

Spillover Software Limited

Directors Report & Abridged Unaudited Financial Statements

**For the year ended
31 December 2025**

Certified as a true copy:

Ali Murdoch
Director

Una Murdoch
Director

Registered Company Number: 667696

Spillover Software Limited

Abridged and unaudited financial statements

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Spillover Software Limited

Directors and other information

Directors

Ali Murdoch
Una Murdoch

Secretary

Ali Murdoch

Registered office

5 Adelaide Terrace,
Adelaide Road, Glenageary
Dublin, A96 Y5C8
IRELAND

Company Number

667696

Bankers

AIB, Sandyford, Dublin 18

Spillover Software Limited

Directors Report

The Directors present the financial statements for the year to 31 December 2025 of Spillover Software Limited.

Incorporation

The Company was incorporated on 3 March 2020.

Principal Activity, business review and future developments

The principal activity of the Company is to develop and sell software.

Results

There was a loss of €389,391 for the year ending 31 December 2025 (Loss of €340,738 in 2024). The directors do not recommend a dividend for this year. The revenue reserves brought forward amount to a negative €1,660,172 at 31 December 2025 (negative €1,270,781 at 31 December 2024).

Principal Risk and Uncertainties

The Directors are aware of the major risks to which the company is exposed, in particular those related to the operations and finances of the organisation, and are satisfied that systems are in place to mitigate exposure to the major risks.

Events after the balance sheet date

No significant events have occurred since the balance sheet date of 31 December 2025, which require disclosure in the financial statements.

Directors and Secretary and their interests

The names of the Director and Secretary of the Company, during the year are given on page 1.

The directors and secretary had the following interests in the company.

Name of director	Description of instrument	Interest at end of year	Interest at beginning of year
Una Murdoch	Ordinary shares	1	1
Ali Murdoch	Ordinary shares	99	99

The directors are not required to retire by rotation in accordance with the Constitution of the Company.

A US based related company has made a loan to the Company but there have been no other contracts or arrangements of significance during the year in which the Directors of the Company were interested.

Going concern

The financial statements have been prepared on a going concern basis.

The Directors do not consider that a material uncertainty exists in relation to going concern and have deemed it appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result if the Company was unable to continue as a going concern.

Spillover Software Limited

Directors Report (continued)

Political Donations

There were no political donations which require disclosure under the Electoral Act, 1997.

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 implementation of necessary policies and procedures for recording transactions, the employment of competent accounting personnel with appropriate expertise and the provision of adequate resources to the financial function. The books are maintained at the registered office.

Taxation Status

The Company is a close company within the meaning of the Taxes Consolidation Act, 1997.

Auditors

The company is not at present appointing an auditor as it satisfies the conditions of section 358 of chapter 15 of part 6 of the Companies Act 2014. The Company does not require an audit this year so the Directors have agreed to present unaudited financial statements.

On behalf of the board

Una Murdoch
Director
20 February 2026

Ali Murdoch
Director

Spillover Software Limited

ACCOUNTANTS' REPORT

to the Board of Directors on the unaudited financial statements of Spillover Software Limited for the financial year ended 31 December 2025

We have compiled without carrying out an audit, the financial statements of the company which comprise the Profit and Loss Account, the Balance Sheet and the related notes of Spillover Software Limited from the accounting records and information and explanations you have given to us. This report is made to the company's board of directors, as a body, in accordance with the terms of our engagement. Our work has been undertaken so that we might compile the financial statements that we have been engaged to compile, report to the company's board of directors that we have done so, and state those matters that we have agreed to state to them in this 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 board of directors, as a body, for our work, or for this report.

Respective Responsibilities of Directors and Accountants

The company's Directors are responsible for ensuring that the company maintains adequate accounting records and for preparing financial statements, which give a true and fair view of the assets, liabilities and financial position of the company as at 31 December 2025 and its profit for the year then ended and have been properly prepared in accordance with the Companies Act 2014. You are responsible for deciding, on an annual basis, whether the company is entitled to avail of the exemption from statutory audit in accordance with Section 358 of the Companies Act 2014. It is our responsibility to compile the financial statements of Spillover Software Limited from the accounting records, information and explanations supplied to us by the directors.

Scope of Work

In carrying out this engagement we have complied with the ethical guidance laid down by the Institute relating to members undertaking the compilation of financial statements. We have not been instructed to carry out an audit of the financial statements. For this reason, we have not verified the adequacy, accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the financial statements. You have acknowledged on the balance sheet for the year ended 31 December 2025 your duty is to ensure that the company has kept adequate accounting records and to prepare financial statements that give a true and fair view of the assets, liabilities and financial position of the company at the end of its financial year and of its profit or loss for such a year under the Companies Acts 2014. The Directors consider that the company is exempt from the statutory requirement for an audit for the year.

David Varian
Chartered Accountant
Varian Financial Services Ltd
20 February 2026

Spillover Software Limited

Statement of directors' responsibilities for the shareholders' financial statements

The Directors are responsible for preparing the Directors Report and Financial Statements in accordance with the applicable Irish law and regulations in Ireland. These abridged financial statements have been extracted, pursuant to section 353 of the Companies Act 2014, from the statutory financial statements prepared under section 290 of that Act.

Irish company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the assets, liabilities and financial position of the company as at the financial year end and of the profit or loss of the company for that financial year. Under the law, the directors have elected to prepare financial statements in accordance with the Companies Act 2014 and FRS 102, the Financial Reporting Standard applicable in the UK & Republic of Ireland issued by the Financial Reporting Council. Under company law, the directors must not approve 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 and of the profit and loss of the company for the financial year and otherwise comply with the Companies Act 2014. In preparing the financial statements the directors are required to:

- Select suitable accounting policies and then apply them consistently
- Make judgements and estimates that are reasonable and prudent
- State whether applicable accounting standards have been followed, identify those standards and note the effect and reasons for any material departures from those standards which should be explained in the financial statements
- Prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and which enable them to ensure that the financial statements and Directors Report comply with the Companies Act 2014 and all Regulations to be construed as one with those Acts. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities. The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions. The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' declaration on unaudited financial statements

In relation to the financial statements as set on pages 2 to 14:

1. The directors approve these financial statements and confirm that they are responsible for them, including selecting the appropriate accounting policies, applying them consistently and making, on a reasonable and prudent basis, the judgements underlying them. They have been prepared on the going concern basis on the grounds that the company will continue in business.
2. The directors confirm that to the best of their knowledge and belief, the accounting records reflect all transactions of the company for the year to 31 December 2025.

Signed on behalf of the board on 20 February 2026

Una Murdoch
Director

Ali Murdoch
Director

Spillover Software Limited

Statement of accounting policies

For the year ended 31 December 2025

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Company Information

Spillover Software Limited is a limited company domiciled and incorporated in Ireland. The Company was incorporated in March 2020.

Basis of preparation

The financial statements have been prepared on the going concern basis and in accordance with the historical cost convention (modified to include certain items at fair value) in accordance with accounting standards of the Financial Reporting Council generally accepted in Ireland and Irish statute comprising the Companies Act 2014 and the Accounting standards generally accepted in Ireland in preparing financial statements giving a true and fair view are those published by Chartered Accountants Ireland and issued by the Financial Reporting Council.

The company qualifies as a small company for the year, as defined by Section 280A of the Act, in respect of the financial year, and has applied the rules of the 'Small Companies Regime' in accordance with Section 280C of the Act and Section 1A of FRS102. As a holding company that qualifies for the small company regime under section 280B of the Companies Act 2014, The Company is exempt from the requirement to prepare group financial statements.

The financial statements are prepared in Euro which is the functional currency of the Company.

Statement of Compliance

The financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (FRS 102)).

Abridged Financial Statements and cash flow statement

The company is availing itself of the specific exemption provided for by Section 352 of the Companies Act 2014: the company has done so on the grounds that it is entitled to the benefit of the exemption as a small company and confirm that the Abridged Financial Statements have been properly prepared in accordance with section 353 Companies Act 2014.

Going concern

The directors have at the time of approving the financial statements, a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Cash flow statement

The company is availing itself of the specific exemption provided for by Section 352 of the Companies Act 2014: the company has done so on the grounds that it is entitled to the benefit of the exemption as a small company and confirm that the Abridged Financial Statements have been properly prepared in accordance with section 353 Companies Act 2014.

Taxation

The charge for taxation is based on the profit for the year. Deferred taxation is accounted for in respect of timing differences between profit as computed for taxation purposes and profits as stated in the financial statements to the extent that such differences are expected to reverse in the foreseeable future.

Spillover Software Limited

Statement of accounting policies - continued

For the year ended 31 December 2025

Turnover

Turnover represents net sales to customers and excludes Value Added Tax.

Foreign currencies

Transactions on foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the financial year end date. Non monetary items that are measured at historical cost are translated at the rate ruling at the date of the transaction, Non-monetary items measured at fair value are translated at the rate of exchange at the date of the valuation. All foreign exchange differences are taken to the profit & loss account.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation. No depreciation is provided on freehold land and buildings. The charge for depreciation is calculated to write down the cost of tangible fixed assets to their estimated residual values by using the reducing balance basis over their expected useful lives.

Financial Instruments

Ordinary Share Capital: The Ordinary share capital of the company is presented as equity.

Cash & cash equivalents: Cash consists of cash on hand and bank demand deposits. Cash equivalents consist of the short term highly liquid investments that are readily convertible to known amounts of cash that are subject to an insignificant risk of change of value.

Other financial assets and liabilities

Trade and other receivables and payables are stated at cost less impairment, which approximates fair value given the short dated nature of these assets and liabilities.

Loans and borrowings

All loans and borrowings, both assets and liabilities are initially recorded at the present value of cash payable to the lender in settlement of the liability discounted at the market interest rate. Subsequently loans and borrowings are stated at amortised cost using the effective interest rate method. The computation of amortised cost includes any issue costs, transaction costs and fees, and any discount or premium on settlement, and the effect of this is to amortise these amounts over the expected borrowing year. Loans with no stated interest rate and repayable within one year or on demand are not amortised. Loans and borrowings are classified as current assets or liabilities unless the borrower has an unconditional right to defer settlement of the liability for at least twelve months after the financial year end date.

Judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with FRS102 requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates, judgements and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making estimates about carrying values of assets and liabilities that are not readily apparent from other sources.

- *Debtors recoverability*
- *Going concern.*

Spillover Software Limited
Statement on Financial Position (Balance sheet) as at 31 December 2025

	<i>Note</i>	31-Dec-25 €	31-Dec-24 €
Current assets			
Debtors	5	224	153
Cash		8,442	30,260
		<u>8,666</u>	<u>30,413</u>
Creditors:			
Amounts falling due within one year	6	(12,384)	(11,348)
Net current assets / (liabilities)		<u>(3,718)</u>	<u>19,065</u>
Creditors:			
Amounts falling due after one year	7	(1,656,453)	(1,289,845)
Net (liabilities)		<u>(1,660,171)</u>	<u>(1,270,780)</u>
Capital & reserves			
Called up share capital	8	1	1
Profit & loss account		(1,660,172)	(1,270,781)
Shareholders' equity		<u>(1,660,171)</u>	<u>(1,270,780)</u>

These financial statements have been prepared in accordance with the Small Companies Regime.

The company is availing itself of the specific exemption provided for by Section 352 of the Companies Act 2014: the company has done so on the grounds that it is entitled to the benefit of the exemption as a small company and confirm that the Abridged Financial Statements have been properly prepared in accordance with section 353 Companies Act 2014.

The financial statements were approved by the Board and authorised for issue on 20 February 2026 and signed on behalf of the Board by:

Una Murdoch
Director

Ali Murdoch
Director

Directors Statement

We, as Directors of Spillover Software Limited, state that:

1. The company is availing itself of the specific exemption provided for by Chapter 15 of Part 6 of the Companies Act 2014:

Directors Statement continued

2. The company is availing itself of the exemption on the grounds that the conditions specified in s.358 are satisfied,
3. The shareholders of the company have not served notice on the company in accordance with section 334(1) in accordance with s.334 (2);
4. We acknowledge the company obligations under the Companies Act 2014, to keep adequate books of account and to prepare Financial Statements which give a true and fair view of the assets, liabilities and the financial position of the company at the end of its financial year and of its profit or loss for such a year and to otherwise comply with the provisions of the Companies Act 2014 relating to Financial Statements so far as they are applicable to the company;
5. We hereby certify that the Company has relied on the specific exemption contained in section 352 of the Companies Act 2014; has done so on the grounds that the company is entitled to the benefits of those exemptions as a small company and the abridged Financial Statements have been properly prepared in accordance with section 353 of the Companies Act 2014.

The financial statements were approved by the Board and authorised for issue on 20 February 2026 and signed on behalf of the Board by:

Una Murdoch
Director
Company registration number: 667696

Ali Murdoch
Director

Spillover Software Limited
Statement of Changes in Equity
For the year ended 31 December 2025

	Share Capital €	P&L Reserve €	Total €
Balance at 31 December 2023	<u>1</u>	<u>(930,033)</u>	<u>(930,032)</u>
Year ended 31 December 2024			
Loss for the year	0	(340,748)	(340,748)
Balance at 31 December 2024	<u>1</u>	<u>(1,270,781)</u>	<u>(1,270,780)</u>
Year ended 31 December 2025			
Loss for the year	0	(389,391)	(389,391)
Balance at 31 December 2025	<u>1</u>	<u>(1,660,172)</u>	<u>(1,660,171)</u>

Spillover Software Limited

Notes

Forming part of the financial statements

1 Critical Accounting Estimates & Judgements

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. There are no material adjustments to estimates and assumptions in these accounts.

2 Turnover

The Company had no turnover in the years ended 31 December 2025 and 31 December 2024.

3 Employees & Director remuneration

The Company had the following Directors & employees during the financial year.

	31-Dec-25	31-Dec-24
	#	#
Directors	2	2
Technical	2	3
Total employees	4	5

The Employees received the following remuneration during the year ended 31 December 2025 and in the preceding year.

	31-Dec-25	31-Dec-24
	€	€
Wages and salaries	338,908	302,784
Social security costs	31,185	30,117
Pension costs	10,170	0
	380,263	332,901
Directors' remuneration		
	31-Dec-25	31-Dec-24
	€	€
Remuneration for services	72,150	54,000

Spillover Software Limited

Notes (continued)

The Directors details are given in the Directors Report.

Other than as shown above any further required disclosures in section 305 & 306 of the Companies Act 2014 are nil for both financial years.

4 Taxation

With continuing losses there was no corporation tax paid or due in the year ended 31 December 2025 or in the preceding year to 31 December 2024.

5 Debtors: All falling due within one year

	31-Dec-25	31-Dec-24
	€	€
Tax receivable	224	153
	<u>224</u>	<u>153</u>

6 Creditors: amounts falling due within one year

	31-Dec-25	31-Dec-24
	€	€
Tax liability	8,394	10,098
Accruals and deferred income	3,990	1,250
	<u>12,384</u>	<u>11,348</u>

7 Creditors: amounts falling due after one year

	31-Dec-25	31-Dec-24
	€	€
Related party loans	1,656,453	1,289,845
	<u>1,656,453</u>	<u>1,289,845</u>

The related party loans are working capital loans made by a US based related company.

Spillover Software Limited

Notes (continued)

8 Called up share capital

	31-Dec-25	31-Dec-24
	€	€
<i>Authorised</i>		
1,000 ordinary shares of €0.01 each	10	10
<i>Allotted, called up and fully paid</i>		
<i>Equity shares</i>		
100 ordinary shares of €0.01 each	1	1

9 Directors and their interests and related party transactions

The directors and their family who held office at 31 December 2025 had no interests other than those shown below in the shares of the company:

Name of director	Description of instrument	Interest at end of year	Interest at beginning of year
Ali Murdoch	Ordinary shares of €1 each	99	99
Una Murdoch	Ordinary shares of €1 each	1	1

The directors are not required to retire by rotation in accordance with the Constitution of the Company.

A US based related company made loans of €1,656,453 to the Company to support working capital (see note 7).

There were no other related party transactions during the financial year unless mentioned in these financial statements.

10 Commitments and contingencies

There are no commitments or contingencies as at 31 December 2025 or at 31 December 2024.

11 Events after the balance sheet date

No material post balance sheet events have occurred since 31 December 2025, which would require an adjustment to these financial statements or a note thereto.

Spillover Software Limited

Notes *(continued)*

12 Ultimate controlling party

The Board of Directors controls Spillover Software Limited.

13 Approval of financial statements

The Board of Directors approved these financial statements on 20 February 2026.