

# Financial Statements

## Zazzle Ireland Limited

---

For the financial year ended 31 March 2025

## Company Information

**Directors**

Robert Irven Beaver II (American)  
Jason Kang (American)  
Melanie A Sherk (American)  
Sinead Barry

**Company secretary**

Sinead Barry

**Registered number**

530984

**Registered office**

6 Union Quay  
Cork City  
Co. Cork  
T12 D2WY

**Independent auditor**

Grant Thornton  
Chartered Accountants & Statutory Audit Firm  
6th Floor  
Penrose One  
Penrose Dock  
Cork

**Bankers**

Bank of Ireland  
32 South Mall  
Cork

**Solicitors**

Arthur Cox  
10 Earlsfort Terrace  
Dublin

# Contents

	Page
<b>Directors' report</b>	1 - 3
<b>Directors' responsibilities statement</b>	4
<b>Independent auditor's report</b>	5 - 9
<b>Statement of comprehensive income</b>	10
<b>Balance sheet</b>	11
<b>Statement of changes in equity</b>	12
<b>Statement of cash flows</b>	13
<b>Analysis of net debt</b>	14
<b>Notes to the financial statements</b>	15 - 30
<b>Detailed profit and loss account and summaries</b>	32 - 33

# Directors' report

For the financial year ended 31 March 2025

The Directors present their annual report and the audited financial statements for the financial year ended 31 March 2025.

## **Principal activities**

The principal activity of the Company is the production and distribution of personalised gifts.

## **Business review**

The Directors are not expecting to make any significant changes in the nature of the business in the near future. The Company have invested significantly in their workforce and marketing with the view to increasing turnover in subsequent years.

The Directors believe that the Company is well suited to further growth and to make profits into the future.

## **Results and dividends**

The loss for the financial year, after taxation, amounted to €4,899,684 (2024 - loss €5,739,088).

During the year, the Company paid a dividend of €NIL (2024: €NIL).

## **Directors and their interests**

The Directors who served during the financial year were:

Robert Irven Beaver II  
Jason Kang  
Melanie A Sherk  
Sinead Barry

In accordance with Section 329 of the Companies Act 2014, the directors' shareholdings and the movements therein during the year ended 31 March 2025 were as follows:

A Ordinary Shares of \$.00001 each	31/3/25	1/4/24
Robert Irven Beaver II	9,400,000	9,400,000

The remaining directors did not hold shares in this company or any group undertaking at any time in the current or prior period that require disclosure.

## **Political contributions**

The Company did not make any political donations in the current year.

## Directors' report (continued)

For the financial year ended 31 March 2025

### **Principal risks and uncertainties**

The directors consider that the principal risks and uncertainties faced by the Company are in the following categories:

#### **Economic risk**

The risk of foreign exchange losses, increased interest rates and or inflation having an adverse impact on served markets.

#### **Competitor risk**

The directors of the Company manage competition through close attention to market research, benchmarking with competition, and recruitment of highly skilled professional staff.

#### **Financial risk**

The Company has budgetary and financial reporting procedures, supported by appropriate key performance indicators, to manage credit, liquidity and other financial risk.

### **Going concern**

The Company has made a loss for the financial year of €4,899,684 after tax (2024: loss of €5,739,088) and had net assets of €25,736,736 (2024: €30,636,420) at the balance sheet date. Cash flow forecasts prepared by management take into account all the latest restrictions indicate that the Company is expected to have sufficient cash flows to continue its operations for a period of at least 12 months from the date of signing the financial statements. The Company has obtained written confirmation of continued financial support as required through grants, from its immediate controlling party, Zazzle Holdings, covering a period of at least 12 months from the date of the financial statements.

Taking account of these circumstances, the directors consider it appropriate to prepare the financial statements on a going concern basis. Accordingly, these financial statements do not include any adjustments to the carrying amount or classification of assets and liabilities that may arise if the Company was unable to continue as a going concern.

### **Accounting records**

The measures taken by the Directors to ensure compliance with the requirements of Sections 281 to 285 of the Companies Act 2014 with regard to the keeping of accounting records, are the employment of appropriately qualified accounting personnel and the maintenance of computerised accounting systems. The Company's accounting records are maintained at the Company's registered office at 6 Union Quay, Cork City, Co. Cork.

### **Future developments**

The Company plans to continue its present activities and current trading levels. Employees are kept as fully informed as practicable about developments within the business.

### **Research and development activities**

During the period, the Company expensed research and development costs of €1,195,472 (2024: €1,512,878).

## Directors' report (continued)

For the financial year ended 31 March 2025

### Statement on relevant audit information

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

### Branches outside the state

There are no branches of the Company outside the State.

### Compliance Statement

The Directors of the Company acknowledge that they are responsible for securing the Company's compliance with its relevant obligations (as defined in the Companies Act 2014 (the "2014 Act")) and, as required by section 225 of the 2014 Act, the Directors confirm that:

A compliance policy statement setting out the Company's policies with regard to complying with the relevant obligations under the 2014 Act has been prepared;  
Arrangements and structures have been put in place that they consider sufficient to secure material compliance with the company's relevant obligations; and  
A review of the arrangements and structures has been conducted during the financial year.

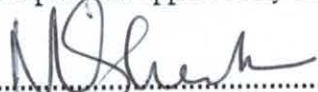
### Events subsequent to the financial year

There have been no significant events affecting the Company since year end.

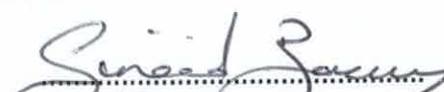
### Auditor

The auditor, Grant Thornton, continues in office in accordance with section 383(2) of the Companies Act 2014.

This report was approved by the board and signed on its behalf.

  
.....  
**Melanie A Sherk**  
Director

Date: 19/6/25

  
.....  
**Sinead Barry**  
Director

Date: 19/6/25

# Directors' responsibilities statement

For the financial year ended 31 March 2025

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with Irish law and regulations.

Irish company law requires the Directors to prepare the financial statements for each financial year. Under the law, the Directors have elected to prepare the financial statements in accordance with the Companies Act 2014 and Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

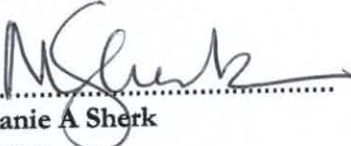
Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the Company as at the financial year end date, of the profit or loss for that financial year and otherwise comply with the Companies Act 2014.

In preparing these financial statements, the Directors are required to:

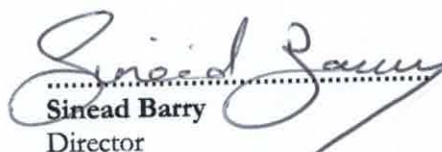
- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for ensuring that the Company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the Company, enable at any time the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy, enable them to ensure that the financial statements and Directors' report comply with the Companies Act 2014 and enable the financial statements to be audited. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

On behalf of the board

  
.....  
**Melanie A Sherk**  
Director

Date: 19/6/25

  
.....  
**Sinead Barry**  
Director

Date: 19/6/25

# Independent auditor's report to the members of Zazzle Ireland Limited

## **Opinion**

We have audited the financial statements of Zazzle Ireland Limited, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of cash flows, the Statement of changes in equity for the financial year ended 31 March 2025, and the related notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is Irish law and accounting standards issued by the Financial Reporting Council including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (Generally Accepted Accounting Practice in Ireland).

In our opinion, Zazzle Ireland Limited's financial statements:

- give a true and fair view in accordance with Generally Accepted Accounting Practice in Ireland of the assets, liabilities and financial position of the Company as at 31 March 2025 and of its financial performance and cash flows for the financial year then ended; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

## **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are further described in the 'Responsibilities of the auditor for the audit of the financial statements' section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard for Auditors (Ireland) issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and the ethical pronouncements established by Chartered Accountants Ireland, applied as determined to be appropriate in the circumstances for the entity. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

# Independent auditor's report to the members of Zazzle Ireland Limited (continued)

## Conclusions relating to going concern

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from the date when the financial statements are authorised for issue.

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

## Other information

Other information comprises information included in the Annual Report, other than the financial statements and our auditor's report thereon, including the Directors' report. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the information and, except to the extent otherwise explicitly stated in our report, 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 we identify such material inconsistencies in the financial statements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## Matters on which we are required to report by the Companies Act 2014

- We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
- In our opinion the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited.
- The financial statements are in agreement with the accounting records.
- In our opinion the information given in the Directors' Report is consistent with the financial statements. Based solely on the work undertaken in the course of our audit, in our opinion, the Directors' Report has been prepared in accordance with the requirements of the Companies Act 2014, excluding the requirements on sustainability reporting in Part 28.

# Independent auditor's report to the members of Zazzle Ireland Limited (continued)

## **Matters on which we are required to report by exception**

Based on our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

Under the Companies Act 2014, we are required to report to you if, in our opinion, the disclosures of Directors' remuneration and transactions specified by sections 305 to 312 of the Act have not been made. We have no exceptions to report arising from this responsibility.

## **Responsibilities of management and those charged with governance for the financial statements**

As explained more fully in the Directors' responsibilities statement, management is responsible for the preparation of the financial statements which give a true and fair view in accordance with Generally Accepted Accounting Practice in Ireland, including FRS102, and for such internal control as they determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

# Independent auditor's report to the members of Zazzle Ireland Limited (continued)

## **Responsibilities of the auditor for the audit of the financial statements**

The auditor's objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs (Ireland), the auditor will exercise professional judgment and maintain professional scepticism throughout the audit. They will 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 of 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If they conclude that a material uncertainty exists, they are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify their opinion. Their conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves a true and fair view.

The Auditor shall 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 may be identified during the audit.

# Independent auditor's report to the members of Zazzle Ireland Limited (continued)

## **The purpose of our audit work and to whom we owe our responsibilities**

This report is made solely to the Company's members, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose.

To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Michael Nolan

for and on behalf of

**Grant Thornton**

Chartered Accountants  
Statutory Audit Firm

Cork

Date: 20 June 2025

## Statement of comprehensive income

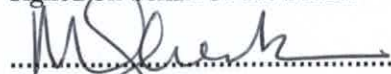
For the financial year ended 31 March 2025

	Note	2025 €	2024 €
Turnover	4	22,555,182	26,805,058
Cost of sales		(16,067,126)	(18,595,760)
<b>Gross profit</b>		<b>6,488,056</b>	<b>8,209,298</b>
Administrative expenses		(11,357,076)	(13,884,641)
<b>Operating loss</b>	5	<b>(4,869,020)</b>	<b>(5,675,343)</b>
Interest payable and similar charges	8	-	(29,146)
<b>Loss before taxation</b>		<b>(4,869,020)</b>	<b>(5,704,489)</b>
Tax on loss	9	(30,664)	(34,599)
<b>Loss for the financial year</b>		<b>(4,899,684)</b>	<b>(5,739,088)</b>


There were no recognised gains and losses for 2025 or 2024 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2025 (2024:€NIL).

Signed on behalf of the board:

  
.....  
Melanie A Sherk

Director

  
.....  
Sinead Barry

Director

Date: 19/6/25

Date: 19/6/25

The notes on pages 15 to 30 form part of these financial statements.

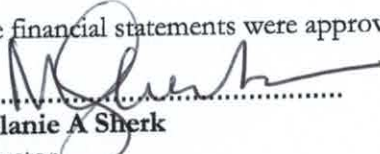
## Balance sheet

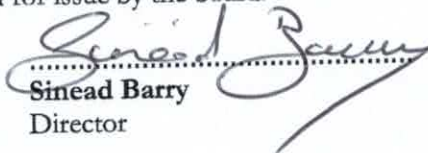
As at 31 March 2025

	Note	2025 €	2024 €
<b>Fixed assets</b>			
Intangible assets	10	30,519,669	34,355,456
Tangible assets	11	1,388,738	1,444,188
		<u>31,908,407</u>	<u>35,799,644</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	12	127,319	3,209,100
Cash at bank and in hand	13	2,917,778	2,900,697
		<u>3,045,097</u>	<u>6,109,797</u>
Creditors: amounts falling due within one year	14	(9,216,768)	(11,273,021)
		<u>(6,171,671)</u>	<u>(5,163,224)</u>
<b>Net current liabilities</b>			
		<u>25,736,736</u>	<u>30,636,420</u>
<b>Total assets less current liabilities</b>			
		<u>25,736,736</u>	<u>30,636,420</u>
<b>Net assets</b>			
<b>Capital and reserves</b>			
Called up share capital presented as equity	16	200	200
Share premium account		47,104,175	47,104,175
Profit and loss account		(21,367,639)	(16,467,955)
		<u>25,736,736</u>	<u>30,636,420</u>
<b>Shareholders' funds</b>			
		<u>25,736,736</u>	<u>30,636,420</u>

The financial statements have been prepared in accordance with Financial Reporting Standard 102, the Financial Reporting applicable in the UK and the Republic of Ireland and Irish statute comprising of the Companies Act 2014.

The financial statements were approved and authorised for issue by the board:

  
.....  
Melanie A Sherk  
Director

  
.....  
Sinead Barry  
Director

Date: 19/6/25

Date: 19/6/25

The notes on pages 15 to 30 form part of these financial statements.

## Statement of changes in equity

For the financial year ended 31 March 2025

	Called up share capital	Share premium account	Profit and loss account	Total equity
	€	€	€	€
At 1 April 2024	200	47,104,175	(16,467,955)	30,636,420
<b>Comprehensive income for the financial year</b>				
Loss for the financial year	-	-	(4,899,684)	(4,899,684)
<b>At 31 March 2025</b>	<b>200</b>	<b>47,104,175</b>	<b>(21,367,639)</b>	<b>25,736,736</b>

The notes on pages 15 to 30 form part of these financial statements.

## Statement of changes in equity

For the financial year ended 31 March 2024

	Called up share capital	Share premium account	Profit and loss account	Total equity
	€	€	€	€
At 1 April 2023	100	-	(10,728,867)	(10,728,767)
<b>Comprehensive income for the financial year</b>				
Loss for the financial year	-	-	(5,739,088)	(5,739,088)
<b>Contributions by and distributions to owners</b>				
Shares issued during the year	100	47,104,175	-	47,104,275
<b>At 31 March 2024</b>	<b>200</b>	<b>47,104,175</b>	<b>(16,467,955)</b>	<b>30,636,420</b>

The notes on pages 15 to 30 form part of these financial statements.

## Statement of cash flows

For the financial year ended 31 March 2025

	2025 €	2024 €
<b>Cash flows from operating activities</b>		
Loss for the financial financial year	(4,899,684)	(5,739,088)
<b>Adjustments for:</b>		
Amortisation of intangible assets	3,835,787	3,953,289
Depreciation of tangible assets	55,450	57,272
Taxation charge	30,664	34,599
(Increase) in debtors	(13,936)	(3,143,467)
Decrease in amounts owed by groups	3,099,820	-
Increase/(decrease) in creditors	540,082	(42,842,134)
(Decrease)/increase in amounts owed to groups	(2,592,845)	-
Corporation tax (paid)	(38,257)	(35,614)
<b>Net cash generated from operating activities</b>	<u>17,081</u>	<u>(47,715,143)</u>
<b>Cash flows from financing activities</b>		
Issue of ordinary shares	-	47,104,275
<b>Net cash used in financing activities</b>	<u>-</u>	<u>47,104,275</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>	17,081	(610,868)
Cash and cash equivalents at beginning of financial year	2,900,697	3,511,565
<b>Cash and cash equivalents at the end of financial year</b>	<u>2,917,778</u>	<u>2,900,697</u>
<b>Cash and cash equivalents at the end of financial year comprise:</b>		
Cash at bank and in hand	2,917,778	2,900,697
	<u>2,917,778</u>	<u>2,900,697</u>

The notes on pages 15 to 30 form part of these financial statements.

## Analysis of Net Debt

For the financial year ended 31 March 2025

	At 1 April 2024 €	Cash flows €	At 31 March 2025 €
Cash at bank and in hand	2,900,697	17,081	2,917,778
	<u>2,900,697</u>	<u>17,081</u>	<u>2,917,778</u>

The notes on pages 15 to 30 form part of these financial statements.

# Notes to the financial statements

For the financial year ended 31 March 2025

## 1. General information

Zazzle Ireland Limited is a private company domiciled and incorporated in the Republic of Ireland. The registered office is 6 Union Quay, Cork City, Co. Cork.

## 2. Accounting policies

### 2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with Financial Reporting Standard 102, the Financial Reporting applicable in the UK and the Republic of Ireland and Irish statute comprising of the Companies Act 2014.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

The financial statements are presented in Euro (€).

The following principal accounting policies have been applied:

### 2.2 Going concern

The Company has made a loss for the financial year of €4,899,684 after tax (2024: loss of €5,739,088) and had net assets of €25,736,736 (2024: €30,636,420) at the balance sheet date. Cash flow forecasts prepared by management take into account all the latest restrictions indicate that the Company is expected to have sufficient cash flows to continue its operations for a period of at least 12 months from the date of signing the financial statements. The Company has obtained written confirmation of continued financial support as required through grants, from its immediate controlling party, Zazzle Inc, covering a period of at least 12 months from the date of the financial statements.

Taking account of these circumstances, the directors consider it appropriate to prepare the financial statements on a going concern basis. Accordingly, these financial statements do not include any adjustments to the carrying amount or classification of assets and liabilities that may arise if the Company was unable to continue as a going concern.

# Notes to the financial statements

For the financial year ended 31 March 2025

## 2. Accounting policies (continued)

### 2.3 Foreign currency translation

#### Functional and presentation currency

The Company's functional currency is Dollars. This differs from the presentational currency which is Euros.

#### Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

# Notes to the financial statements

For the financial year ended 31 March 2025

## 2. Accounting policies (continued)

### 2.4 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

#### Sale of goods

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

#### Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

### 2.5 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

# Notes to the financial statements

For the financial year ended 31 March 2025

## 2. Accounting policies (continued)

### 2.6 Personal retirement savings account

The Company operates a Personal Retirement Savings Account (PRSA) for its employees. A Personal Retirement Savings Account is a long-term personal retirement account designed to enable employees to save for retirement in a flexible manner. The Company must make deductions from the payroll at the request of employees and remit these to the PRSA provider. The Company may make contributions to the Personal Retirement Savings Account, but are not obligated to do so. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the savings account are held separately from the Company in independently administered savings accounts.

### 2.7 Intangible assets

#### Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight-line basis to the Statement of comprehensive income over its useful economic life.

#### Other intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Patents	-	18	years
Purchased Technology	-	10	years
Customer Lists	-	3	years
Trademarks	-	15	years
Goodwill	-	10	years

# Notes to the financial statements

For the financial year ended 31 March 2025

## 2. Accounting policies (continued)

### 2.8 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Freehold property	-	2% straight line
Fixtures and fittings	-	20% -33% straight line
Computer equipment	-	33% straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

### 2.9 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

### 2.10 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

### 2.11 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

# Notes to the financial statements

For the financial year ended 31 March 2025

## 2. Accounting policies (continued)

### 2.12 Financial instruments

The Company has elected to apply the provisions of Section 11 “Basic Financial Instruments” of FRS 102 to all of its financial instruments.

The Company has elected to apply the recognition and measurement provisions of IFRS 9 Financial Instruments (as adopted by the UK Endorsement Board) with the disclosure requirements of Sections 11 and 12 and the other presentation requirements of FRS 102.

Financial instruments are recognised in the Company's Balance sheet when the Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### Basic financial assets

Basic financial assets, which include trade and other debtors, cash and bank balances, are initially measured at their transaction price (adjusted for transaction costs except in the initial measurement of financial assets that are subsequently measured at fair value through profit and loss) and are subsequently carried at their amortised cost using the effective interest method, less any provision for impairment, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, trade and most other debtors due with the operating cycle fall into this category of financial instruments.

#### Other financial assets

Other financial assets, which includes investments in equity instruments which are not classified as subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the recognised transaction price. Such assets are subsequently measured at fair value with the changes in fair value being recognised in the profit or loss. Where other financial assets are not publicly traded, hence their fair value cannot be measured reliably, they are measured at cost less impairment.

#### Impairment of financial assets

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

Financial assets are impaired when events, subsequent to their initial recognition, indicate the estimated future cash flows derived from the financial asset(s) have been adversely impacted. The impairment loss will be the difference between the current carrying amount and the present value of the future cash flows at the asset(s) original effective interest rate.

If there is a favourable change in relation to the events surrounding the impairment loss then the impairment can be reviewed for possible reversal. The reversal will not cause the current carrying amount to exceed the original carrying amount had the impairment not been recognised. The

# Notes to the financial statements

For the financial year ended 31 March 2025

## 2. Accounting policies (continued)

### 2.12 Financial instruments (continued)

impairment reversal is recognised in the profit or loss.

#### Financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after the deduction of all its liabilities.

Basic financial liabilities, which include trade and other creditors, bank loans and other loans are initially measured at their transaction price (adjusting for transaction costs except in the initial measurement of financial liabilities that are subsequently measured at fair value through profit and loss). When this constitutes a financing transaction, whereby the debt instrument is measured at the present value of the future payments discounted at a market rate of interest, discounting is omitted where the effect of discounting is immaterial.

Debt instruments are subsequently carried at their amortised cost using the effective interest rate method.

Trade creditors are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. Trade creditors are classified as current liabilities if the payment is due within one year. If not, they represent non-current liabilities. Trade creditors are initially recognised at their transaction price and subsequently are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial.

#### Other financial instruments

Derivatives, including forward exchange contracts, futures contracts and interest rate swaps, are not classified as basic financial instruments. These are initially recognised at fair value on the date the derivative contract is entered into, with costs being charged to the profit or loss. They are subsequently measured at fair value with changes in the profit or loss.

Debt instruments that do not meet the conditions as set out in FRS 102 paragraph 11.9 are subsequently measured at fair value through the profit or loss. This recognition and measurement would also apply to financial instruments where the performance is evaluated on a fair value basis as with a documented risk management or investment strategy.

#### Derecognition of financial instruments

##### Derecognition of financial assets

Financial assets are derecognised when their contractual right to future cash flow expire, or are settled, or when the Company transfers the asset and substantially all the risks and rewards of ownership to another party. If significant risks and rewards of ownership are retained after the transfer to another party, then the Company will continue to recognise the value of the portion of the risks and rewards retained.

##### Derecognition of financial liabilities

Financial liabilities are derecognised when the Company's contractual obligations expire or are discharged or cancelled.

## Notes to the financial statements

For the financial year ended 31 March 2025

### 3. Judgements in applying accounting policies and key sources of estimation uncertainty

When preparing the financial statements, management makes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

#### Significant management judgements

The following are significant management judgements in applying the accounting policies of the company that have the most significant effect on the financial statements.

#### Going Concern

After reviewing the Company forecasts and projections, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing the financial statements.

#### Estimation uncertainty

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

#### Useful lives of depreciable assets

The annual depreciation charge depends primarily on the estimated lives of each type of asset and, in certain circumstances, estimates of fair values and residual values. The directors annually review these asset lives and adjust them as necessary to reflect current thinking on remaining lives in light of technological change, prospective economic utilisation and physical condition of the assets concerned. Changes in asset lives can have significant impact on depreciation charges for the period. It is not practical to quantify the impact of changes in asset lives on an overall basis, as asset lives are individually determined, and there are a significant number of asset lives in use. The impact of any change would vary significantly depending on the individual changes in assets and the classes of assets impacted.

# Notes to the financial statements

For the financial year ended 31 March 2025

## 4. Turnover

An analysis of turnover by class of business is as follows:

	2025 €	2024 €
Sales	22,555,182	26,805,058
	<u>22,555,182</u>	<u>26,805,058</u>

Analysis of turnover by country of destination:

	2025 €	2024 €
Republic of Ireland	13,707,314	16,171,953
Australia & New Zealand	6,745,573	7,978,419
Canada	1,102,337	1,053,641
USA	624,670	436,832
Other	375,288	1,164,213
	<u>22,555,182</u>	<u>26,805,058</u>

## 5. Loss on ordinary activities before taxation

The operating loss is stated after charging:

	2025 €	2024 €
Depreciation of tangible fixed assets	55,450	57,272
Amortisation of intangible assets, including goodwill	3,835,787	3,953,289
Exchange differences	(10,313)	104,535
Personal retirement savings account	134,779	88,216
	<u>3,835,787</u>	<u>3,953,289</u>

# Notes to the financial statements

For the financial year ended 31 March 2025

## 6. Employees

Staff costs, including Directors' remuneration, were as follows:

	2025 €	2024 €
Wages and salaries	6,317,341	7,940,109
Social insurance costs	696,525	870,942
Cost of PRSA	134,779	88,216
	<u>7,148,645</u>	<u>8,899,267</u>

The average monthly number of employees, including the Directors, during the financial year was as follows:

	2025 No.	2024 No.
Customer Support	140	223
Marketing	8	12
Data/Customer Acquisition	4	4
Admin	20	20
	<u>172</u>	<u>259</u>

## 7. Directors' remuneration

	2025 €	2024 €
Directors' emoluments (incl bonus)	156,997	155,249
Directors pension costs - PRSA	8,970	5,242
	<u>165,967</u>	<u>160,491</u>

## 8. Interest payable and similar expenses

	2025 €	2024 €
Loans from group undertakings	-	29,146
	<u>-</u>	<u>29,146</u>

# Notes to the financial statements

For the financial year ended 31 March 2025

## 9. Taxation

	2025 €	2024 €
<b>Corporation tax</b>		
Current tax on profits for the year	30,664	34,599
	<u>30,664</u>	<u>34,599</u>
<b>Total current tax</b>	<u>30,664</u>	<u>34,599</u>
<b>Deferred tax</b>		
<b>Total deferred tax</b>	<u>-</u>	<u>-</u>
<b>Taxation on profit on ordinary activities</b>	<u>30,664</u>	<u>34,599</u>

### Factors affecting tax charge for the financial year

The tax assessed for the financial year is higher than (2024 - higher than) the standard rate of corporation tax in Ireland of 12.5% (2024 - 12.5%). The differences are explained below:

	2025 €	2024 €
Loss on ordinary activities before tax	<u>(4,869,020)</u>	<u>(5,704,489)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in Ireland of 12.5% (2024 - 12.5%)	(608,628)	(713,061)
<b>Effects of:</b>		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	488,644	503,733
Capital allowances for financial year/year in excess of depreciation	(3,969)	(497,525)
Clawback of relief at source	30,664	34,599
Unrelieved tax losses carried forward	123,953	706,853
<b>Total tax charge for the financial year/year</b>	<u>30,664</u>	<u>34,599</u>

## Notes to the financial statements

For the financial year ended 31 March 2025

**10. Intangible assets**

	Patents €	Technology €	Trademarks €	Customer Lists €	Goodwill €	Total €
<b>Cost</b>						
At 1 April 2024	9,313,000	15,472,000	7,955,000	470,000	12,017,000	45,227,000
At 31 March 2025	9,313,000	15,472,000	7,955,000	470,000	12,017,000	45,227,000
<b>Amortisation</b>						
At 1 April 2024	1,422,819	4,254,800	1,458,415	430,835	3,304,675	10,871,544
Charge for the financial year on owned assets	517,389	1,547,200	530,333	39,165	1,201,700	3,835,787
At 31 March 2025	1,940,208	5,802,000	1,988,748	470,000	4,506,375	14,707,331
<b>Net book value</b>						
At 31 March 2025	7,372,792	9,670,000	5,966,252	-	7,510,625	30,519,669
At 31 March 2024	7,890,181	11,217,200	6,496,585	39,165	8,712,325	34,355,456

# Notes to the financial statements

For the financial year ended 31 March 2025

## 11. Tangible fixed assets

	Freehold property €	Fixtures and fittings €	Computer equipment €	Total €
<b>Cost or valuation</b>				
At 1 April 2024	2,031,683	177,342	198,702	2,407,727
At 31 March 2025	<u>2,031,683</u>	<u>177,342</u>	<u>198,702</u>	<u>2,407,727</u>
<b>Depreciation</b>				
At 1 April 2024	593,787	177,342	192,410	963,539
Charge for the financial year on owned assets	49,159	-	6,291	55,450
At 31 March 2025	<u>642,946</u>	<u>177,342</u>	<u>198,701</u>	<u>1,018,989</u>
<b>Net book value</b>				
At 31 March 2025	<u>1,388,737</u>	<u>-</u>	<u>1</u>	<u>1,388,738</u>
At 31 March 2024	<u>1,437,896</u>	<u>-</u>	<u>6,292</u>	<u>1,444,188</u>

## 12. Debtors

	2025 €	2024 €
Amounts owed by group undertakings	-	3,099,820
Prepayments	123,216	109,280
Corporation tax repayable	4,103	-
	<u>127,319</u>	<u>3,209,100</u>

All debtor balances are due within one year.

## 13. Cash and cash equivalents

	2025 €	2024 €
Cash at bank and in hand	<u>2,917,778</u>	<u>2,900,697</u>
	<u>2,917,778</u>	<u>2,900,697</u>

## Notes to the financial statements

For the financial year ended 31 March 2025

### 14. Creditors: Amounts falling due within one year

	2025 €	2024 €
Trade creditors	1,459,522	899,050
Amounts owed to group undertakings	6,101,431	8,694,276
Corporation tax	-	3,490
Taxation and social insurance	579,548	793,756
Other creditors	306,566	338,423
Accruals	672,306	453,085
Deferred income	97,395	90,941
	<u>9,216,768</u>	<u>11,273,021</u>

Trade and other creditors are payable at various dates over the coming months in accordance with the suppliers usual and customary credit terms.

Taxes including social insurance are repayable at various dates over the coming months in accordance with the applicable statutory provisions.

	2025 €	2024 €
<b>Other taxation and social insurance</b>		
PAYE/PRSI control	143,390	157,020
VAT control	436,158	636,736
	<u>579,548</u>	<u>793,756</u>

# Notes to the financial statements

For the financial year ended 31 March 2025

## 15. Financial instruments

	2025 €	2024 €
<b>Financial assets</b>		
Financial assets measured at amortised cost - cash & bank	2,917,778	2,900,697
Financial assets measured at amortised cost - amounts owed by group undertakings	-	3,099,820
	<u>2,917,778</u>	<u>6,000,517</u>

### Financial liabilities

Financial liabilities measured at amortised cost	<u>(8,539,825)</u>	<u>(10,384,834)</u>
--	--------------------	---------------------

Financial assets measured at amortised cost comprise cash at bank and in hand and amounts owed by group undertakings.

Financial liabilities measured at amortised cost comprise trade creditors, amounts owed to group undertakings and accruals.

## 16. Share capital

	2025 €	2024 €
<b>Authorised</b>		
1,000,000 (2024 - 1,000,000) Ordinary shares of €1.00 each	<u>1,000,000</u>	<u>1,000,000</u>
<b>Allotted, called up and fully paid</b>		
200 (2024 - 200) Ordinary shares of €1.00 each	<u>200</u>	<u>200</u>

## 17. Pension commitments

The Company contributes to employee's personal retirement savings accounts. The pension cost charge represents contributions payable by the Company to these accounts and amounted to €134,779 (2024: €88,216).

# Notes to the financial statements

For the financial year ended 31 March 2025

## 18. Related party transactions

The Directors' remuneration disclosed in Note 7 represents the total compensation paid to key management personnel.

The balance due to Zazzle Holdings (formally Zazzle Inc.) at 31 March 2025 was €NIL (2024: €5,270,733).

The balance due to Zazzle Inc. at 31 March 2025 was €6,101,431 (2024: €3,423,543).

The balance due to Zazzle Ireland Limited by Zazzle Inc at 31 March 2025 was €NIL (2024: €3,099,820).

## 19. Events subsequent to the financial year

There have been no significant events affecting the Company since the year end.

## 20. Financial risk management

### Economic risk

The risk of foreign exchange losses, increased interest rates and or inflation having an adverse impact on served markets.

### Financial risk

The Company has budgetary and financial reporting procedures, supported by appropriate key performance indicators, to manage credit, liquidity and other financial risk.

## 21. Controlling party

The parent of Zazzle Ireland Limited is Zazzle Holdings, incorporated in the United States.

## 22. Approval of financial statements

The board of Directors approved these financial statements for issue on

19/6/25