maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. The carrying amounts of these approximate their fair value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

2.2.6 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

2.2.7 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic resources will be required from the Group and a reliable estimate can be made of the amount of the obligation. The timing or amount of the outflow may still be uncertain.

Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Any reimbursement that the Group is virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

No liability is recognised if an outflow of economic resources as a result of a present obligation is not probable. Such situations are disclosed as contingent liabilities unless the outflow of resources is remote.

2.2.8 Trade payables, other payables and accrued expenses

Trade payables, other payables and accrued expenses are obligations to pay for services that have been acquired in the ordinary course of business. They are classified as current liabilities if payment is due within twelve months after statement of financial position date. If not, they are represented as non-current liabilities.

2.2.9 Taxation

Income tax recognized in the statement of profit or loss and other comprehensive income includes current and deferred taxes.

Current tax
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax assets are tested for impairment on the basis of a tax planning derived from management business plans.

Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

2.2.10 Current versus non-current classification

The Group presents assets and liabilities in the statement of financial position based on current/non-current classification.

An asset is current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

All other liabilities are classified as non-current.

2.2.11 Operating expenses

Operating expenses are recognised in profit or loss upon utilisation of the service or as incurred.

2.2.12 Share-based payments

The Board is currently assessing whether certain class B shares and class B warrants issued to the Sponsor of the Company are to be considered as falling in the scope of IFRS 2. The Board will notably adopt its position based on market discussions and/or positions adopted by market players, supervisory authorities and/or standard setters.

In any case, the class B shares and class B warrants do not carry a specified service period, but would be forfeited or otherwise expire worthless if a business combination is not consummated. Therefore, the Sponsor only derive the value from the class B shares and class B warrants when they are converted into class A shares upon a successful business combination. Consequently, the grant date of these awards does not occur until the target is approved. As of 31 December 2022, irrespective of the conclusions of the ongoing assessment carried out by the Board, no amounts would have had to be accounted for provided that no such approval has occurred.

2.2.13 Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised in as part of other operating expenses in the consolidated statement of comprehensive income, together with a corresponding increase in equity, over the period in which the service and, where applicable, the performance conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the consolidated statement of comprehensive income for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group’s best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the recipient of the share-based payment. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

3. Significant accounting judgements, estimates and assumptions

The preparation of these consolidated financial statements in accordance with IFRS requires The Board of Directors to make judgements, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities and income and expenses. The estimates and associated assumptions are based on various factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

As at 31 December 2022, the significant areas of estimates, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in these consolidated financial statements are the following:

- Classification of Redeemable Class A Shares: The Board assessed the classification of Redeemable Class Shares in accordance with IAS 32, Financial Instruments: Presentation, under which the Redeemable Class A Shares do not meet the criteria for equity treatment and must be recorded as liabilities. The Redeemable Class A Shares features certain redemption rights that are considered to be outside of the Company's control and subject to occurrence of uncertain future events. Accordingly, the Company classifies the Redeemable Class A Shares as financial liabilities at amortised cost in accordance with IFRS 9. The transaction costs directly attributable to issuance of the Redeemable Class A shares are deducted against the initial fair value.

- Classification of Non- Redeemable Class A Shares: The Sponsor and the Company's directors have entered into a Lock-up and Waiver Agreement with the Company, pursuant to which they have waived their rights to liquidating distributions from the Escrow Account with respect to any Sponsor Shares, Sponsor Warrants, Overfunding Shares, Overfunding Warrants and any Public Shares acquired upon conversion or exercise thereof held by them if the Company fails to complete the Initial Business Combination by the Business Combination Deadline. Consequently, the proceeds of the Sponsor shares and overfunding shares are not redeemable. Accordingly, the Company classifies these Non-Redeemable Class A Shares as Equity, and the proceeds from the subscription of such Non-Redeemable Class A Shares are classified to equity under share capital and share premium in the consolidated statement of financial position, in line with the initial allocation of the subscription price, the surplus being considered as a capital contribution (share premium).

- Classification and measurement of Warrants: The Board assessed the classification of warrants in accordance with IAS 32 under which the warrants do not meet the criteria for equity treatment and must be recorded as derivatives. Accordingly, the Company classifies the Class A warrants and Class B warrants as liabilities at fair value and adjust them to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the consolidated statement of comprehensive income. The fair value of Class A and B warrants is determined by applying the average product of the Binomial Tree (BOPM) and Monte Carlo valuations methods.

Going Concern

As at the date of these Consolidated financial statements, the Company is not in sufficiently advanced discussions with any potential targets to enable the Public Shareholders to consider and vote on a potential Initial Business Combination. The Company's initial deadline to complete an Initial Business Combination is 7 May 2023 and the Articles permit an initial three-month extension period, followed by a further three-month extension period, in each case with the approval of a simple majority of the holders of all Ordinary Shares. However, the Board considers that these permitted extensions are unlikely to provide sufficient time to permit the Company to evaluate target companies, to agree terms on a potential business combination, to seek agreement on financing requirements, and to implement the necessary steps for readmission under the UK Listing Rules in order to complete an Initial Business Combination. Accordingly, on 4 April 2023 the Company gave notice convening an EGM to be held on 5 May 2023 to consider, and if thought fit, to approve the extension of the business combination deadline to 7 February 2024 by way of an amendment to the Articles.

As at the date of Consolidated financial statements, it is therefore uncertain whether the Company will extend its business combination deadline to 7 February 2024 and continue to seek an Initial Business Combination, or if it will instead proceed to redeem its Public Shareholders and cancel the listing and trading of the Company's Public Shares and Public Warrants on the London Stock Exchange following expiry of the initial business combination deadline of 7 May 2023. In any event, if the current or any extended business combination deadline expires without the Company having completed an Initial Business Combination and the Company undertakes a redemption and delisting of its Public Shares and Public Warrants as described above, the Board intends for the Company to continue as a privately held company and has no intention to commence liquidation or winding up of the Company in the next 12 months.

The Board, having considered the financial position of the Group for a period of least 12 months from the date of approval of the financial statements, have a reasonable expectation and belief that the Company has adequate resources to continue in operational existence for the foreseeable future given the available cash and forecast cash outflows.

In particular, the Board reviewed the Group's committed expenses for the period which leaves a significant cash buffer in excess of GBP 1,1million. As these committed expenses are in line with signed engagement letters or agreements, management takes comfort that these expenses can be reliably measured and factored into their budgeting.

In addition, the Board has noted that the Group's policy is that no dividend will be declared until after a successful Business Combination to ensure that capital is maintained in the period prior to the Business Combination.

As at 31 December 2022, other than the effects of the COVID-19 pandemic and the war in Ukraine, which have been considered by the directors, there were no other significant areas of estimation, uncertainty and critical judgements which were applied.

4. Financial risk management, objectives and policies

The Group is newly formed and has not conducted any operations and currently generates no revenue. The Group does not have material foreign currency transactions. Hence, currently the Group does not face foreign currency risks nor any interest rate risks as the financial instruments of the Group bear a fixed interest rate.

Liquidity risks

Liquidity risk is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due. The Placing was completed on 7 February 2022. 100% of the gross proceeds of this Placing were deposited in an escrow account (the "Escrow Account"). The amount held in the Escrow Account will only be released in connection with the completion of the Business Combination or the Company's liquidation. The Board of Directors believes that the funds available to the Group outside of the escrow deposit account, together with the available shareholder loan will be sufficient to pay costs and expenses which are incurred by the Group prior to the completion of the Business Combination.

The objective of the Sponsor Warrants issued to the Sponsor at the time of the Placing, was to use the proceeds to pay the various costs and expenses incurred and contracted for as disclosed in the consolidated financial statements for the 12 months ended 31 December 2022, except the underwriting commission. The proceeds from the Placing of Public Shares were not to be used to pay these expenses.

The Sponsor has committed additional funds to the Company through the Overfunding Subscription, the proceeds of which is held in the Escrow Account. The purpose of the overfunding subscription is to provide additional cash funding into the Escrow Account, in addition to the funding from the proceeds of the Units sold in the Placing, for the redemption of the Public Shares by Public Shareholders ("Initial Overfunding Shares").

The Initial Overfunding Shares and Initial Overfunding Warrants were not part of the Placing but were part of the applications for Shares Admissions and Warrants Admission which took place on 24 February 2022.

To the extent that the Business Combination Deadline is extended, the Sponsor will commit further additional funds to the Company through the subscription of additional units as referred to in Part VIII. 4 of the Prospectus.

The following table illustrates the Group's expected liquidity of assets held:

	Less than 1 month *GBP*	**1-12 months** *GBP*	**Total** *GBP*
At 31 December 2022			
Total assets	1,181,344	120,102,321	121,283,665
At 31 December 2021			
Total assets	30,000	731,407	761,407

The table below analyses the Group's financial liabilities into relevant maturity based on the remaining period at the statement of financial position date to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows.

	Less than 1 year *GBP*	Between 1-5 years *GBP*	More than 5 years *GBP*	Total *GBP*
At 31 December 2022				
Trade and other payables	162,116	-	-	162,116
Taxes payable	294,817	-	-	294,817
Redeemable class A shares	108,335,684	-	-	108,335,684
Class A warrants at fair value	-	6,396,300	-	6,396,300
Class B warrants at fair value	-	8,586,000	-	8,586,000
Total liabilities	108,792,617	14,982,300	-	123,774,917
At 31 December 2021				
Trade and other payables	883,695	-	-	883,695
Total liabilities	883,695	-	-	883,695

Capital management

As at 31 December 2022, the Group has a negative equity of GBP 2,491,252. However, the Board of Directors believes that the funds available to the Group outside of the Escrow Account are sufficient to pay costs and expenses incurred by the Company prior to the completion of the Initial Business Combination. The Group has non-current liabilities which do not impose any liquidity issues to the Group. The Class A Warrants designated as "Initial Overfunding Warrants" in the Prospectus and the Class B Warrants designated as the "Sponsor Warrants" in the Prospectus, which together represent a liability of GBP 8,586,000 as at 31 December 2022, have no redemption rights or liquidation distribution rights and will expire worthless in case of liquidation. Furthermore, the Public Warrants, which represent a liability of GBP 6,396,300 as at 31 December 2022, are redeemable at the option of the Company.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is currently exposed to credit risk from its deposits with banks. The Group has placed its cash with a prime financial institution with a credit rating of A1, with a stable outlook, by the rating agency Moody's.

The Group's maximum exposure to credit risk is detailed in the table below:

	1 Jan 2022 to 31 Dec 2022 *GBP*	20 Sept 2021 to 31 Dec 2021 *GBP*
Restricted cash	120,008,667	-
Cash and cash equivalents	1,181,344	30,000
Prepayments	93,654	-
	121,283,665	30,000

5. Other operating expenses

The other operating expenses of GBP 745,626 (2021: GBP 152,560) consist of fees for accounting, legal, and other services not related to the placing.

	1 Jan 2022 to 31 Dec 2022	20 Sept 2021 to 31 Dec 2021
	GBP	*GBP*
Accounting, tax consulting, auditing and similar fees	249,471	151,407
Bank charges and commissions	2,500	-
Director's fees	27,348	-
Legal, litigation and similar fees	72,575	-
Notarial and similar fees	9,532	1,153
Other professional fees	110,706	-
Contributions to professional associations	3,892	-
Third-party insurance	269,602	-
	745,626	152,560

The total audit fees paid breaks down as follows:

	1 Jan 2022 to 31 Dec 2022	20 Sept 2021 to 31 Dec 2021
	GBP	*GBP*
Audit fees	93,309	98,280
Audit-related fees	-	122,850
Total	**93,309**	**221,130**

6. Income Tax

	1 Jan 2022 to 31 Dec 2022	20 Sept 2021 to 31 Dec 2021
	GBP	*GBP*
Loss for the period before tax	(5,254,381)	(152,288)
Theoretical tax charges applying tax rate 24.94% (2021: 22.8%)	(1,310,443)	(34,722)
Reconciling items:		
Non deductible expenses:		
Amortisation- Redeemable Public Shares placing costs	580,577	-
Fair value adjustments- Public Warrants	118,166	-
Fair value adjustments- Sponsor Warrants	819,528	-
Other:		
Unrecognised deferred tax assets on tax losses	179,158	34,722
Effect of different tax rates in other countries	(92,169)	-
	294,817	-

Deferred tax

Deferred tax assets have not been recognised in respect of the loss incurred during the period ended 31 December 2022 because it is not probable that future taxable profit will be available against which the Group can utilise the benefits therefrom. Unused tax losses of the Group can be used within a period of 17 years as per Luxembourg tax law.

7. Earnings /(loss) per share

Basic earnings/(loss) per share ("**EPS**") is calculated by dividing the profit/(loss) for the period attributable to ordinary equity holders of the Group by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is calculated by dividing the profit/(loss) attributable to ordinary equity holders of the Group by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

Currently, no diluting instruments are exercisable. Therefore, basic EPS equals diluted EPS as at 31 December 2022.

	31 Dec 2022	31 Dec 2021
	GBP	*GBP*
Loss for the year/period	(5,549,198)	(152,288)
Weighted average number of ordinary shares	13,552,384	3,750,000
Basic and diluted EPS	(0.41)	(0.04)

8. Deferred costs

As at 31 December 2022 there are no deferred costs. As at 31 December 2021 Deferred cost of GBP 731,407 comprised of legal costs incurred by the Company in relation to the public offering which was offset against the Sponsor Warrants after the Placing during the year ended 31 December 2022.

9. Cash and cash equivalents

	31 Dec 2022	**31 Dec 2021**
	GBP	*GBP*
Restricted cash	120,008,667	-
Cash and cash equivalents	1,181,344	30,000
	121,190,011	30,000

Pursuant to the terms of the Escrow Agreement and in accordance with the requirements set out in Listing Rule 5.6.18A(2), the Company may only direct the release of cash held in escrow ("restricted cash") upon the occurrence of a payment event, being any of:

- redemption by any holder of Public Shares in connection with the completion of an Initial Business Combination (which has been approved by the Board of Directors and the Required Majority at the General Meeting, in each case in accordance with the requirements of the Articles of Association);
- the redemption of any Public Shares properly submitted in connection with a Shareholder vote to amend the Articles of Association (A) to modify the substance or timing of the Company's obligation to allow redemption in connection with the Initial Business Combination or to redeem 100% of the Public Shares if the Company does not complete the Initial Business Combination by the Business Combination Deadline or (B) with respect to any other material provisions relating to Shareholders' rights or pre-Initial Business Combination activity;
- the passing of the Business Combination Deadline without the Company completing an Initial Business Combination;
- approval by the Board of the Initial Business Combination, and the Required Majority adopting a resolution to approve the Initial Business Combination prior to the Business Combination Deadline, in each case in accordance with the requirements of the Articles of Incorporation;
- the winding-up or liquidation of the Company; or income tax on interest earned (if any) on the funds in escrow becoming payable by the Company.

10. Prepayments

	1 Jan 2022 to 31 Dec 2022	**20 Sept 2021 to 31 Dec 2021**
	GBP	*GBP*
Prepaid FCA fees	5,756	-
Prepaid D&O insurance	187,898	-
	93,654	-

11. Issued capital and reserves

As at 31 December 2021, the subscribed share capital amounted to GBP 30,000 consisting of 3,750,000 Class B ordinary shares with no par value held by the Sponsor, hereinafter referred to as the "Sponsor Shares". The Company's share capital may be increased or reduced by a resolution of the general meeting of shareholders adopted in the manner required for an amendment of the articles of association.

On 2 February 2022, the existing 3,750,000 Sponsor Shares were converted into 2,875,000 Sponsor Shares representing the entire issued share capital of GBP 30,000.

It is planned that these Sponsor Shares shall convert into Public Shares subject to a certain schedule and trading price following the consummation of the Business Combination. The Sponsor Shares will convert into a number of Public Shares such that the number of Public Shares issuable to the Sponsor upon conversion of all Sponsor Shares will be equal, in the aggregate, on an as converted basis, to 20% of the total ordinary shares in issue following the Placing.

On 2 February 2022 the Company's Prospectus was approved and published on the London Stock Exchange.

On 2 February 2022, the capital of the Company was increased by the issuance of 10,350,000 Redeemable Class A Shares (the "Public Shares"), each share being issued in the form of a unit consisting of one Public Share with the right to receive one half of a Public Warrant. These Public Shares have been fully paid up by a contribution in cash of GBP 103,500,000.

On the same day, the capital of the Company was increased by the issuance of another 1,150,000 Redeemable Class A Shares (the "Option Shares") through a second Capital Increase. These Option Shares have been fully paid up by a contribution in cash of GBP 11,960. A complementary amount of GBP 11,488,040 (GBP 9.9896 per Option Share) was allocated to account 115 of the Company and was intended to be paid on the option closing period.

Because they are redeemable under certain conditions, the 11,500,000 Redeemable Class A Shares do not meet the definition of an equity instrument as per IAS 32. Hence these Redeemable Class A Shares are considered as debt instruments from an accounting standpoint.

On 2 February 2022, the Sponsor subscribed to 310,500 units at a price of GBP 10 per unit, each unit consisting of one Non-Redeemable Class A Share cum right to receive one half Public Warrant. Being non-redeemable, these shares qualify as equity instruments under IAS 32. Hence they resulted in an increase of the share capital from GBP 30,000 to GBP 33,229.20, the remaining of the subscription price being allotted to the share premium account.

On 7 February 2022, the 11,500,000 Redeemable Class A Shares were admitted to the standard listing segment of the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange's Main Market for listed securities under ticker "HMA1".

On 7 February 2022 Citigroup Global Markets Limited, acting as Stabilisation Manager, gave notice of the non-exercise by it of the put option granted by the Company to the Stabilisation Manager (the "Put Option"), as no stabilisation was undertaken.

On 7 February 2022, further to the non-exercise of the Put Option, the Sponsor subscribed to another 34,500 units at a price of GBP 10 per unit, each unit consisting of one Non-Redeemable Class A Share cum right to receive one half

Public Warrant, hence resulting in an increase of the share capital on 8 February 2022 from GBP 33,229.20 to GBP 36,817, the remaining of the subscription price being allotted to the share premium account.

The non-exercise of the Put Option and the Overfunding Shares Subscription brought the total number of Class A Shares to 11,845,000, of which 11,500,000 Redeemable Class A Shares and 345,000 Non-Redeemable Class A Shares.

The Company initially recognised the units subscribed by the Sponsor as 345,000 Non- Redeemable Class A Shares at GBP 9.50 per share and GBP 1 per full warrant. The Company initially recognised these Non-Redeemable Class A shares at GBP 3,180,234, net of transaction costs attributable to these shares amounting to GBP 97,266.

As at 31 December 2022, the issued share capital of the Company amounts to GBP 156,417.20 from a legal standpoint, represented by eleven million eight hundred 11,845,000 Public Shares without nominal value and 2,875,000 Sponsor Shares without nominal value. The total number of voting rights in the Company is 14,720,000.

From an accounting standpoint, considering that the Redeemable Class A Shares do not meet the definition of an equity instrument as per IAS 32, they are classified as debt instruments in the consolidated financial statements. Therefore, the share capital in the consolidated financial statements is only comprised of the Class B Shares, also referred to as the "Sponsor Shares", and the Non-Redeemable Class A Shares, for a total amount of GBP 36,817 as at 31 December 2022, and a share premium of GBP 3,173,417 in the share premium account.

Authorised capital
On 2 February 2022, the Board of Directors approved the increase of the authorised capital of the Company from GBP 1,000,000 (consisting of 1,000,000,000 Public Shares) to GBP 1,122,829.20 (consisting of 1,011,810,500 Public Shares), and authorised the Board of Directors of the Company, to issue Public Shares, to grant options or warrants to subscribe for Public Shares and to issue any other instruments giving access to such shares within the limits of the authorised capital to such persons and on such terms as they shall see fit and specifically to proceed with the issue of up to one billion and eleven million eight hundred and ten thousand five hundred (1,011,810,500) Public Shares without nominal value and with removal or limitation of the preferential right to subscribe to the Public Shares, as applicable, issued for the existing shareholders of the Company.

Legal reserves
The Company is required to allocate a minimum of 5% of its annual net profit to a legal reserve, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

12. Non-current liabilities

12.1 Redeemable Class A ordinary shares without nominal value

As referred to in note 11, the Company issued 11,500,000 Redeemable Class A Shares and allocated GBP 9.50 of the proceed per Units to the share price and GBP 1 to each full warrant. The Company initially recognised the redeemable Class A shares at amortised cost valued at GBP 106,007,791, net of transaction costs attributable to these shares amounting to GBP 3,242,209.

Transaction costs are incremental costs that are directly attributable to the issuance of the Class A shares and its subsequent listing on the London Stock Exchange were deducted from its initial cost. The transaction costs include Listing Fees, legal fees, audit fees, accounting and administration fees, agency fees and FCA fees.

As at 31 December 2022, the amortized cost of the redeemable Class A shares amounts to GBP 108,335,684 after amortisation of GBP 2,327,893 calculated using the EIR method. This amortization is presented as part of finance costs in the statement of comprehensive income. The fair value of redeemable Class A shares is GBP 115,287,500 based on its quoted price (level 1) as of 31 December 2022.

Redemption Rights: The Company will provide its Class A Public Shareholders with the opportunity to redeem all or a portion of their Public Shares, exercisable prior to the completion of the Initial Business Combination irrespective of whether and how they vote at the General Meeting convened to approve the Initial Business Combination. Public Shareholders seeking redemption of their Public Shares must submit a valid request for redemption to the Company in accordance with the terms to be set out in the circular in relation to the shareholder vote on the Initial Business Combination at the General Meeting, which will be published by the Company following the approval of the Initial Business Combination by the Board of the Company.

In terms of the Waiver and Lock Up Deed entered into by the Sponsor; each Insider and the Company; the Sponsor and each Insider agreed to not propose any amendment to the Company's amended and restated memorandum and articles of association: (a) to modify the substance or timing of the Company's obligation to allow redemptions in connection with the Business Combination; (b) to modify the substance or timing of the Company's obligation to redeem 100% of the Public Shares if the Company does not complete a Business Combination by the Business Combination Deadline; or (c) with respect to any other material provisions relating to shareholders' rights or pre-Business Combination activity, in each case, unless the Company provides its Public Shareholders with the opportunity to redeem their Public Shares upon approval of any such amendment at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Escrow Account, including interest earned on the funds held in the Escrow Account and not previously released to the Company to pay its taxes, divided by the number of then issued and outstanding Public Shares.

12.2 Public Warrants

On 24 February 2022, the Company admitted 5,922,500 Class A warrants (the "Public Warrants") to the standard listing segment of the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange's main market for listed securities under ticker "HM1W".

The Public Warrants will be exercisable during the "Exercise Period", which shall be the period beginning 30 days after the date on which the Initial Business Combination is completed and ending at the close of trading on the main market for listed securities of the London Stock Exchange on the first Business Day after the fifth anniversary of the Business Combination Completion Date provided that the Exercise Period shall end earlier (i) upon redemption of the Public Warrants in accordance with their terms, (ii) if the Company fails to complete an Initial Business Combination by the Business Combination Deadline, (iii) or upon any liquidation of the Company. During the Exercise Period, the Group may, at its sole discretion, elect to redeem the Public Warrants in whole but not in part, upon a minimum of 30 calendar days' prior written notice of redemption at (i) a redemption price of £0.01 per Public Warrant if the closing price of its Public Shares following the consummation of the Initial Business Combination equals or exceeds £18.00 for any 20 out of 30 consecutive trading days ending three Business Days before the Company sends the notice of redemption; or (ii) a redemption price of £0.10 per Public Warrant if the closing price of its Public Shares for any 20 out of 30 consecutive trading days following the consummation of the Initial Business Combination, ending three Business Days before the Company sends the notice of redemption equals or exceeds £10.00 but is below £18.00, subject to adjustments to the number of Public Shares issuable upon exercise or the exercise price of a Public Warrant as described in the company's Prospectus.

Public Warrant holders may exercise their Public Warrants after such redemption notice is given until the scheduled redemption date.

There will be no redemption rights or liquidating distributions with respect to the Public Warrants, which will expire worthless if the Company fails to complete the Initial Business Combination by the Business Combination Deadline.

The Public Warrants are classified as derivative liabilities and were initially recognised at their fair value of GBP 1 per warrant at the issuance date of 2 February 2022.

As at 31 December 2022, the fair value of Class A warrants was estimated at GBP 6,395,300 (GBP1.08 per warrant) using the average of the Binomial Tree and Monte Carlo valuations methods; (level 3), resulting in the recognition of fair value loss of GBP 473,800 for the period from issue date to 31 December 2022. The significant inputs to the valuation model include the contractual terms of the warrants (i.e. exercise price, maturity), risk-free rates of German government bonds and volatility of the warrants by reference to average of the volatility of traded warrants issued by similar special purpose acquisition companies and of volatility of target peers, and discount for probability of liquidation of the Company because not having consummated a business combination by the stated deadline.

12.3 Sponsor Warrants

On 2 February 2022, the Sponsor agreed and subscribed for an aggregate of 5,070,000 Class B warrants (the “Sponsor Warrants”) at a price of GBP 1.00 per Sponsor Warrant (GBP 5,070,000 in the aggregate), each Sponsor Warrant entitling the holder to purchase one Public Share at an exercise price of GBP 11.50 per Public Share. The Sponsor Warrants are not admitted to listing or trading on any regulated market or trading platform. As at 7 February 2022, the Put Option (as defined in Note 11) was not exercised, and as a consequence the Sponsor subscribed for 230,000 additional Sponsor Warrants at a price of GBP 1.00 per Sponsor Warrant (GBP 230,000 in the aggregate) to cover the increased underwriting fees payable by the Company.

As at 31 December 2022, the fair value of Class B warrants was estimated at GBP 8,586,300 (GBP1.62 per warrant) using the average of the Binomial Tree and Monte Carlo valuations method; (level 3), resulting in the recognition of fair value loss of GBP 3,286,000 for the period from issue date to 31 December 2022. The significant inputs to the valuation model include the contractual terms of the warrants (i.e. exercise price, maturity), risk-free rates of German government bonds and volatility of the warrants by reference to average of the volatility of traded warrants issued by similar special purpose acquisition companies and of volatility of target peers, and discount for probability of liquidation of the Company because not having consummated a business combination by the stated deadline.

13. Trade and other payables

	1 Jan 2022 to 31 Dec 2022	**20 Sept 2021 to 31 Dec 2021**
	GBP	*GBP*
Accounting, tax consulting, auditing and similar fees	117,471	151,135
Directors fees	14,245	-
Deferred costs	-	731,407
Notarial and similar fees	-	1,153
Professional fees	30,400	-
	162,116	883,695

Trade and other payables are related to legal and other services received by the Group. The carrying amounts of these approximate their fair value.

14. Taxes payable

	1 Jan 2022 to 31 Dec 2022 *GBP*	20 Sept 2021 to 31 Dec 2021 *GBP*
Corporate Income Tax	294,817	-

Income Tax
The Parent Company is subject to normal taxation under Luxembourg tax regulations. The tax expense for the year is calculated based on the result according to Luxembourg General Accepted Accounting Principles (LUX GAAP). The subsidiary is subject to normal taxation under United Kingdom tax regulations and the tax expense for the year is calculated based on the results of the subsidiary according to these tax regulations.

Taxes payable represent the estimated corporate income tax liability due by the Subsidiary.

15. Related party disclosures

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions.

Transactions with key management personnel
The Board of Directors consists of 6 members.
There are no advances or loans granted to members of the Board of Directors as at 31 December 2022.

The Company entered into contracts with the non executive directors effective from the date of the Placing. The agreed Directors fees of GBP 10,000 per annum are payable semi annually in arrears, in equal instalments, after deduction of any taxes and other amounts that are required by law. Director's fees to the value of GBP 27,348 were paid as at 31 December 2022.

16. Commitments and contingencies

The Group had the following material commitments and contingencies at 31 December 2022:

The Group entered into an agreement with Citigroup Global Markets Limited (Underwriting Agreement), by virtue of which the Company will be liable to pay a deferred commission equal to 3.5% of the aggregate gross proceeds of the Securities, subject to completion of Business Combination and payable after such completion.

The Group entered into contracts with three non-executive directors which is effective as from the date of the Placing. The agreed director’s fees are GBP 10,000 per director, per annum; to be paid semi-annually in arrears in equal instalments after deduction of any taxes and other amounts that are required by law.

During the year, the Group entered into an agreement with a financial advisor to source and/or evaluate potential acquisition(s) to be made by the Group. The group is committed to pay the advisor a monthly retainer of GBP 12,000 until the engagement is terminated. In terms of the agreement; in respect of transactions that are already in contemplation, a commission of 0.8% of the relevant Target's enterprise value, is payable on the date of signing of a share purchase agreement; and in respect of transactions that are introduced to the Group by the advisor; a commission of 1.25% of the relevant Target's enterprise value is payable on the date of signing of the relevant SPA. These fees payable in respect of the acquisition of the Target; shall be reduced by the amount of the Retainer received by the advisor up to the date that these fees becomes payable. In addition, an incentive fee of GBP 500,000 is payable at the sole discretion of the Group by way of the issuance of an equivalent number of ordinary shares in the capital of the Group at the price at which ordinary shares are issued by the Group pursuant to any equity raised to support the acquisition.

The Group has no other material commitments and contingencies as at 31 December 2022.

17. Events after the reporting period

Since 31 December 2022 the market backdrop for SPACs and public equity offerings more generally has continued to be challenging. This climate has not been conducive to completing an Initial Business Combination. As at the date of this Report of Directors, the Group is not in sufficiently advanced discussions with any potential targets to enable the Public Shareholders to consider and vote on a potential Initial Business Combination.

On 4 April 2023 the Company gave notice convening an EGM to be held on 5 May 2023 to consider, and if thought fit, to approve the extension of the business combination deadline to 7 February 2024 by way of an amendment to the Articles.

Should the required majority of the shareholders not vote in favour of the amendment to the articles, the Company's business combination deadline will expire without a business combination being completed. In accordance with the Articles, the Company will redeem in full the Redeemable Class A ordinary shares, the public warrants will expire worthless and the corresponding liability will be cancelled, and the Company's Redeemable Class A ordinary shares and Public Warrants will be de-listed from the London Stock Exchange. The Company may also have to incur additional costs in relation to its liquidation, which cannot be estimated accurately at this stage. However, such costs are deemed not material in the Board's opinion.

ANNEXURE B

HIRO METAVERSE ACQUISITIONS I S.A.

Société Anonyme

SEPERATE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED
31 DECEMBER 2022

Registered office: 17, Boulevard F.W. Raiffeisen
L-2411 Luxembourg
R.C.S. Luxembourg: B259488

HIRO METAVERSE ACQUISITIONS I S.A.

Separate financial statements for the year ended 31 December 2022

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To the Shareholders of
HIRO METAVERSE ACQUISITIONS I S.A.

Société Anonyme
R.C.S. Luxembourg B 259.488

9, rue de Bitbourg
L-1273 Luxembourg

REPORT OF THE REVISEUR D'ENTREPRISES AGREE

Report on the Audit of the Separate Financial Statements

Opinion

We have audited the separate financial statements of **HIRO METAVERSE ACQUISITIONS I S.A.** (the "Company"), which comprise the separate statement of financial position as of 31 December 2022, and the separate statement of comprehensive income, separate statement of changes in equity and separate statement of cash flows for the year ended 31 December 2022, and the notes to the separate financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying separate financial statements give a true and fair view of the separate financial position of the Company as at 31 December 2022, and of its separate financial performance and its separate cash flows for the period ended 31 December 2022 in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Basis for Opinion

We conducted our audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 on the audit profession ("Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" ("CSSF"). Our responsibilities under the EU regulation No 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the « Responsibilities of "réviseur d'entreprises agréé" for the Audit of the Financial Statements » section of our report. We are also independent of the Company in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the financial statements, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Emphasis of Matter

We draw attention to Note 18 of the separate financial statements, which describes significant events that occurred after the reporting period and their potential effects.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of the audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Based on the result of our audit procedures, no Key Audit Matters were identified for the audit of the financial statements as of 31 December 2022.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information stated in the Management Report and the Corporate Governance Statement but does not include the financial statements and our report of the “réviseur d’entreprises agréé” thereon.

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

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

Responsibilities of the Board of Directors and Those Charged with Governance of the Company for the Financial Statements

The Board of Directors is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs as adopted by the European Union and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The Board of Directors is also responsible for presenting and marking up the separate financial statements in compliance with the requirements set out in the Delegated Regulation 2019/815 on European Single Electronic Format, as amended (“ESEF Regulation”).

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

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

Responsibilities of the "Réviseur d'Entreprises Agréé" for the Audit of the financial statements

The objectives of our audit are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the "Réviseur d'Entreprises Agréé" that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter.

Report on Other Legal and Regulatory Requirements

We have been appointed as “réviseur d’entreprises agréé” by the General Meeting of Shareholders on 7 July 2022 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is 2 years.

The Director’s report is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

The Corporate Governance Statement is included in the annual report. The information required by Article 68ter paragraph (1) letters c) and d) of the law of 19 December 2002 on the commercial and companies register and on the accounting records and financial statements of undertakings, as amended, is consistent with the separate financial statements and has been prepared in accordance with applicable legal requirements.

We have checked the compliance of the financial statements of the Company as at 31 December 2022 with relevant statutory requirements set out in the ESEF Regulation that are applicable to the separate financial statements. For the Company it related to:

- Separate Financial Statements prepared in valid xHTML format.
- The XBRL markup of the Separate Financial Statements using the core taxonomy and the common rules of markups specified in the ESEF Regulation.

In our opinion, the separate financial statements of the Company as of 31 December 2022 have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

We confirm that the audit opinion is consistent with the additional report to the audit committee or equivalent.

We confirm that the prohibited non-audit services referred to in EU Regulation No 537/2014 were not provided and that we remained independent of the Company in conducting the audit.

Luxembourg, 28 April 2023

For Mazars Luxembourg, Cabinet de révision agréé

5, rue Guillaume J. Kroll

L-1882 Luxembourg

DocuSigned by:

Fabien Delante

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Fabien DELANTE

Réviseur d'entreprises agréé

HIRO METAVERSE ACQUISITIONS I S.A

Separate statement of comprehensive income for the year ended 31 December 2022

	Notes	1 Jan 2022 to 31 Dec 2022	20 Sept 2021 to 31 Dec 2021
		GBP	*GBP*
Other operating expenses	5	(738,626)	(152,560)
Taxes, duties and similar expenses		(1,393)	-
Operating loss		**(740,019)**	**(152,560)**
Finance income			
Interest income from financial assets held for cash management purposes		27,593	-
Net gain/(loss) on financial assets and liabilities		1,256,850	
Finance income		**1,284,443**	-
Finance costs			
Amortisation listing costs	14.1	(2,327,893)	-
Fair value gain/(loss) on class A warrants	14.2	(473,800)	-
Fair value gain/(loss) on class b warrants	14.3	(3,286,000)	-
Foreign currency exchange gains/(losses)		(5,929)	272
Finance costs		**(6,093,622)**	**272**
Loss before income tax		**(5,549,198)**	**(152,288)**
Income tax	6	-	-
Loss for the period		**(5,549,198)**	**(152,288)**
Other comprehensive income		-	-
Total comprehensive loss for the period, net of tax		**(5,549,198)**	**(152,288)**
Earnings/(loss) per share attributable to equity holders			
Net earnings per share - basic and diluted	7	(0.41)	(0.04)

The accompanying notes form an integral part of these separate financial statements.

HIRO METAVERSE ACQUISITIONS I S.A

Separate statement of financial position as at 31 December 2022

Assets	Note	31 Dec 2022 *GBP*	31 Dec 2021 *GBP*
Non-current assets			
Financial assets at fair value through profit or loss	8	119,706,851	1
Total non-current assets		**119,706,851**	**1**
Current assets			
Deferred costs	9	-	731,407
Cash and cash equivalents	10	1,181,344	30,000
Prepayments	11	93,654	-
Trade and other receivables	12	2,500	-
Current assets		**1,277,498**	**761,407**
Total Assets		**120,984,349**	**761,408**
Equity			
Share capital	13	36,817	30,000
Share premium	13	3,173,417	-
Accumulated deficit		(5,701,486)	(152,288)
		(2,491,252)	**(122,288)**
Liabilities			
Non-current liabilities:			
Class A warrants at fair value	14.2	6,396,300	-
Class B warrants at fair value	14.3	8,586,000	-
Total non-current liabilities		**123,317,984**	**-**
Current liabilities			
Redeemable class A shares	14.1	108,335,684	-
Trade and other payables	15	157,617	883,696
Total current liabilities		**157,617**	**883,696**
Total liabilities		**123,447,878**	**883,696**
Total equity and liabilities		**120,984,349**	**761,408**

The accompanying notes form an integral part of these separate financial statement

HIRO METAVERSE ACQUISITIONS I S.A

Separate statement of changes in equity as at 31 December 2022

	Notes	Share capital *GBP*	Share premium and similar premiums *GBP*	Accumulated deficit *GBP*	Total equity *GBP*
Balance at 1 January 2022		30,000	-	(152,288)	(122,288)
Issuance of capital	13				
<u>Share capital increase 2 Feb 2022</u>					
Issuance of 310,500 non- redeemable Class A shares		3,229	3,004,505	-	3,007,734
Reclassification of non-redeemable Class A shares from equity to liability (IAS 32)		-	(155,250)	-	(155,250)
Issuance of 10,350,000 redeemable Class A shares		107,640	103,392,360	-	103,500,000
Issuance of 1,150,000 redeemable Class A shares		11,960	11,488,040	-	11,500,000
Reclassification of redeemable Class A shares from equity to liability (IAS 32)		(119,600)	(114,880,400)	-	(115,000,000)
<u>Share capital increase 8 Feb 2022</u>	13				
Issuance of 34,500 non-redeemable Class A shares		3,588	341,412	-	345,000
Reclassification of non-redeemable Class A shares from equity to liability (IAS 32)		-	(17,250)	-	(17,250)
Loss for the period		-	-	(5,549,198)	(5,549,198)
Other comprehensive income		-	-	-	-
Balance at 31 December 2022		**36,817**	**3,173,417**	**(5,701,486)**	**(2,491,252)**
Balance at 20 September 2021					
Issuance of incorporation capital		30,000	-	-	30,000
Loss for the period		-	-	(152,288)	(152,288)
Other comprehensive income		-	-	-	-
Balance at 31 December 2021		**30,000**	-	**(152,288)**	**(122,288)**

The accompanying notes form an integral part of these separate financial statements.

HIRO METAVERSE ACQUISITIONS I S.A

Separate statement of cash flows for the for the year ended 31 December 2022

	1 Jan 2022 to 31 Dec 2022	20 Sept 2021 to 31 Dec 2021
	GBP	*GBP*
Cash flow from operating activities		
Loss before income tax	(5,549,198)	(152,288)
Adjustments for:		
Finance income	(1,284,443)	-
Finance costs	6,087,693	-
Foreign currency exchange gains/(losses)	5,929	-
Net cash from operating activities before income tax	**(740,019)**	**(152,288)**
Changes in working capital:		
Decrease/(increase) in deferred costs	731,407	(731,407)
(Increase) in prepayments	(93,654)	-
(Increase) in trade and other receivables	2,500	-
(Decrease)/increase in trade and other payables	(726,079)	883,695
Net cash flows from operating activities	**(830,845)**	-
Cash flows from investing activities		
Purchase of non-dealing securities	**(118,450,000)**	-
Cash flow from financing activities		
Proceeds from issue of share capital	-	30,000
Payment of cost in relation to capitalization	(3,339,475)	-
Proceeds from issue of redeemable shares	115,000,000	-
Proceeds from issue of non-redeemable shares	3,450,000	-
Proceeds from issue of sponsor warrants	5,300,000	-
Interest received	27,593	-
Foreign currency exchange gains/(losses)	(5,929)	-
Net cash flows from financing activities	**120,432,189**	-
		-
Net change in cash and cash equivalents	1,151,344	30,000
Cash and cash equivalents, beginning	30,000	-
Cash and cash equivalents at end of the period	**1,181,344**	**30,000**

The accompanying notes form an integral part of these separate financial statements

1. General information

Hiro Metaverse Acquisitions I S.A. (the "**Company**") was incorporated on 20 September 2021 (**date of incorporation)** as per the deed of incorporation agreed between shareholders in front of the notary) as a public limited liability company in Luxembourg (Société Anonyme or "S.A.") under the laws of the Grand Duchy of Luxembourg for an unlimited period. The Company is registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Société, in abbreviated "**RSC**") under the number B259488 since 20 September 2021.

On the 8th of December 2021 the Company incorporated HMA1 (ESCROW) Limited (the "**Subsidiary**"), under the Companies Act 2006 , in the United Kingdom, being a private Company, limited by shares, with its registered office at 52 Lime Street, London, England.

From a legal standpoint, the issued share capital of the Company as of 31 December 2022 amounts to GBP 156,417.20 represented by 11,500,000 Redeemable Class A Shares, 345,000 Non-Redeemable Class A Shares and 2,875,000 Class B Shares (the "Sponsor Shares"), all without nominal value. The total number of voting rights in the Company is 14,720,000.

Because they are redeemable under certain conditions, the 11,500,000 Redeemable Class A Shares do not meet the definition of an equity instrument as per IAS 32. Hence these Redeemable Class A Shares are considered as debt instruments from an accounting standpoint, resulting in a share capital of GBP 36,817 in the financial statements. Detailed movements for the year are disclosed in note 11. The 11,500,000 Redeemable Class A Shares are the Public Shares issued by the Company in the Placing; being the Shares "cum Rights," as contemplated in the Prospectus. The Sponsor (Hiro Sponsor I LLP), subscribed for 34,500 of these Public Shares; being the Overfunding Shares and Additional Overfunding Shares. The proceeds of the Placing and of the Sponsor's overfunding subscriptions are held in an Escrow account and are available for the redemption of Public Shares held by Public Shareholders. The Sponsor waived any rights attached to the Public Shares held by the Sponsor. Consequently, being non-redeemable, the Public shares held by the Sponsor are classified as equity.

The Company is managed by its Board of Directors composed of Luke Alvarez, Cherry Freeman, Ian Livingstone as Executive Directors and Jürgen Post, Emily Greer, and Addie Pinkster as Non-Executive Directors (the "Board of Directors").

The registered office of the Company is located at 17, Boulevard Raiffeisen, L-2411, Luxembourg. The financial year of the Company starts on 1 January and ends on 31 December; except for he first financial year which starts on 20 September 2021 (**date of incorporation**) and ends on 31 December 2021.

The Company has been established for the purpose of acquiring one operating business with principal business operations in a member state of the European Economic Area, the United Kingdom or Israel, in the form of a merger, capital stock exchange, share purchase, asset acquisition, reorganization or similar transaction (the "Business Combination").

The Company is seeking a suitable target for the Business Combination with a focus on targets operating in the sectors of Video Games, Esports, Interactive Streaming, GenZ Social Networks, Connected Fitness & Wellness and Metaverse Technologies. The Company has 15 months from the date of the admission to trading; being 7 February 2022; to consummate a Business Combination, plus an initial three-month extension period (the "**First Extension**

Period") and a further three-month extension period (the "**Second Extension Period**") subject in each case to approval by the Company's shareholders. Otherwise, the Company will be liquidated and distribute all of its assets to its shareholders, the Public shares issued during the initial offering (the "**Placing**") will be redeemed first and then the Company will be liquidated and all remaining assets will be distributed to remaining shareholders.

Pursuant to Article 3 of the current articles of association, the Company's corporate purpose is the holding, management, development and disposal of participations and any interests, in Luxembourg or abroad, in any companies and/or enterprises in any form whatsoever. The Company may in particular acquire by subscription, purchase and exchange or in any other manner any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and more generally, any securities and financial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company and/or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

The Company may borrow in any form. It may issue notes, bonds and any kind of debt and equity securities. The Company may lend funds, including without limitation, resulting from any borrowings of the Company and/or from the issue of any equity or debt securities of any kind, to its Subsidiaries, affiliated companies and/or any other companies or entities it deems fit.

The Company may further guarantee, grant security in favour of or otherwise assist the companies in which it holds a direct or indirect participation or which form part of the same group of companies as the Company. The Company may further give guarantees, pledge, transfer or encumber or otherwise create security over some or all of its assets to guarantee its own obligations and those of any other Company, and generally for its own benefit and that of any other Company or person. For the avoidance of doubt, the Company may not carry out any regulated activities of the financial sector without having obtained the required authorization.

The Company may use any techniques and instruments to manage its investments efficiently and to protect itself against credit risks, currency exchange exposure, interest rate risks and other risks. The Company may, for its own account as well as for the account of third parties, carry out any commercial, financial or industrial operation (including, without limitation, transactions with respect to real estate or movable property) which may be useful or necessary to the accomplishment of its purpose or which are directly or indirectly related to its purpose.

2. Basis of preparation and accounting policies

2.1 Basis of preparation

The Company's financial year starts on 1 January and ends on 31 December of each year, with the exception of the first financial period, which started on 20 September 2021 (date of incorporation) and ended on 31 December 2021.

The separate financial statements comprise a statement of financial position, a statement of comprehensive income, a statement of changes in equity, a statement of cash flows and the accompanying notes for the year ended 31 December 2022. These separate financial statements have been prepared under the assumption that the Company operates on a going concern basis.

These separate financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union for the period from 1 January 2022 to 31 December 2022 and were authorised for issue in accordance with a resolution of the Board of Directors 28 April 2023.

These separate financial statements have been prepared in Sterling (GBP) unless stated otherwise.

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

2.2 Summary of significant accounting policies

The separate financial statements have been prepared in accordance with the accounting policies adopted in the Company's most recent annual financial statements for the period ended 31 December 2022.

2.2.1 New or revised Standards or Interpretations

International accounting standards include IFRS, IAS (International Accounting Standards) and their interpretations (Standing Interpretations Committee) and IFRICs (International Financial Reporting Interpretations Committee). The repository adopted by the European Commission is available on the following internet site: http://data.europa.eu/eli/reg/2008/1126/2023-01-01

(a) New standards, amendments and interpretations that were issued but not yet effective as at 31 December 2022 and that are most relevant to the Company – not yet endorsed by the EU:

- **Amendments to IAS 1** -: Classification of Liabilities as Current or Non-current. In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and must be applied retrospectively.

(b) New standards, amendments and interpretations that were issued but not yet effective as at 31 December 2022 and that are most relevant to the Company – endorsed by the EU:

- **Amendments to IAS 1 and IFRS Practice Statement 2**: Disclosure of Accounting policies. In February 2021, the IASB issued amendments that are intended to help preparers in deciding which accounting policies to disclose in their financial statements. The amendments are effective for annual periods beginning on or after 1 January 2023.
- **Amendments to IAS 8: Definition of Accounting Estimate. In February 2021**, the IASB issued amendments to help entities to distinguish between accounting policies and accounting estimates. The amendments are effective for annual periods beginning on or after 1 January 2023.
- **Amendments to IAS 12** – not yet endorsed by the EU: Deferred Tax related to Assets and Liabilities arising from a Single Transaction. In May 2021, the IASB amended the standard to reduce diversity in the way that entities account for deferred tax on transactions and events, such as leases and decommissioning obligations, that lead to the initial recognition of both an asset and a liability. The amendments apply for annual reporting periods beginning on or after 1 January 2023 and may be applied early.

The initial application of these standards, interpretations, and amendments to existing standards is planned for the period of time from when its application becomes compulsory. Currently, the Board of Directors anticipates that the adoption of these Standards and Interpretations in future periods will have no material impact on the financial information of the Company.

2.2.2 Foreign currencies

Functional and presentation currency
The separate financial statements are presented in Sterling (GBP).

Foreign currency transactions and balances
In preparing these separate financial statements of the Company, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Nonmonetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the year in which they arise except for exchange differences on monetary items related to deferred costs included in trade payables; which are recognised directly in deferred cost.

2.2.3 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or a financial liability when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date i.e. the date that the Company commits to purchase or sell the asset.

Recognition and derecognition
Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of new liability. The difference in the respective carrying account is recognised in the statement of profit or loss.

Classification and measurement of financial assets
All financial assets are initially measured at fair value plus, in the case of financial assets that are not measured at fair value through profit and loss,

Financial assets are classified into one of the following categories:

- Aamortised cost
- fair value through profit or loss (FVTPL), or
- fair value through other comprehensive income (FVOCI).

Financial assets measured at amortised cost: This is the category most relevant to the Company. A debt instrument is measured at amortised cost if it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets at amortised cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognised in profit and loss when the asset is derecognised, modified or impaired.

In the period presented the Company includes investments in subsidiaries in the category FVTPL.

In the period presented the Company includes Derivative financial instruments as financial assets categorised as FVTPL

All revenue and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

Impairment of financial assets
IFRS 9's impairment requirements use forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. Instruments within the scope of the requirements include financial assets at amortised cost, cash and cash equivalent and restricted cash as well as debt instruments at fair value through other comprehensive income and trade receivable when applicable.

The Company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1').
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').
- 'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Classification and measurement of financial liabilities
The financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, or financial liabilities at amortised cost.

Financial liabilities are initially measured at fair value, adjusted for transaction costs where applicable except for those financial liabilities that are measured at fair value through profit or loss.

Financial liabilities recognized at amortised cost are subsequently measured, using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by considering any discount or premium on acquisition and incremental fees or costs. The EIR amortisation is included as finance costs in the statement of profit or loss.

The Company includes in this category Redeemable Class A Shares and trade and other payables, while the Public and Sponsor warrants are classified as financial liabilities at fair value through profit and loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

Offsetting financial instruments
Financial instruments are offset and a net amount reported in the statement of financial position only when there is currently a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

2.2.4 Cash and restricted cash

Cash in the statement of financial position comprise cash at banks and on hand and short-term highly liquid deposits with a maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. The carrying amounts of these approximate their fair value.

For the purpose of the financial statement of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.2.5 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

2.2.6 Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic resources will be required from the Company and a reliable estimate can be made of the amount of the obligation. The timing or amount of the outflow may still be uncertain.

Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole.

If the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Any reimbursement that the Company is virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities unless the outflow of resources is remote.

2.2.7 Trade payables, other payables and accrued expenses

Trade payables, other payables and accrued expenses are obligations to pay for services that have been acquired in the ordinary course of business. They are classified as current liabilities if payment is due within twelve months after statement of financial position date. If not, they are represented as non-current liabilities.

2.2.8 Taxation

Income tax recognized in the statement of profit or loss and other comprehensive income includes current and deferred taxes.

Current tax
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Company operates and generates taxable income.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Deferred tax
Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the separate financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax assets are tested for impairment on the basis of a tax planning derived from management business plans.

Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

2.2.9 Current versus non-current classification

The Company presents assets and liabilities in the statement of financial position based on current/non-current classification.

An asset is current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

All other liabilities are classified as non-current.

2.2.10 Operating expenses

Operating expenses are recognised in profit or loss upon utilisation of the service or as incurred.

2.2.11 Share-based payments

The Board is currently assessing whether certain class B shares and class B warrants issued to the Sponsor of the Company are to be considered as falling in the scope of IFRS 2. The Board will notably adopt its position based on market discussions and/or positions adopted by market players, supervisory authorities and/or standard setters.

In any case, the class B shares and class B warrants do not carry a specified service period, but would be forfeited or otherwise expire worthless if a business combination is not consummated. Therefore, the Sponsor only derive the value from the class B shares and class B warrants when they are converted into class A shares upon a successful business combination. Consequently, the grant date of these awards does not occur until the target is approved. As of 31 December 2022, irrespective of the conclusions of the ongoing assessment carried out by the Board, no amounts would have had to be accounted for provided that no such approval has occurred.

2.2.12 Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised in as part of other operating expenses in the consolidated statement of comprehensive income, together with a corresponding increase in equity, over the period in which the service and, where applicable, the performance conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the consolidated statement of comprehensive income for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the recipient of the share-based payment. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share

3. Significant accounting judgements, estimates and assumptions

The preparation of these separate financial statements in accordance with IFRS requires the Board of Directors' to make judgements, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities and income and expenses. The estimates and associated assumptions are based on various factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

As at 31 December 2022, the significant areas of estimates, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in these separate financial statements are the following:

- Classification of Redeemable Class A Shares: The Board assessed the classification of Redeemable Class Shares in accordance with IAS 32, Financial Instruments: Presentation, under which the Redeemable Class A Shares do not meet the criteria for equity treatment and must be recorded as liabilities. The Redeemable Class A Shares features certain redemption rights that are considered to be outside of the Company's control and subject to occurrence of uncertain future events. Accordingly, the Company classifies the Redeemable Class A Shares as financial liabilities at amortised cost in accordance with IFRS 9. The transaction costs directly attributable to issuance of the Redeemable Class A shares are deducted against the initial fair value.

- Classification of Non- Redeemable Class A Shares: The Sponsor and the Company's directors have entered into a Lock-up and Waiver Agreement with the Company, pursuant to which they have waived their rights to liquidating distributions from the Escrow Account with respect to any Sponsor Shares, Sponsor

Warrants, Overfunding Shares, Overfunding Warrants and any Public Shares acquired upon conversion or exercise thereof held by them if the Company fails to complete the Initial Business Combination by the Business Combination Deadline. Consequently, the proceeds of the Sponsor shares and overfunding shares are not redeemable. Accordingly, the Company classifies these Non-Redeemable Class A Shares as Equity, and the proceeds from the subscription of such Non-Redeemable Class A Shares are classified to equity under share capital and share premium in the consolidated statement of financial position, in line with the initial allocation of the subscription price, the surplus being considered as a capital contribution (share premium).

- Classification and measurement of Warrants: The Board assessed the classification of warrants in accordance with IAS 32 under which the warrants do not meet the criteria for equity treatment and must be recorded as derivatives. Accordingly, the Company classifies the Class A warrants and Class B warrants as liabilities at fair value and adjust them to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the consolidated statement of comprehensive income. The fair value of Class A and B warrants is determined by applying the average product of the Binomial Tree (BOPM) and Monte Carlo valuations methods.

Going Concern

As at the date of these Separate financial statements, the Company is not in sufficiently advanced discussions with any potential targets to enable the Public Shareholders to consider and vote on a potential Initial Business Combination. The Company's initial deadline to complete an Initial Business Combination is 7 May 2023 and the Articles permit an initial three-month extension period, followed by a further three-month extension period, in each case with the approval of a simple majority of the holders of all Ordinary Shares. However, the Board considers that these permitted extensions are unlikely to provide sufficient time to permit the Company to evaluate target companies, to agree terms on a potential business combination, to seek agreement on financing requirements, and to implement the necessary steps for readmission under the UK Listing Rules in order to complete an Initial Business Combination. Accordingly, on 4 April 2023 the Company gave notice convening an EGM to be held on 5 May 2023 to consider, and if thought fit, to approve the extension of the business combination deadline to 7 February 2024 by way of an amendment to the Articles.

As at the date of Separate financial statements, it is therefore uncertain whether the Company will extend its business combination deadline to 7 February 2024 and continue to seek an Initial Business Combination, or if it will instead proceed to redeem its Public Shareholders and cancel the listing and trading of the Company's Public Shares and Public Warrants on the London Stock Exchange following expiry of the initial business combination deadline of 7 May 2023. In any event, if the current or any extended business combination deadline expires without the Company having completed an Initial Business Combination and the Company undertakes a redemption and delisting of its Public Shares and Public Warrants as described above, the Board intends for the Company to continue as a privately held company and has no intention to commence liquidation or winding up of the Company in the next 12 months.

The Board, having considered the financial position of the Company for a period of least 12 months from the date of approval of the financial statements, have a reasonable expectation and belief that the Company has adequate resources to continue in operational existence for the foreseeable future given the available cash and forecast cash outflows.

In particular, the Board reviewed the Company's committed expenses for the period which leaves a significant cash buffer in excess of GBP 1,1million. As these committed expenses are in line with signed engagement letters or agreements, management takes comfort that these expenses can be reliably measured and factored into their budgeting.

In addition, the Board has noted that the Company's policy is that no dividend will be declared until after a successful Business Combination to ensure that capital is maintained in the period prior to the Business Combination.

As at 31 Dec 2022, other than the effects of the COVID-19 pandemic and the war in Ukraine, which have been considered by the directors, there were no other significant areas of estimation, uncertainty and critical judgements which were applied.

4. Financial risk management, objectives and policies

The Company is newly formed and has not conducted any operations and currently generates no revenue. The Company does not have material foreign currency transactions. Hence, currently the Company does not face foreign currency risks nor any interest rate risks as the financial instruments of the Company bear a fixed interest rate.

Liquidity risks

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due. The Placing was completed on 7 February 2022. 100% of the gross proceeds of this Placing were deposited in an escrow account (the "Escrow Account"). The amount held in the Escrow Account will only be released in connection with the completion of the Business Combination or the Company's liquidation. The Board of Directors believes that the funds available to the Company outside of the escrow deposit account, together with the available shareholder loan will be sufficient to pay costs and expenses which are incurred by the Company prior to the completion of the Business Combination.

The objective of the Sponsor Warrants issued to the Sponsor at the time of the Placing, was to use the proceeds to pay the various costs and expenses incurred and contracted for as disclosed in the separate financial statements for the 12 months ended 31 December 2022, except the underwriting commission. The proceeds from the Placing of Public Shares were not to be used to pay these expenses.

The Sponsor has committed additional funds to the Company through the Overfunding Subscription, the proceeds of which is held in the Escrow Account. The purpose of the overfunding subscription is to provide additional cash funding into the Escrow Account, in addition to the funding from the proceeds of the Units sold in the Placing, for the redemption of the Public Shares by Public Shareholders ("Initial Overfunding Shares").

The Initial Overfunding Shares and Initial Overfunding Warrants were not part of the Placing but were part of the applications for Shares Admissions and Warrants Admission which took place on 24 February 2022.

To the extent that the Business Combination Deadline is extended, the Sponsor will commit further additional funds to the Company through the subscription of additional units as referred to in Part VIII. 4 of the Prospectus.

The following table illustrates the Company's expected liquidity of assets held:

	Less than 1 month *GBP*	1-12 months *GBP*	Total *GBP*
At 31 December 2022			
Total assets	1,181,344	119,803,005	120,984,349
At 31 December 2021			
Total assets	30,000	731,407	761,407

The table below analyses the Company's financial liabilities into relevant maturity based on the remaining period at the statement of financial position date to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows.

	Less than 1 year *GBP*	Between 1-5 years *GBP*	More than 5 years *GBP*	Total *GBP*
At 31 December 2022				
Trade and other payables	157,617	-	-	157,617
Redeemable class A shares	108,335,684	-	-	108,335,684
Class A warrants at fair value	-	6,396,300	-	6,396,300
Class B warrants at fair value	-	8,586,000	-	8,586,000
Total liabilities	108,493,301	14,982,300	-	123,475,601
At 31 December 2021				
Trade and other payables	883,696	-	-	883,696
Total liabilities	883,695	-	-	883,695

Capital management

As at 31 December 2022, the Company has a negative equity of GBP 2,491,252. However, the Board of Directors believes that the funds available to the Company are sufficient to pay costs and expenses incurred by the Company prior to the completion of the Initial Business Combination. The Company has non-current liabilities which does not impose any liquidity issues to the Company. The Class A Warrants designated as "Initial Overfunding Warrants" in the Prospectus and the Class B Warrants designated as the "Sponsor Warrants" in the Prospectus, which together represent a liability of GBP 8,586,000 as at 31 December 2022, have no redemption rights or liquidation distribution rights and will expire worthless in case of liquidation. Furthermore the Public Warrants, which represent a liability of GBP 6,396,300 as at 31 December 2022, are redeemable at the option of the Company.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is currently exposed to credit risk from its deposit with banks. The Company has placed its cash with a prime financial institution with a credit rating of A1, with a stable outlook, by the rating agency Moody's.

The Company's maximum exposure to credit risk is detailed in the table below:

	1 Jan 2022 to 31 Dec 2022	**20 Sept 2021 to 31 Dec 2021**
	GBP	*GBP*
Cash and cash equivalents	1,181,344	30,000
Prepayments	93,654	-
	1,274,998	30,000

5. Other operating expenses

The other operating expenses of GBP 738,626 (2021: GBP 152,560) consist of fees for accounting, legal, and other services not related to the placing.

	1 Jan 2022 To 31 Dec 2022	**20 Sept 2021 to 31 Dec 2021**
	GBP	*GBP*
Accounting, tax consulting, auditing and similar fees	242,471	151,407
Bank charges and commissions	2,500	-
Director's fees	27,348	-
Legal, litigation and similar fees	72,575	-
Notarial and similar fees	9,532	1,153
Other professional fees	110,706	-
Contributions to professional associations	3,892	-
Third-party insurance	269,602	-
	738,626	**152,560**

The total audit fees paid breaks down as follows:

	1 Jan 2022 to 31 Dec 2022	20 Sept 2021 to 31 Dec 2021
	GBP	*GBP*
Audit fees	93,309	98,280
Audit-related fees	-	122,850
Total	**93,309**	**221,130**

6. Income Tax

	1 Jan 2022 To 31 Dec 2022	20 Sept 2021 to 31 Dec 2021
	GBP	*GBP*
Loss for the period before tax	(5,549,198))	(152,288)
Theoretical tax charges applying tax rate 24.94% (2021: 22.8%)	(1,383,970)	(34,722)
Reconciling items:		
Income excluded from taxable income:		
Fair value adjustments - Investment in subsidiaries	(313,458)	-
Non-deductible expenses:		
Amortisation- Redeemable Public Shares placing costs	580,577	-
Fair value adjustments- Public Warrants	118,166	-
Fair value adjustments- Sponsor Warrants	819,528	-
Other:		
Unrecognised deferred tax assets on tax losses	179,158	34,722
	-	-

Deferred tax

Deferred tax assets have not been recognised in respect of the loss incurred during the period ended 31 December 2022 because it is not probable that future taxable profit will be available against which the Company can utilise the benefits therefrom. Unused tax losses of the Company can be used within a period of 17 years as per Luxembourg tax law.

7. Earnings /(loss) per share

Basic earnings/(loss) per share ("**EPS**") is calculated by dividing the profit/(loss) for the period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is calculated by dividing the profit/(loss) attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

Currently, no diluting instruments are exercisable. Therefore, basic EPS equals diluted EPS as at 31 December 2022.

	31 Dec 2022	31 Dec 2021
	GBP	*GBP*
Loss for the year/period	(5,549,198)	(152,288)
Weighted average number of ordinary shares	13,552,384	3,750,000.00
Basic and diluted EPS	(0.41)	(0.04)

8. Financial assets at fair value through profit or loss

Description	**No of shares**	**shareholding**	**1 Jan 2022 to 31 Dec 2022 cost price**	**1 Jan 2022 to 31 Dec 2022 fair value**
		%	*GBP*	*GBP*
HMA1 (ESCROW) Limited	118,450,001	100.00	118,450,001	119,706,851

The movements during the year ended 31 Dec 2022 and the year ended 31 Dec 2021:

	1 Jan 2022 to 31 Dec 2022 cost price	**20 Sept 2021 to 31 Dec 2021 cost price**	**1 Jan 2022 to 31 Dec 2022 fair value**	**20 Sept 2021 to 31 Dec 2021 fair value**
	GBP	*GBP*	*GBP*	*GBP*
Opening balance	1	-	1	-
Acquisitions	118,450,000	1	118,450,000	1
Fair value adjustments	-	-	1,256,850	-
Closing balance	118,450,001	1	119,706,851	1

On the 8th of December 2021 the company incorporated HMA1 (ESCROW) Limited, under the Companies Act 2006, in the United Kingdome, being a private company, limited by shares, with its registered office at 52 Lime Street, London, England.

On the 2nd February the Company subscribed for 106,605,000 ordinary shares with nominal value GBP 1 in HMA1 for the consideration of GBP 106,605,000. The amount of GBP 106,616,960 was transferred on 8 February 2022.

On the 11th of February the Company subscribed for an additional 11,833,040 ordinary shares with nominal value GBP 1 in HMA1for the consideration of GBP 11,833,040. The amount of GBP 11,833,040 was transferred on 15 February 2022.

9. Deferred costs

As at 31 December 2022 there are no deferred costs. A at 31 December 2021 Deferred cost of GBP 731,407 comprised of legal costs incurred by the Company in relation to the public offering which was offset against the Sponsor Warrants after the Placing during the year ended 31 December 2022.

10. Cash and cash equivalents

	31 Dec 2022	31 Dec 2021
	GBP	*GBP*
Cash and cash equivalents	1,181,344	30,000

11. Trade and other receivables

As at 31 Dec 2022 the company has a receivable on HMA1 in the amount of GBP 2,500.

12. Prepayments

	31 Dec 2022	31 Dec 2021
	GBP	*GBP*
Prepaid FCA fees	5,756	-
Prepaid D&O insurance	87,898	-
	93,654	-

13. Issued capital and reserves

As at 31 December 2021, the subscribed share capital amounted to GBP 30,000 consisting of 3,750,000 Class B ordinary shares with no par value held by the Sponsor, hereinafter referred to as the “Sponsor Shares”. The Company’s share capital may be increased or reduced by a resolution of the general meeting of shareholders adopted in the manner required for an amendment of the articles of association.

On 2 February 2022, the existing 3,750,000 Sponsor Shares were converted into 2,875,000 Sponsor Shares representing the entire issued share capital of GBP 30,000.

It is planned that these Sponsor Shares shall convert into Public Shares subject to a certain schedule and trading price following the consummation of the Business Combination. The Sponsor Shares will convert into a number of Public Shares such that the number of Public Shares issuable to the Sponsor upon conversion of all Sponsor Shares will be equal, in the aggregate, on an as converted basis, to 20% of the total ordinary shares in issue following the Placing.

On 2 February 2022 the Company’s Prospectus was approved and published on the London Stock Exchange.

On 2 February 2022, the capital of the Company was increased by the issuance of 10,350,000 Redeemable Class A Shares (the "Public Shares"), each share being issued in the form of a unit consisting of one Public Share with the right to receive one half of a Public Warrant. These Public Shares have been fully paid up by a contribution in cash of GBP 103,500,000.

On the same day, the capital of the Company was increased by the issuance of another 1,150,000 Redeemable Class A Shares (the "Option Shares") through a second Capital Increase. These Option Shares have been fully paid up by a contribution in cash of GBP 11,960. A complementary amount of GBP 11,488,040 (GBP 9.9896 per Option Share) was allocated to account 115 of the Company and was intended to be paid on the option closing period.

Because they are redeemable under certain conditions, the 11,500,000 Redeemable Class A Shares do not meet the definition of an equity instrument as per IAS 32. Hence these Redeemable Class A Shares are considered as debt instruments from an accounting standpoint.

On 2 February 2022, the Sponsor subscribed to 310,500 units at a price of GBP 10 per unit, each unit consisting of one Non-Redeemable Class A Share cum right to receive one half Public Warrant. Being non-redeemable, these shares qualify as equity instruments under IAS 32. Hence they resulted in an increase of the share capital from GBP 30,000 to GBP 33,229.20, the remaining of the subscription price being allotted to the share premium account.

On 7 February 2022, the 11,500,000 Redeemable Class A Shares were admitted to the standard listing segment of the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange's Main Market for listed securities under ticker "HMA1".

On 7 February 2022 Citigroup Global Markets Limited, acting as Stabilisation Manager, gave notice of the non-exercise by it of the put option granted by the Company to the Stabilisation Manager (the “Put Option”), as no stabilisation was undertaken.

On 7 February 2022, further to the non-exercise of the Put Option, the Sponsor subscribed to another 34,500 units at a price of GBP 10 per unit, each unit consisting of one Non-Redeemable Class A Share cum right to receive one half Public Warrant, hence resulting in an increase of the share capital on 8 February 2022 from GBP 33,229.20 to GBP 36,817, the remaining of the subscription price being allotted to the share premium account.

The non-exercise of the Put Option and the Overfunding Shares Subscription brought the total number of Class A Shares to 11,845,000, of which 11,500,000 Redeemable Class A Shares and 345,000 Non-Redeemable Class A Shares.

The Company initially recognised the units subscribed by the Sponor as 345,000 Non- Redeemable Class A Shares at GBP 9.50 per share and GBP 1 per full warrant. The Company initially recognised these Non-Redeemable Class A shares at GBP 3,180,234, net of transaction costs attributable to these shares amounting to GBP 97,266.

As at 31 December 2022, the issued share capital of the Company is set at GBP 156,417.20 represented by eleven million eight hundred 11,845,000 Public Shares without nominal value and 2,875,000 Sponsor Shares without nominal value. The total number of voting rights in the Company is 14,720,000.

From an accounting standpoint, considering that the Redeemable Class A Shares do not meet the definition of an equity instrument as per IAS 32, they are classified as debt instruments in the consolidated financial statements. Therefore, the share capital in the consolidated financial statements is only comprised of the Class B Shares, also referred to as the “Sponsor Shares”, and the Non-Redeemable Class A Shares, for a total amount of GBP 36,817 as at 31 December 2022, and a share premium of GBP 3,173,417 in the share premium account..

Authorised capital
On 2 February 2022, the Board of Directors approved the increase of the authorised capital of the Company from GBP 1,000,000 consisting of 1,000,000,000 Public Shares to GBP 1,122,829.20; consisting of 1,011,810,500 Public Shares; and authorised the board of directors of the Company, to issue Public Shares, to grant options or warrants to subscribe for Public Shares and to issue any other instruments giving access to such shares within the limits of the authorised capital to such persons and on such terms as they shall see fit and specifically to proceed with the issue of up to one billion and eleven million eight hundred and ten thousand five hundred (1,011,810,500) Public Shares without nominal value and with removal or limitation of the preferential right to subscribe to the Public Shares, as applicable, issued for the existing shareholders of the Company.

Legal reserves
The Company is required to allocate a minimum of 5% of its annual net profit to a legal reserve, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

14. Non-current liabilities

14.1 Redeemable Class A ordinary shares of no par value

As referred to in note 14, the Company issued 11,500,000 Redeemable Class A Shares and allocated GBP 9.50 of the proceed per Units to the share price and GBP 1 to each full warrant. The Company initially recognised the redeemable Class A shares at amortised cost valued at GBP 106,007,791, net of transaction costs attributable to these shares amounting to GBP 3,242,209.

Transaction costs are incremental costs that are directly attributable to the issuance of the Class A shares and its subsequent listing on the London Stock Exchange were deducted from its initial cost. The transaction costs include Listing Fees, legal fees, audit fees, accounting and administration fees, agency fees and FCA fees.

As at 31 December 2022, the amortized cost of the redeemable Class A shares amounts to GBP 108,335,684 after amortisation of GBP 2,327,893 calculated using the EIR method. This amortization is presented as part of finance costs in the statement of comprehensive income. The fair value of redeemable Class A shares is GBP 115,287,500 based on its quoted price (level 1) as of 31 December 2022.

Redemption Rights. The Company will provide its Class A Public Shareholders with the opportunity to redeem all or a portion of their Public Shares, exercisable prior to the completion of the Initial Business Combination irrespective of whether and how they vote at the General Meeting convened to approve the Initial Business Combination. Public Shareholders seeking redemption of their Public Shares must submit a valid request for redemption to the Company in accordance with the terms to be set out in the circular in relation to the shareholder vote on the Initial Business Combination at the General Meeting, which will be published by the Company following the approval of the Initial Business Combination by the Board of the Company.

In terms of the Waiver and Lock Up Deed entered into by the Sponsor; each Insider and the Company; the Sponsor and each Insider agreed to not propose any amendment to the Company's amended and restated memorandum and articles of association: (a) to modify the substance or timing of the Company's obligation to allow redemptions in connection with the Business Combination; (b) to modify the substance or timing of the Company's obligation to redeem 100% of the Public Shares if the Company does not complete a Business Combination by the Business Combination Deadline; or (c) with respect to any other material provisions relating to shareholders' rights or pre-

Business Combination activity, in each case, unless the Company provides its Public Shareholders with the opportunity to redeem their Public Shares upon approval of any such amendment at a per-share price, payable in cash, equal to the aggregate amount then on deposit in the Escrow Account, including interest earned on the funds held in the Escrow Account and not previously released to the Company to pay its taxes, divided by the number of then issued and outstanding Public Shares.

14.2 Public Warrants

On 24 February 2022, the Company admitted 5,922,500 Class A warrants (the "Public Warrants") to the standard listing segment of the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange's main market for listed securities under ticker "HM1W".

The Public Warrants will be exercisable during the "Exercise Period", which shall be the period beginning 30 days after the date on which the Initial Business Combination is completed and ending at the close of trading on the main market for listed securities of the London Stock Exchange on the first Business Day after the fifth anniversary of the Business Combination Completion Date provided that the Exercise Period shall end earlier (i) upon redemption of the Public Warrants in accordance with their terms, (ii) if the Company fails to complete an Initial Business Combination by the Business Combination Deadline, (iii) or upon any liquidation of the Company.During the Exercise Period, the Company may, at its sole discretion, elect to redeem the Public Warrants in whole but not in part, upon a minimum of 30 calendar days' prior written notice of redemption at (i) a redemption price of £0.01 per Public Warrant if the closing price of its Public Shares following the consummation of the Initial Business Combination equals or exceeds £18.00 for any 20 out of 30 consecutive trading days ending three Business Days before the Company sends the notice of redemption; or (ii) a redemption price of £0.10 per Public Warrant if the closing price of its Public Shares for any 20 out of 30 consecutive trading days following the consummation of the Initial Business Combination, ending three Business Days before the Company sends the notice of redemption equals or exceeds £10.00 but is below £18.00, subject to adjustments to the number of Public Shares issuable upon exercise or the exercise price of a Public Warrant as described in the company's Prospectus.

Public Warrant holders may exercise their Public Warrants after such redemption notice is given until the scheduled redemption date.

There will be no redemption rights or liquidating distributions with respect to the Public Warrants, which will expire worthless if the Company fails to complete the Initial Business Combination by the Business Combination Deadline.

The Public Warrants are classified as derivative liabilities and were initially recognised at their fair value of GBP 1 per warrant at the issuance date of 2 February 2022

As at 31 December 2022, the fair value of Class A warrants was estimated at GBP 6,395,300 (GBP1.08 per warrant) using the average of the Binomial Tree and Monte Carlo valuations methods; (level 3), resulting in the recognition of fair value loss of GBP 473,800 for the period from issue date to 31 December 2022. The significant inputs to the valuation model include the contractual terms of the warrants (i.e. exercise price, maturity), risk-free rates of German government bonds and volatility of the warrants by reference to average of the volatility of traded warrants issued by similar special purpose acquisition companies and of volatility of target peers, and discount for probability of liquidation of the Company because not having consummated a business combination by the stated deadline.

14.3 Sponsor Warrants

On 2 February 2022, the Sponsor agreed and subscribed for an aggregate of 5,070,000 Class B warrants (the "Sponsor Warrants") at a price of GBP 1.00 per Sponsor Warrant (GBP 5,070,000 in the aggregate), each Sponsor Warrant entitling the holder to purchase one Public Share at an exercise price of GBP 11.50 per Public Share. The Sponsor Warrants are not admitted to listing or trading on any regulated market or trading platform. As at 7 February 2022, the Put Option (as defined in Note 11) was not exercised, and as a consequence the Sponsor subscribed for 230,000 additional Sponsor Warrants at a price of GBP 1.00 per Sponsor Warrant (GBP 230,000 in the aggregate) to cover the increased underwriting fees payable by the Company.

As at 31 December 2022, the fair value of Class A warrants was estimated at GBP 8,586,300 (GBP1.62 per warrant) using the average of the Binomial Tree and Monte Carlo valuations method; (level 3), resulting in the recognition of fair value loss of GBP 3,286,000 for the period from issue date to 31 December 2022. The significant inputs to the valuation model include the contractual terms of the warrants (i.e. exercise price, maturity), risk-free rates of German government bonds and volatility of the warrants by reference to average of the volatility of traded warrants issued by similar special purpose acquisition companies and of volatility of target peers, and discount for probability of liquidation of the Company because not having consummated a business combination by the stated deadline.

15. Trade and other payables

	1 Jan 2022 to 31 Dec 2022	20 Sept 2021 to 31 Dec 2021
	GBP	*GBP*
Accounting, tax consulting, auditing and similar fees	112,970	151,135
Directors fees	14,245	-
Deferred costs	-	731,407
Notarial and similar fees	-	1,153
Professional fees	30,400	-
Payable to subsidiary	1	1
	157,616	883,696

Trade and other payables are related to legal and other services received by the Company. The carrying amounts of these approximate their fair value.

16. Related party disclosures

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions.

Transactions with key management personnel
The Board of Directors consist of 6 members.
There are no advances or loans granted to members of the Board of Directors as at 31 December 2022.

The Company entered into contracts with the non executive directors effective from the date of the Placing. The agreed Directors fees of GBP 10,000 per annum are payable semi annually in arrears, in equal instalments, after deduction of any taxes and other amounts that are required by law. Director's fees to the value of GBP 27,348 were paid as at 31 December 2022.

17. Commitments and contingencies

The Company had the following material commitments and contingencies at 31 December 2022:

The Company entered into an agreement with Citigroup Global Markets Limited (Underwriting Agreement), by virtue of which the Company will be liable to pay a deferred commission equal to 3.5% of the aggregate gross proceeds of the Securities, subject to completion of Business Combination and payable after such completion.

The Company entered into contracts with three non-executive directors which is effective as from the date of the Placing. The agreed director’s fees are GBP 10,000 per director, per annum; paid semi-annually in arrears in equal instalments after deduction of any taxes and other amounts that are required by law.

During the year, the Company entered into an agreement with a financial advisor to source and/or evaluate potential acquisition(s) to be made by the Company. The Company is committed to pay the advisor a monthly retainer of GBP 12,000 until the engagement is terminated. In terms of the agreement; in respect of transactions that are already in contemplation, a commission of 0.8% of the relevant Target’s enterprise value, is payable on the date of signing of a share purchase agreement; and in respect of transactions that are introduced to the Company by the advisor; a commission of 1.25% of the relevant Target’s enterprise value is payable on the date of signing of the relevant SPA. These fees payable in respect of the acquisition of the Target; shall be reduced by the amount of the Retainer received by the advisor up to the date that these fees becomes payable. In addition, an incentive fee of GBP 500,000 is payable at the sole discretion of the Company by way of the issuance of an equivalent number of ordinary shares in the capital of the Company at the price at which ordinary shares are issued by the Company pursuant to any equity raised to support the acquisition.

The Company has no other material commitments and contingencies as at 31 December 2022.

18. Events after the reporting period

Since 31 December 2022 the market backdrop for SPACs and public equity offerings more generally has continued to be challenging. This climate has not been conducive to completing an Initial Business Combination. As at the date of this Report of Directors, the Company is not in sufficiently advanced discussions with any potential targets to enable the Public Shareholders to consider and vote on a potential Initial Business Combination.

On 4 April 2023 the Company gave notice convening an EGM to be held on 5 May 2023 to consider, and if thought fit, to approve the extension of the business combination deadline to 7 February 2024 by way of an amendment to the Articles.

Should the required majority of the shareholders not vote in favour of the amendment to the articles, the Company’s business combination deadline will expire without a business combination being completed. In accordance with the Articles, the Company will redeem in full the Redeemable Class A ordinary shares, the public warrants will expire worthless and the corresponding liability will be cancelled, and the Company’s Redeemable Class A ordinary shares and Public Warrants will be de-listed from the London Stock Exchange. The Company may also have to incur additional costs in relation to its liquidation, which cannot be estimated accurately at this stage. However, such costs are deemed not material in the Board's opinion